

MSCI Inc.  
Form 8-K  
May 03, 2012

**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): May 3, 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.)

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One Chase Manhattan Plaza, 44<sup>th</sup> Fl, New York, NY 10005

(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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

MSCI Inc. (the Company) held its annual meeting of stockholders on May 2, 2012 (the Annual Meeting), in New York, New York. The issued and outstanding shares of the Company's class A common stock, \$0.01 par value per share, entitled to vote at the Annual Meeting consisted of 121,461,418 shares, each share being entitled to one vote. The following is a summary of the voting results for each matter presented to the shareholders:

(a) Proposal 1 - Election of members of the Company's Board of Directors

| Director            | For         | Against    | Abstain   | Broker Non-Vote |
|---------------------|-------------|------------|-----------|-----------------|
| Benjamin F. duPont  | 111,038,101 | 842,377    | 681,403   | 2,123,451       |
| Henry A. Fernandez  | 109,799,618 | 743,837    | 2,018,426 | 2,123,451       |
| Alice W. Handy      | 111,988,924 | 6,809      | 566,148   | 2,123,451       |
| Catherine R. Kinney | 111,037,834 | 842,645    | 681,402   | 2,123,451       |
| Linda H. Riefler    | 72,124,440  | 34,915,633 | 5,521,808 | 2,123,451       |
| George W. Siguler   | 111,988,543 | 7,259      | 566,079   | 2,123,451       |
| Patrick Tierney     | 111,988,602 | 7,199      | 566,080   | 2,123,451       |
| Rodolphe M. Vallee  | 111,036,694 | 843,115    | 682,072   | 2,123,451       |

With respect to the foregoing Proposal 1, all of the directors were elected and each received the affirmative vote of a majority of the votes cast at the Annual Meeting.

(b) Proposal 2 Approval, by non-binding vote, of the Company's executive compensation.

| For         | Against    | Abstain   | Broker Non-Vote |
|-------------|------------|-----------|-----------------|
| 100,577,522 | 10,134,983 | 1,849,376 | 2,123,451       |

The foregoing proposal 2 was approved.

(c) Proposal 3 Ratification of Deloitte & Touche LLP as the Company's independent auditor for fiscal year 2012.

| For         | Against | Abstain |
|-------------|---------|---------|
| 113,944,742 | 156,931 | 583,659 |

The foregoing proposal 3 was ratified.

(d) Proposal 4 Approval of an amendment to the Company's Amended and Restated Certificate of Incorporation to (a) eliminate 250 million authorized shares of Class B Common Stock, none of which were currently outstanding, (b) increase the total number of authorized shares of the Company's Class A common stock by 250 million (such increase representing the aggregate number of Class B common stock being eliminated), (c) refer to the Class A common stock as common stock, and (d) make certain other conforming changes.

| For         | Against | Abstain |
|-------------|---------|---------|
| 113,990,645 | 121,920 | 572,767 |

The foregoing proposal 4 was approved.

**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: May 3, 2012

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