

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

MSCI Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State of Other Jurisdiction of
Incorporation or Organization)

13-4038723

(I.R.S. Employer
Identification No.)

88 Pine Street

New York, NY 10005

(212) 804-3900

(Address of Principal Executive Offices)

MSCI 2007 EQUITY INCENTIVE COMPENSATION PLAN
MSCI INDEPENDENT DIRECTORS' EQUITY COMPENSATION PLAN

(Full Title of the Plan)

Frederick W. Bogdan

General Counsel

MSCI Inc.

88 Pine Street

New York, NY 10005

(212) 804-3990

(Telephone Number, Including Area Code, of Agents for Service)

With a copy to:

Jean M. McLoughlin

Davis Polk & Wardwell

450 Lexington Avenue

New York, NY 10017

(212) 450-4000

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share(2)(3)	Proposed Maximum Aggregate Offering Price(2)(3)	Amount of Registration Fee(4)
Class A Common Stock, par value \$0.01 each to be issued under the MSCI 2007 Equity Incentive Compensation Plan	2,116,252	\$18.00(2)	\$38,092,536.00(2)	\$1,169.45
Class A Common Stock, par value \$0.01 each to be issued under the MSCI 2007 Equity Incentive Compensation Plan	10,383,748	\$24.74(3)	\$256,893,925.52(2)	\$7,886.65
Class A Common Stock, par value \$0.01 each to be issued under the MSCI Independent Directors' Equity Compensation Plan	500,000	\$24.74(3)	\$12,370,000.00(3)	\$379.76
Total Shares	13,000,000		\$307,356,461.52	\$9,435.86

- (1) This Registration Statement on Form S-8 (the "Registration Statement") covers shares of Class A Common Stock ("Common Stock") of MSCI Inc. (the "Company" or the "Registrant") (i) issuable pursuant to the exercise of options and restricted stock units granted prior to the date hereof under the MSCI 2007 Equity Incentive Compensation Plan (the "Equity Plan") and the MSCI Independent Directors' Equity Compensation Plan (the "Directors Plan" and, together with the Equity Plan, the "Plans"), (ii) to be issued in the future under the Plans and (iii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended ("Securities Act"), any additional shares of Common Stock that become issuable under the Plans by reason of any stock dividend, stock split, or other similar transaction.
 - (2) Estimated pursuant to Rule 457(h) under the Securities Act, solely for the purpose of computing the registration fee of options granted and outstanding under the Equity Plan, based on the exercise price of \$18.00 as set forth in the table.
 - (3) Estimated pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, solely for the purpose of computing the registration fee, based on the average of the high and low prices reported for a share of Common Stock on the New York Stock Exchange on November 16, 2007. This includes shares of Common Stock to be issued upon settlement of restricted stock units granted and outstanding under the Plans.
 - (4) Rounded up to the nearest penny.
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PART I

The information specified in Item 1 and Item 2 of Part I of the Registration Statement is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act and the introductory note to Part I of the Registration Statement. The documents containing the information specified in Part I will be delivered to the participants in the Plans as required by Rule 428(b)(1).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

(a) The Registrant's Registration Statement on Form S-1 (Registration No. 333-144975), as originally filed by the Registrant pursuant to Rule 424(b) of the Securities Act on July 31, 2007, and subsequently amended.

(b) The description of the Company's capital stock which is contained in the Company's Registration Statement on Form 8-A (Registration No. 001-33812), filed on November 7, 2007, pursuant to Section 12(g) of the Exchange Act, including any amendments or supplements thereto.

In addition, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the Registration Statement and to be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein), modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent to the Registrant. The Delaware General Corporation Law provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. Section 6.07 of the Registrant's Amended and Restated By-laws provides for indemnification by the Registrant of its directors, officers and employees to the fullest extent permitted by the Delaware General Corporation Law.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its shareholders

for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions, or (iv) for any transaction from which the director derived an improper personal benefit. The Registrant's Amended and Restated Certificate of Incorporation provides for such limitation of liability.

The Registrant is covered under standard policies of insurance under which coverage is provided (a) to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act, and (b) to the Registrant with respect to payments which may be made by the Registrant to such officers and directors pursuant to the above indemnification provision or otherwise as a matter of law.

