

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 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):* February 12, 2012

**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.)*

**One Chase Manhattan Plaza, 44<sup>th</sup> Floor, New York, NY**  
*(Address of principal executive offices)*

**10005**  
*(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))
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## **Item 8 – Other Events.**

### **Item 8.01 Other Events.**

On February 10, a New York Post reporter contacted ISS (a wholly owned subsidiary of MSCI Inc.) stating that a whistleblower had made a complaint to the Securities & Exchange Commission (the “SEC”). According to the reporter, the complaint alleges that an ISS employee had provided client voting data to proxy solicitors in return for cash and other gifts. Although we have not been contacted by the SEC or seen a complaint, ISS is treating this matter extremely seriously. The confidentiality of client information is essential to our business, and is emphasized in the ISS Regulatory Code of Ethics and the training of our employees. We launched an internal investigation into the matter and have placed the employee identified by the reporter on administrative leave while we further investigate the allegations.

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**SIGNATURE**

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

**MSCI Inc.**

Date: February 12, 2012

By: /s/ Henry A. Fernandez  
Name: Henry A. Fernandez  
Title: Chief Executive Officer, President and Chairman

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