

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

| 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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | |
|--|--|--|
| 1. Name and Address of Reporting Person* <u>Fernandez Henry A</u> (Last) (First) (Middle) MSCI INC. 7 WORLD TRADE CENTER, 250 GREENWICH ST. (Street) NEW YORK NY 10007 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>MSCI Inc. [MSCI]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman and CEO</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>02/05/2024</u> | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |
| Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | |

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|----------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 02/05/2024 | | A | | 84,022 ⁽¹⁾ | A | \$0 | 1,559,427 ⁽²⁾ | D | |
| Common Stock | 02/05/2024 | | F | | 46,465 ⁽³⁾ | D | \$583.39 | 1,512,962 | D | |
| Common Stock | 02/05/2024 | | A | | 7,298 ⁽⁴⁾ | A | \$0 | 1,520,260 | D | |
| Common Stock | 02/05/2024 | | F | | 4,036 ⁽⁵⁾ | D | \$583.39 | 1,516,224 | D | |
| Common Stock | | | | | | | | 314,479 | I | By Fernandez 2007 Children's Trust |
| Common Stock | | | | | | | | 251,543 ⁽²⁾ | I | By The Henry Fernandez 2022 MSCI Annuity Trust |
| Common Stock | | | | | | | | 7,900 | I | By Daughter |
| Common Stock | | | | | | | | 7,900 | I | By Son |
| Common Stock | | | | | | | | 7,900 | I | By Son |

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

| 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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- Represents the number of shares of common stock issued following the vesting and conversion of performance stock units ("PSUs") granted to the reporting person on February 7, 2019, upon certification by the Compensation, Talent and Culture Committee (the "Compensation Committee") on February 5, 2024 of the achievement of the performance metric for the performance period from February 6, 2019 to February 5, 2024.
- The balance shown reflects the transfer of 251,566 shares previously indirectly held by The Henry Fernandez 2022 MSCI Annuity Trust, a grantor retained annuity trust ("GRAT") established by the Reporting Person, to direct holdings by the Reporting Person following a scheduled annuity payment from the GRAT.
- Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 84,022 PSUs granted on February 7, 2019 (includes the performance adjustment as described above).
- Represents the number of shares of common stock issued following the vesting and conversion of PSUs granted to the reporting person on February 4, 2021, upon certification by the Compensation

Committee on February 5, 2024 of the achievement of the performance metric for the performance period from February 3, 2021 to February 2, 2024.

5. Represents shares reacquired by MSCI Inc. to satisfy tax withholding obligations in connection with the vesting and conversion to shares of 7,298 PSUs granted on February 4, 2021 (includes the performance adjustment as described above).

Remarks:

/s/ Cecilia Aza, attorney-in-
fact

02/07/2024

** Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.