
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 28, 2022

MSCI Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33812
(Commission
File Number)

13-4038723
(IRS Employer
Identification No.)

7 World Trade Center, 250 Greenwich St., 49th Floor, New York, NY 10007
(Address of principal executive offices) (Zip Code)

(212) 804-3900
(Registrant's telephone number, including area code)

NOT APPLICABLE
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	MSCI	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 28, 2022, the Board of Directors (the “Board”) of MSCI Inc. (the “Company”) appointed Robin Matlock to serve as an independent director on the Board, effective June 1, 2022 (the “Effective Date”). Ms. Matlock will serve as a member of the Governance and Corporate Responsibility Committee of the Board. Following the appointment of Ms. Matlock, the Board will be comprised of eleven directors.

Ms. Matlock will serve on the Board until the next annual meeting of shareholders of the Company, or until her successor is elected and qualified or until the earlier of her death, resignation or removal. In connection with her appointment, the Board determined that Ms. Matlock is independent under the Company’s Corporate Governance Policies and within the meaning of the New York Stock Exchange (“NYSE”) and Securities and Exchange Commission (“SEC”) standards of independence for directors.

Under the non-employee director compensation program described in the Company’s annual proxy statement filed with the SEC on March 16, 2022, in connection with her service on the Board, Ms. Matlock is entitled to receive an annual retainer (payable in cash or stock at her election) of \$80,000 and an annual equity award in the form of restricted stock units (“RSUs”) under the MSCI Inc. 2016 Non-Employee Directors Compensation Plan having an aggregate fair market value of \$185,000, with the number of shares of common stock underlying such awards determined based on the closing price of the Company’s common stock as reported by the NYSE on the date prior to grant. Ms. Matlock is also entitled to an annual retainer (payable in cash or stock at her election) of \$10,000 for her service on the Governance and Corporate Responsibility Committee of the Board. The annual retainers and initial award of RSUs will be prorated from the Effective Date. The initial RSU award is scheduled to vest on May 1, 2023.

Ms. Matlock, age 56, was most recently Senior Vice President and Chief Marketing Officer of VMware, Inc. (“VMware”) a position she held from 2013 to June 2020. Ms. Matlock previously served as Vice President, Corporate Marketing at VMware from 2009 to 2013. Before VMware, Ms. Matlock served as Executive Vice President and General Manager of Imperva Inc., a cybersecurity software and services company. Prior to that, she held executive positions in a number of technology companies, including McAfee, Enterscept Security Technologies and Symantec Corporation. Ms. Matlock has served as a director of Iron Mountain Incorporated (NYSE: IRM) since July 2019, a director of Cohesity, Inc., a privately held software development company, since January 2021, a director of People.ai, a privately held sales software company, since January 2021 and a director of Dremio Corporation, a privately held data lake transformation company, since March 2021. She earned her Bachelor of Arts degree in Economics and Music from Rice University.

There are no family relationships between Ms. Matlock and any officer or other director of the Company. There is no arrangement or understanding between Ms. Matlock and any other person pursuant to which she was selected as a director. In addition, Ms. Matlock has never been employed at the Company or any of its subsidiaries.

There are no related person transactions (within the meaning of Item 404(a) of Regulation S-K) between Ms. Matlock and the Company or any of its subsidiaries.

Item 7.01 Regulation FD Disclosure.

The press release announcing the matters described in Item 5.02 above is attached to this Current Report on Form 8-K as Exhibit 99.1.

The information furnished under Item 7.01 of this Report, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
Exhibit 99.1	Press Release of the Registrant, dated June 1, 2022, titled “Robin Matlock Appointed to MSCI Inc. Board of Directors.”
Exhibit 104	Cover Page Interactive Data File (embedded in the cover page formatted in Inline XBRL).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MSCI Inc.

