

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No. )

☒ Filed by the Registrant

☐ Filed by a party other than the Registrant

CHECK THE APPROPRIATE BOX:

- |                                     |   |
|-------------------------------------|---|
| <input type="checkbox"/>            | Preliminary Proxy Statement   |
| <input type="checkbox"/>            | Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/>            | Definitive Proxy Statement  |
| <input checked="" type="checkbox"/> | Definitive Additional Materials   |
| <input type="checkbox"/>            | Soliciting Material under §240.14a-12   |



**MSCI INC.**

(Name of Registrant as Specified In Its Charter)  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

PAYMENT OF FILING FEE (CHECK ALL BOXES THAT APPLY):

- |                                     |   |
|-------------------------------------|---|
| <input checked="" type="checkbox"/> | No fee required   |
| <input type="checkbox"/>            | Fee paid previously with preliminary materials  |
| <input type="checkbox"/>            | Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11 |

# Your **Vote** Counts!

**MSCI INC.**

2023 Annual Meeting

**Date:** April 25, 2023

**Time:** 2:30 P.M. Eastern Time

**Vote by:** April 24, 2023

11:59 P.M. Eastern Time

MSCI INC.  
C/O BROADRIDGE  
P.O. BOX 1342  
BRENTWOOD, NY 11717



D96571-P87405

## You invested in MSCI INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on April 25, 2023.**

## Get informed before you vote

View the Notice and Proxy Statement and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to April 11, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit **[www.ProxyVote.com](http://www.ProxyVote.com)**

Control #

### Smartphone users

Point your camera here and  
vote without entering a  
control number



### Vote Virtually at the Meeting\*

April 25, 2023  
2:30 P.M. Eastern Time

Virtually at:  
[www.virtualshareholdermeeting.com/MSCI2023](http://www.virtualshareholdermeeting.com/MSCI2023)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b>	
1a. Henry A. Fernandez	✓ For
1b. Robert G. Ashe	✓ For
1c. Wayne Edmunds	✓ For
1d. Catherine R. Kinney	✓ For
1e. Robin Matlock	✓ For
1f. Jacques P. Perold	✓ For
1g. C.D. Baer Pettit	✓ For
1h. Sandy C. Rattray	✓ For
1i. Linda H. Riefler	✓ For
1j. Marcus L. Smith	✓ For
1k. Rajat Taneja	✓ For
1l. Paula Volent	✓ For
2. To approve, by non-binding vote, our executive compensation, as described in these proxy materials.	✓ For
3. To recommend, by non-binding vote, the frequency of future advisory votes to approve executive compensation.	1 Year
4. To ratify the appointment of PricewaterhouseCoopers LLP as independent auditor.	✓ For

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".