

MSCI Inc.
Form 8-K
April 26, 2019

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): April 25, 2019

MSCI Inc.

(Exact name of registrant as specified in its charter)

Delaware 001-33812 13-4038723
(State or other jurisdiction) (Commission (IRS Employer

of incorporation) File Number) 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)

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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 5.07 Submission of Matters to a Vote of Security Holders.

MSCI Inc. (the “Company”) held its annual meeting of stockholders on April 25, 2019 (the “Annual Meeting”) as a virtual meeting. The issued and outstanding shares of the Company’s common stock, \$0.01 par value per share, entitled to vote at the Annual Meeting consisted of 84,665,447 shares, each share being entitled to one vote. The following is a summary of the voting results for each matter presented to the stockholders:

(a) Proposal 1 – Election of members of the Company’s Board of Directors.

| Director | For | Against | Abstain | Broker Non-Vote |
|---------------------|------------|-----------|---------|-----------------|
| Henry A. Fernandez | 71,436,637 | 2,168,769 | 225,657 | 3,448,420 |
| Robert G. Ashe | 73,070,276 | 596,497 | 164,290 | 3,448,420 |
| Benjamin F. duPont | 71,711,178 | 1,955,275 | 164,610 | 3,448,420 |
| Wayne Edmunds | 72,569,195 | 1,097,469 | 164,399 | 3,448,420 |
| Alice W. Handy | 72,482,877 | 1,183,913 | 164,273 | 3,448,420 |
| Catherine R. Kinney | 72,796,307 | 870,489 | 164,267 | 3,448,420 |
| Jacques P. Perold | 72,788,909 | 877,772 | 164,382 | 3,448,420 |
| Linda H. Riefler | 71,348,017 | 2,318,848 | 164,198 | 3,448,420 |
| George W. Siguler | 72,242,310 | 1,424,532 | 164,221 | 3,448,420 |
| Marcus L. Smith | 73,070,198 | 596,512 | 164,353 | 3,448,420 |

With respect to the foregoing Proposal 1, each director was elected and received the affirmative vote of a majority of the votes cast “for” or “against” him or her at the Annual Meeting.

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

| For | Against | Abstain | Broker Non-Vote |
|------------|-----------|---------|-----------------|
| 72,276,397 | 1,347,941 | 206,725 | 3,448,420 |

The foregoing Proposal 2 was approved.

(c) Proposal 3 – Ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent auditor for fiscal year 2019.

| For | Against | Abstain |
|------------|-----------|---------|
| 74,320,688 | 2,796,745 | 162,050 |

The foregoing Proposal 3 was ratified.

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: April 26, 2019 By: /s/ Henry A. Fernandez
Name: Henry A. Fernandez
Title: Chairman and Chief Executive Officer