
**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): March 1, 2019

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 St., 49th Floor, New York, NY 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))

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

MSCI Inc. (“MSCI” or the “Company”) announced on March 6, 2019 that the Board of Directors of the Company (the “Board”) appointed Andrew C. Wiechmann, who has been serving as the Company’s Head of Strategy, Corporate Development and Investor Relations, to serve as Interim Chief Financial Officer and Treasurer and a member of the Company’s Executive Committee, effective as of March 5, 2019 (the “Transition Date”). Kathleen A. Winters, who previously served as the Company’s Chief Financial Officer and Treasurer, notified the Company of her decision to resign on March 1, 2019. Her last day with the Company will be March 15, 2019.

Mr. Wiechmann, age 39, joined MSCI in 2012 and has served as Head of Strategy and Corporate Development since July 2012 and Head of Investor Relations from December 2017 to March 2019. He also served as Head of Financial Planning and Analysis from July 2015 to December 2017. In these roles, Mr. Wiechmann has been responsible for overseeing all aspects of the Company’s capital structure, including share repurchases and financing transactions as well as dividend and leverage policies. Prior to joining MSCI, Mr. Wiechmann was an investment banker at Morgan Stanley where he executed M&A and capital markets transactions for financial technology and specialty finance companies. Mr. Wiechmann holds Bachelor of Arts degrees in physics and economics from Hamilton College.

Ms. Winters’s decision to resign was amicable and not a result of any disagreement or dispute with the Company or its management on matters relating to the Company’s strategy, operations, financial reporting, or other policies or practices. The selection of Mr. Wiechmann to serve as the Company’s Interim Chief Financial Officer and Treasurer was not made pursuant to any arrangement or understanding with respect to any other person. In addition, there are no family relationships between Mr. Wiechmann and any director or other executive officer of the Company and there are no related persons transactions (within the meaning of Item 404(a) of Regulation S-K) involving Mr. Wiechmann and the Company and/or its subsidiaries.

In connection with Mr. Wiechmann’s appointment, on March 5, 2019, the Compensation & Talent Management Committee of the Board approved the grant of a special one-time award of 2,671 restricted stock units (“Special RSU Award”) under the MSCI Inc. 2016 Omnibus Incentive Plan to Mr. Wiechmann, effective as of the Transition Date. The number of shares of the Company’s common stock, par value \$0.01 per share (each, a “Share”), underlying the Special RSU Award was calculated by dividing the aggregate grant date value of the award by the closing price of a Share on the trading day prior to the grant date and rounding down to the next whole RSU. The Special RSU Award will vest 100% on the third anniversary of the grant date, subject generally to Mr. Wiechmann’s continued employment with the Company through such date. Mr. Wiechmann was also added as a participant to the MSCI Inc. Change in Control Severance Plan (the “CIC Plan”), a copy of which was filed with the Securities and Exchange Commission as Exhibit 10.109 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

Other than the Special RSU Award and CIC Plan, there were no new compensatory arrangements or modifications to existing compensatory arrangements previously entered into with Mr. Wiechmann in connection with his appointment.

Item 7.01 Regulation FD Disclosure

The press release announcing the matters described in Item 5.02 above is attached to this Current Report on Form 8-K as Exhibit 99.1.

The information furnished under Item 7.01 of this Report, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
Exhibit 99.1	Press Release of the Registrant, dated March 6, 2019

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 6, 2019

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



MSCI Appoints Interim Chief Financial Officer

New York – March 6, 2019 – MSCI Inc. (NYSE: MSCI) (the “Company”), a leading provider of indexes and portfolio construction and risk management tools and services for global investors, announced today that Andrew C. Wiechmann, who has been serving as the Company’s Head of Strategy, Corporate Development and Investor Relations, has been appointed Interim Chief Financial Officer and Treasurer, effective March 5, 2019. In connection with this appointment, Mr. Wiechmann is also now a member of the Company’s Executive Committee. Kathleen A. Winters has resigned from her roles as Chief Financial Officer and Treasurer of MSCI to become the Chief Financial Officer of a large global company. Her last day at the Company will be March 15, 2019.

“I believe that Andy’s deep knowledge of MSCI’s business, strategy and financial operations; strong relationships with the Executive Committee and the Board and experience with the investment community make him best suited to lead our high-growth strategy while we conduct our search for a permanent CFO,” said Henry A. Fernandez, the Company’s Chairman and Chief Executive Officer.

“I am confident we have the right team and financial processes in place to continue to execute on our capital allocation strategy, pursue high growth initiatives and drive productivity and efficiency to deliver long-term value to our shareholders,” added Mr. Fernandez.

“We sincerely thank Kathleen for her significant contributions and helping us build on the strong foundations MSCI has established over the years by, among other things, improving financial performance management and talent development. We wish her the best in her next big endeavor,” concluded Mr. Fernandez.

In connection with Mr. Wiechmann’s appointment, Jay Penn, Executive Director, will serve as the Interim Head of Investor Relations and will be the primary point of contact for investors and analysts who cover MSCI.

Mr. Wiechmann joined MSCI in 2012. In addition to serving as Head of Strategy, Corporate Development and Investor Relations, he has previously served as Head of Financial Planning and Analysis. In these roles, Mr. Wiechmann has been responsible for overseeing all aspects of the Company’s capital structure, including share repurchases and financing transactions as well as dividend and leverage policies. Prior to joining MSCI, Mr. Wiechmann was an investment banker at Morgan Stanley where he executed M&A and capital markets transactions for financial technology and specialty finance companies.

About MSCI

For more than 45 years, MSCI’s research-based indexes and analytics have helped the world’s leading investors build and manage better portfolios. Clients rely on our offerings for deeper insights into the drivers of performance and risk in their portfolios, broad asset class coverage and innovative research.

Our line of products and services includes indexes, analytical models, data, real estate benchmarks and ESG research.

For more information, visit us at www.msci.com. MSCI#IR

MSCI Inc. Contact

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Media

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Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements relate to future events or to future financial performance and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these statements. In some cases, you can identify forward-looking statements by the use of words such as “may,” “could,” “expect,” “intend,” “plan,” “seek,” “anticipate,” “believe,” “estimate,” “predict,” “potential” or “continue,” or the negative of these terms or other comparable terminology. You should not place undue reliance on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that are, in some cases, beyond our control and that could materially affect our actual results, levels of activity, performance or achievements.

Other factors that could materially affect actual results, levels of activity, performance or achievements can be found in MSCI’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018 filed with the Securities and Exchange Commission (“SEC”) on February 22, 2019 and in quarterly reports on Form 10-Q and current reports on Form 8-K filed or furnished with the SEC. If any of these risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may vary significantly from what MSCI projected. Any forward-looking statement in this press release reflects MSCI’s current views with respect to future events and is subject to these and other risks, uncertainties and assumptions relating to MSCI’s operations, results of operations, growth strategy and liquidity. MSCI assumes no obligation to publicly update or revise these forward-looking statements for any reason, whether as a result of new information, future events, or otherwise, except as required by law.