

**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): March 12, 2021

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 Street, 49th Floor, New York, New York 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 8.01 Other Events.**Redemption of 4.750% Senior Notes due 2026**

On March 12, 2021, MSCI Inc. (the “Company” or “Registrant”) gave notice (“Notice of Conditional Full Redemption”) of its intent to redeem all \$500.0 million aggregate principal amount of its 4.750% Senior Notes due 2026 (the “2026 Notes”).

The 2026 Notes are expected to be redeemed on April 12, 2021 (the “Redemption Date”). In accordance with the terms of the 2026 Notes and the Indenture, dated as of August 4, 2016, among the Company, each of the subsidiary guarantors party thereto and Wells Fargo Bank, National Association, as Trustee (the “Indenture”), the 2026 Notes will be redeemed at a redemption price equal to 100.0% of the principal amount of the 2026 Notes, plus the applicable premium as of, and accrued and unpaid interest to, but excluding, the Redemption Date. The applicable premium will be calculated in accordance with terms of the 2026 Notes and Indenture.

The Notice of Conditional Full Redemption is subject to the consummation, on or prior to the Redemption Date, of one or more debt financings providing gross proceeds to the Company in an aggregate amount of at least \$500.0 million.

This Form 8-K does not constitute a notice of redemption with respect to the 2026 Notes under the Indenture.

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: March 12, 2021

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