

MSCI Inc.
Form 8-K
May 09, 2011

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): May 5, 2011

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.)

One Chase Manhattan Plaza, 44th Floor, New York, NY
10005

(Address of principal executive offices)

10005
(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)

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- “ 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))
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Item 5.07 Submission of Matters to a Vote of Security Holders.

At the annual meeting of shareholders of MSCI Inc. (the “Company”) on May 5, 2011 (the “Annual Meeting”), the shareholders of the Company considered and acted upon the following proposals, in each case consistent with the recommendations of the Company’s Board of Directors:

1. the election of the members of the Company’s Board of Directors;
2. the advisory vote on executive compensation;
3. advisory vote on the frequency of executive compensation votes in the future; and
4. ratification of the appointment of Deloitte & Touche LLP as the Company’s independent auditor.

The issued and outstanding shares of the Company’s class A common stock, \$0.01 par value per share, entitled to vote at the Annual Meeting consisted of 120,062,156 shares, each share being entitled to one vote. The following is a summary of the voting results for each matter presented to the shareholders:

1. Election of members of the Company’s Board of Directors

| Director | For | Against | Abstain | Broker Non-Vote |
|---------------------|-------------|-----------|-----------|--------------------|
| Benjamin F. duPont | 105,305,923 | 16,323 | 460,706 | 4,351,674 |
| Henry A. Fernandez | 104,379,724 | 958,896 | 444,332 | 4,351,674 |
| Alice W. Handy | 104,450,611 | 1,040,775 | 291,566 | 4,351,674 |
| Catherine R. Kinney | 104,271,042 | 1,050,091 | 461,819 | 4,351,674 |
| Linda H. Riefler | 102,368,032 | 990,721 | 2,424,199 | 4,351,674 |
| George W. Siguler | 104,451,386 | 1,040,789 | 290,777 | 4,351,674 |
| Scott M. Sipprelle | 105,479,921 | 12,653 | 290,378 | 4,351,674 |
| Patrick Tierney | 105,489,955 | 6,813 | 286,184 | 4,351,674 |
| Rodolphe M. Vallee | 104,275,971 | 1,044,541 | 462,440 | 4,351,674 |

2. Advisory vote on executive compensation

| For | Against | Abstain | Broker Non-Vote |
|------------|------------|---------|--------------------|
| 91,084,023 | 13,990,509 | 708,420 | 4,351,674 |

3. Advisory vote on the frequency of executive compensation votes in the future

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Vote |
|------------|---------|-----------|---------|--------------------|
| 96,042,067 | 308,992 | 8,933,034 | 498,859 | 4,351,674 |

After consideration of the stockholders’ recommendations, the Company has decided to hold an advisory vote on the compensation of the Company’s named executive officers every year until the next vote on frequency, which shall be no later than the Company’s annual shareholder meeting in 2017.

4. Ratification of the appointment of Deloitte & Touche LLP as the Company’s independent auditor

| For | Against | Abstain |
|-------------|---------|---------|
| 109,800,929 | 8,728 | 324,969 |

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 9, 2011

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