The underwriting agreement provides for indemnification of directors and certain officers of the Company by the underwriters against certain liabilities. Reference is made to the form of underwriting agreement filed as Exhibit 1.1 to the Company's Form S-1.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	
4.1	Form of Amended and Restated Certificate of Incorporation of MSCI Inc. (incorporated herein by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (No. 333-144975))
4.2	Form of Amended and Restated Bylaws of MSCI Inc. (incorporated herein by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1 (No. 333-144975))
5	Opinion of Davis Polk & Wardwell
23.1	Consent of Deloitte & Touche LLP, independent registered public accounting firm
23.2	Consent of Davis Polk & Wardwell (included in Exhibit 5)
24	Power of Attorney (included in the signature pages hereof)
99.1	MSCI 2007 Equity Incentive Compensation Plan (incorporated herein by reference to Exhibit 10.15 to the Registrant's Registration Statement on Form S-1 (No. 333-144975))
99.2	MSCI Independent Directors' Equity Compensation Plan (incorporated herein by reference to Exhibit 10.16 to the Registrant's Registration Statement on Form S-1 (No. 333-144975))

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) To include any material information with respect to the Plan not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant, MSCI Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 20th day of November, 2007.

MSCI Inc.

By: /s/ Michael K. Neborak

Name: Michael K. Neborak

Title: Chief Financial Officer

POWER OF ATTORNEY

Know all persons by these presents, that each person whose signature appears below, constitutes and appoints each of Henry A. Fernandez, Michael K. Neborak, Gary Retelny and Frederick W. Bogdan as his or her true and lawful attorney-in-fact and agent, upon the action of such appointee, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which each of said attorneys-in-fact and agents may deem necessary or advisable in order to enable MSCI Inc. to comply with the Securities Act of 1933, as amended (the "Securities Act"), and any requirements of the Securities and Exchange Commission (the "Commission") in respect thereof, in connection with the filing with the Commission of this Registration Statement under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto each of said attorneys-in-fact and agents full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed this 20th day of November, 2007 by the following persons in the following capacities.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Henry A. Fernandez</u> Henry A. Fernandez	Chairman, Chief Executive Officer, President and Director (principal executive officer)	November 20, 2007
<u>/s/ Michael K. Neborak</u> Michael K. Neborak	Chief Financial Officer (principal financial officer and principal accounting officer)	November 20, 2007
<u>/s/ Kenneth M. deRegt</u> Kenneth M. deRegt	Director	November 20, 2007
<u>/s/ James P. Gorman</u> James P. Gorman	Director	November 20, 2007
<u>/s/ Jerker M. Johansson</u> Jerker M. Johansson	Director	November 20, 2007
<u>/s/ Linda H. Riefler</u> Linda H. Riefler	Director	November 20, 2007
<u>/s/ David H. Sidwell</u> David H. Sidwell	Director	November 20, 2007

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[Davis Polk & Wardwell Letterhead]

November 20, 2007

MSCI Inc.
88 Pine Street
New York, NY 10005
(212) 804-3990

Ladies and Gentlemen:

We have acted as special counsel for MSCI Inc. (the "Company") in connection with the filing of a Registration Statement on Form S-8 under the Securities Act of 1933, as amended, relating to 13,000,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share, deliverable pursuant to the MSCI 2007 Equity Incentive Compensation Plan and the MSCI Independent Directors' Equity Compensation Plan (the "Plans").

We have examined such documents and such matters of fact and law as we have deemed necessary for the purposes of rendering the opinion expressed herein.

Upon the basis of the foregoing, we are of the opinion that the Shares deliverable pursuant to the Plans have been duly authorized and, when and to the extent issued pursuant to the terms of the Plans, will be validly issued, fully paid and nonassessable.

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Davis Polk and Wardwell

Davis Polk and Wardwell

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of MSCI Inc. (the "Registrant") on Form S-8 pertaining to the MSCI 2007 Equity Incentive Compensation Plan and the MSCI Independent Directors' Equity Incentive Compensation Plan of our report dated July 31, 2007 (October 10, 2007 as to the effects of the restatement discussed in Note 20 and October 24, 2007 as to the share reclassification described in Note 19), appearing in MSCI Inc.'s Registration Statement on Form S-1 (No. 333-144975) filed November 15, 2007, relating to the consolidated financial statements as of November 30, 2006 and 2005 and for each of the three years in the period ended November 30, 2006 of MSCI Inc. (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the restatement discussed in Note 20), and our report dated October 10, 2007 (October 24, 2007 as to the share reclassification described in Note 17) relating to the consolidated financial statements as of and for the six months ended May 31, 2007 of MSCI Inc. (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the restatement discussed in Note 18).

/s/ Deloitte & Touche LLP
New York, New York
November 20, 2007