Date: June 1, 2022

By: /s/ Henry A. Fernandez

Name: Henry A. Fernandez

Title: Chairman and Chief Executive Officer



Robin Matlock Appointed to MSCI Inc. Board of Directors

New York, NY – June 1, 2022 – MSCI Inc. (NYSE: MSCI), a leading provider of critical decision support tools and services for the global investment community, announced today that Robin Matlock, former Chief Marketing Officer of VMware, has been appointed to serve as an independent director on MSCI's Board of Directors (the "Board"), effective today. Ms. Matlock will serve as a member of the Governance and Corporate Responsibility Committee of the Board. Following the appointment of Ms. Matlock, the Board will be comprised of 11 directors.

"The expertise that Robin will bring to our Board in the areas of go-to-market and marketing strategy, client insight and technological innovation will further expand our Board's breadth of talent and underscore MSCI's commitment to complete client-centricity," said Henry A. Fernandez, MSCI's Chairman and Chief Executive Officer. "Robin is a highly accomplished marketing and technology executive, and I look forward to her perspective and contributions," added Mr. Fernandez.

"I am excited to join MSCI's accomplished team and help guide the company on the next stage of its growth," said Ms. Matlock. "MSCI's portfolio of tools and solutions for the global investment community is powerful, and it is a proven leader in providing differentiated content and insights to its clients," added Ms. Matlock.

Ms. Matlock is a seasoned marketing and technology executive with over three decades of experience in digital business transformation and go-to-market execution. She was most recently Senior Vice President and Chief Marketing Officer of VMware, Inc., a position she held from 2013 to June 2020. Ms. Matlock previously served as Vice President, Corporate Marketing at VMware from 2009 to 2013. She helped transform and grow VMware from a virtualization company to a dominant force in cloud infrastructure, mobility and security. Ms. Matlock was also a member of the executive team at VMware and shared responsibility for all facets of company strategy and execution. Before VMware, Ms. Matlock served as Executive Vice President and General Manager of Imperva Inc., a cybersecurity software and services company. Prior to that, she held executive positions in a number of technology companies, including McAfee, Enterspeed Security Technologies and Symantec Corporation. Ms. Matlock has served as a director of Iron Mountain Incorporated (NYSE: IRM) since July 2019, a director of Cohesity, Inc., a privately held software development company, since January 2021, a director of People.ai, a privately held sales software company, since January 2021 and a director of Dremio Corporation, a privately held data lake transformation company, since March 2021. She earned her Bachelor of Arts degree in Economics and Music from Rice University.

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About MSCI Inc.

MSCI is a leading provider of critical decision support tools and services for the global investment community. With over 50 years of expertise in research, data and technology, we power better investment decisions by enabling clients to understand and analyze key drivers of risk and return and confidently build more effective portfolios. We create industry-leading research-enhanced solutions that clients use to gain insight into and improve transparency across the investment process. To learn more, please visit www.msci.com.

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Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to future events or to future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these statements. In some cases, you can identify forward-looking statements by the use of words such as “may,” “could,” “expect,” “intend,” “plan,” “seek,” “anticipate,” “believe,” “estimate,” “predict,” “potential” or “continue,” or the negative of these terms or other comparable terminology. You should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are, in some cases, beyond MSCI’s control and that could materially affect actual results, levels of activity, performance or achievements.

Other factors that could materially affect actual results, levels of activity, performance or achievements can be found in MSCI’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021 filed with the Securities and Exchange Commission (“SEC”) on February 11, 2022 and in quarterly reports on Form 10-Q and current reports on Form 8-K filed or furnished with the SEC. If any of these risks or uncertainties materialize, or if MSCI’s underlying assumptions prove to be incorrect, actual results may vary significantly from what MSCI projected. Any forward-looking statement in this press release reflects MSCI’s current views with respect to future events and is subject to these and other risks, uncertainties and assumptions relating to MSCI’s operations, results of operations, growth strategy and liquidity. MSCI assumes no obligation to publicly update or revise these forward-looking statements for any reason, whether as a result of new information, future events, or otherwise, except as required by law.