

MSCI Inc.  
Form 8-K  
December 18, 2013

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 12, 2013**

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**MSCI Inc.**  
**(Exact name of registrant as specified in its charter)**

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|---|---------------------|----------------------------|
| <b>Delaware</b>   | <b>001-33812</b>    | <b>13-4038723</b>          |
| <b>(State or other jurisdiction</b>   | <b>(Commission</b>  | <b>(IRS Employer</b>       |
| <b>of incorporation)</b>  | <b>File Number)</b> | <b>Identification No.)</b> |
| <b>7 World Trade Center, 250 Greenwich St, 49th Floor, New York, NY 10007</b> |                     |                            |
| <b>(Address of principal executive offices) (Zip Code)</b>                    |                     |                            |
| <b>(212) 804-3900</b>   |                     |                            |
| <b>(Registrant's telephone number, including area code)</b>                   |                     |                            |

**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))

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**Item 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On December 12, 2013, David C. Brierwood notified MSCI Inc. (the “Company”) of his decision to retire as Chief Operating Officer, effective as of February 14, 2014. Mr. Brierwood will continue in his position through such date and has indicated that he intends to assist the Company with a successful transition of his responsibilities. Mr. Brierwood informed the Company that he is leaving to pursue a broad array of personal interests.

**Item 9.01      Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Press Release of MSCI Inc. dated December 18, 2013 |

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**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.**

By: /s/ Henry Fernandez  
Name: Henry  
Fernandez  
Title: Chief Executive  
Officer

Date: December 18, 2013

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**INDEX TO EXHIBITS**

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