

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Fernandez Henry A</u>  (Last) (First) (Middle) MSCI INC. 7 WORLD TRADE CENTER, 250 GREENWICH ST.  (Street) NEW YORK NY 10007  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MSCI Inc.</u> [ MSCI ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman and CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 02/07/2022	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/21/2021		G	V	4,275 <sup>(1)</sup>	D	\$0.00	1,683,665	D	
Common Stock	12/21/2021		G	V	4,275 <sup>(1)</sup>	A	\$0.00	7,900	I	By Son
Common Stock	12/21/2021		G	V	7,170 <sup>(2)</sup>	D	\$0.00	1,676,495	D	
Common Stock	12/21/2021		G	V	7,170 <sup>(2)</sup>	A	\$0.00	7,900	I	By Daughter
Common Stock	02/07/2022		A		80,187 <sup>(3)</sup>	A	\$0.00	1,253,573 <sup>(4)</sup>	D	
Common Stock	02/07/2022		F		42,460 <sup>(5)</sup>	D	\$550.45	1,211,113	D	
Common Stock								314,479	I	By Fernandez 2007 Children's Trust
Common Stock								503,109 <sup>(4)</sup>	I	By The Henry Fernandez 2022 MSCI Annuity Trust
Common Stock								7,900	I	By Son

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- Bona fide gift by the Reporting Person to his son.
- Bona fide gift by the Reporting Person to his daughter.
- Represents the number of shares of common stock issued following the vesting and conversion of performance stock units ("PSUs") granted to the reporting person on February 7, 2019, upon certification by the Compensation, Talent & Culture Committee on February 7, 2022 of the achievement of the performance metric for the performance period from February 6, 2019 to February 5, 2022.
- Reflects the exempt contribution pursuant to Rule 16a-13 by the Reporting Person of 503,109 shares previously directly held to The Henry Fernandez 2022 MSCI Annuity Trust, a grantor retained annuity trust (GRAT) established by the Reporting Person.
- Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 80,187 PSUs granted on February 7, 2019 (includes the performance adjustment as described above).

Remarks:

/s/ Cecilia Aza, attorney-in-  
fact

02/09/2022

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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