

MSCI Inc.  
Form 8-K  
May 02, 2014

**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 30, 2014**

**MSCI Inc.**

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

**Delaware**  
**(State or other jurisdiction**

**001-33812**  
**(Commission**

**13-4038723**  
**(IRS Employer**

**of incorporation)**

**File Number)**

**Identification No.)**

**7 World Trade Center, 250 Greenwich St., 49<sup>th</sup> Floor, New York, NY 10007**

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**(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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

MSCI Inc. (the Company) held its annual meeting of stockholders on April 30, 2014 (the Annual Meeting), in New York, New York. 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 116,676,270 shares, each share being entitled to one vote. The following is a summary of the voting results for each matter presented to the shareholders:

## (a) Proposal 1 Election of members of the Company's Board of Directors

Director	For	Against	Abstain	Broker Non-Vote
Henry A. Fernandez	97,764,817	2,684,940	7,323,614	2,472,214
Robert G. Ashe	106,401,540	2,653	1,369,178	2,472,214
Benjamin F. duPont	98,614,203	7,789,846	1,369,322	2,472,214
Alice W. Handy	106,244,743	159,608	1,369,020	2,472,214
Catherine R. Kinney	106,243,215	161,136	1,369,020	2,472,214
Linda H. Riefler	99,040,982	7,363,167	1,369,222	2,472,214
George W. Siguler	106,402,645	1,506	1,369,220	2,472,214
Patrick Tierney	106,244,495	159,556	1,369,320	2,472,214
Rodolphe M. Vallee	106,280,913	122,938	1,369,520	2,472,214

With respect to the foregoing Proposal 1, all of the directors were elected and each received the affirmative vote of a majority of the votes cast at the Annual Meeting.

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

For	Against	Abstain	Broker Non-Vote
100,545,507	5,566,094	1,661,770	2,472,214

The foregoing proposal 2 was approved.

## (c) Proposal 3 Ratification of PricewaterhouseCoopers LLP as the Company's independent auditor for fiscal year 2014.

For	Against	Abstain
108,778,074	86,438	1,381,073

The foregoing proposal 3 was ratified.

**SIGNATURE**

Pursuant to the requirements of the Exchange Act, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MSCI Inc.**

Date: May 2, 2014

By: /s/ Henry A. Fernandez

Name: Henry A. Fernandez

Title: Chairman, Chief Executive Officer and President