

MOODYS CORP /DE/
Form 4
October 16, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MOODYS CORP /DE/

(Last) (First) (Middle)

7 WORLD TRADE CENTER, 250 GREENWICH STREET

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Reis, Inc. [REIS]

3. Date of Earliest Transaction (Month/Day/Year)
10/13/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
____ 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)
Common Stock	10/13/2018		P	(A) Amount 11,570,797 (1) (2)	(D) Price \$ 23	14,128,253 (3)	D

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

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SEC 1474 (9-02)

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOODYS CORP /DE/ 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007		X		

Signatures

/s/ John J. Goggins, Executive Vice President and General Counsel on behalf of Moody's Corporation

10/16/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Pursuant to the terms of the Agreement and Plan of Merger, dated as of August 29, 2018, (the "Merger Agreement"), by and among Reis, Inc. ("Issuer"), Moody's Corporation ("Parent") and Moody's Analytics Maryland Corp. ("Merger Sub"), Merger Sub conducted a tender offer (the "Offer") for all of the issued and outstanding shares of common stock, par value \$0.02 per share (the "Shares") of the Issuer as a price of \$23.00 per Share, net to the holder in cash, without interest and less any applicable withholding taxes. The Offer period expired at 11:59 p.m., Eastern Time, on October 12, 2018 (the "Expiration Time"), at which time approximately 9,800,276 Shares were validly tendered and not validly withdrawn (excluding Shares with respect to which notices of guaranteed delivery were delivered). Immediately after the Expiration Time, such Shares were accepted for purchase and payment by Merger Sub in accordance with the terms of the Offer.

On October 15, 2018, Parent acquired the Issuer pursuant to the Merger Agreement. In accordance with the Merger Agreement, Merger Sub, a wholly-owned subsidiary of Parent, was merged with and into the Issuer (the "Merger"), with the Issuer surviving the Merger as a wholly owned subsidiary of Parent. Under the Merger Agreement, at the effective time of the Merger, each remaining outstanding Share not accepted in the Offer, other than Shares held by Parent, the Issuer or any of their respective subsidiaries, was cancelled and converted into the right to receive \$23.00 in cash.

(3) Prior to the Merger, a wholly-owned subsidiary of Issuer held 2,557,456 Shares.

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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