MSCI Inc.
Form 424B3
May 19, 2009
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Registration Statement File No. 333-159311

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	**Amount to be Registered(1)**	**Maximum Aggregate Offering Price per Share(1)**	**Maximum Aggregate Offering Price(1)**	**Amount of Registration Fee(1)**
Common Stock, par value $0.01 per share				

(1) Pursuant to Rule 457(q), no filing fee is required for the registration of an indeterminate amount of securities to be offered solely for market-making purposes by an affiliate of the Registrant.

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PROSPECTUS SUPPLEMENT

(To Prospectus dated May 18, 2009)

MSCI INC.

CLASS A COMMON STOCK

This prospectus may be used by Morgan Stanley & Co. Incorporated in connection with offers and sales in agency transactions. Such sales may be made at prevailing market prices at the time of sale, at prices related thereto or at negotiated prices.

MSCI will not receive any of the proceeds from the sale of the common stock pursuant to this prospectus.

MSCI Inc. s class A common stock is listed on the New York Stock Exchange under the symbol MXB.

Investing in the class A common stock involves risks. See Risk Factors on page S-5

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

MORGAN STANLEY

May 19, 2009

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This prospectus supplement updates information in the prospectus dated May 18, 2009. You should read this prospectus supplement in conjunction with the prospectus. This prospectus supplement is not complete without, and may not be delivered or used except in conjunction with, the prospectus, including any amendments or supplements to it. This prospectus supplement is qualified by reference to the prospectus, except to the extent that the information provided by this prospectus supplement supersedes information contained in the prospectus.

This prospectus supplement incorporates by reference important information. You should read the information incorporated by reference before deciding to invest in shares of our class A common stock and you may obtain this information incorporated by reference without charge by following the instructions under Where You Can Find More Information appearing below. All references in this prospectus supplement to MSCI, the company, we, us and our refer to MSCI Inc.

You should rely only on the information contained or incorporated by reference in this prospectus supplement. We and the selling stockholder have not authorized anyone to provide you with information different from that contained or incorporated by reference in this prospectus supplement. The selling stockholder is offering to sell, and seeking offers to buy, shares of class A common stock only in jurisdictions where offers and sales are permitted. The information contained or incorporated by reference in this prospectus supplement is accurate only as of its date. Our business, financial condition, results of operations and prospects may have changed since that date.

We own or have rights to use trademarks, trade names and service marks that we use in conjunction with the operation of our business, including, but not limited to: @CREDIT, @ENERGY, @INTEREST, ACWI, Aegis, Alphabuilder, Barra, Barra One, BarraOne, Cosmos, EAFE, FEA, GICS, IndexMap, Market Impact Model, MSCI, ProStorage, StructureTool, TotalRisk, VaRdelta and VaRworks. All other trademarks, trade names and service marks included in this prospectus supplement are the property of their respective owners.

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NOTICE TO INVESTORS

This document is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the Order) or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as relevant persons). The shares of class A common stock are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such shares of class A common stock will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

In any EEA Member State that has implemented Directive 2003/71/EC (together with any applicable implementing measures in any Member State, the Prospectus Directive), this communication is only addressed to and is only directed at qualified investors in that Member State within the meaning of the Prospectus Directive.

This prospectus supplement has been prepared on the basis that any offer of shares of class A common stock in any Member State of the European Economic Area (EEA) which has implemented the Prospectus Directive (2003/71/EC) (each, a Relevant Member State) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of shares of class A common stock. Accordingly any person making or intending to make any offer within the EEA of shares of class A common stock which are the subject of the placement contemplated in this prospectus supplement may only do so in circumstances in which no obligation arises for MSCI Inc. or any of the underwriters to publish a prospectus pursuant to Article 3 of the Prospectus Directive in relation to such offer. Neither MSCI Inc. nor the underwriters have authorized, nor do they authorize, the making of any offer (other than permitted public offers) of shares of class A common stock in circumstances in which an obligation arises for MSCI Inc. or the underwriters to publish a prospectus for such offer.

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SUMMARY

This summary highlights information contained or incorporated by reference in this prospectus supplement. This summary does not contain all of the information that you should consider before deciding to invest in our class A common stock. You should read this entire prospectus supplement carefully, including the information incorporated by reference in this prospectus supplement. See Risk Factors in our Annual Report on Form 10-K for the fiscal year ended November 30, 2008, incorporated by reference herein.

MSCI

The Company

We are a leading global provider of investment decision support tools, including indices and portfolio risk and performance analytics for use by institutions in managing equity, fixed income and multi-asset class portfolios. Our flagship products are our international equity indices marketed under the MSCI brand and our equity portfolio analytics marketed under the Barra brand. Our products are used in many areas of the investment process, including portfolio construction and optimization, performance benchmarking and attribution, risk management and analysis, index-linked investment product creation, asset allocation, investment manager selection and investment research.

Our clients include asset owners such as pension funds, endowments, foundations, central banks and insurance companies; institutional and retail asset managers, such as managers of pension assets, mutual funds, exchange traded funds (ETFs), hedge funds and private wealth; and financial intermediaries such as broker-dealers, exchanges, custodians and investment consultants. As of February 28, 2009, we had approximately 3,100 clients across 61 countries. We had 21 offices in 15 countries to help serve our diverse client base, with approximately 51% of our revenue from clients in the Americas, 32% in Europe, the Middle East and Africa (EMEA), 10% in Japan and 7% in Asia-Pacific (not including Japan), based on revenues for the three months ended February 28, 2009.

Our principal sales model is to license annual, recurring subscriptions to our products for use at specified locations by a given number of users for an annual fee paid up front. The substantial majority of our revenues comes from these annual, recurring subscriptions. Over time, as their needs evolve, our clients often add product modules, users and locations to their subscriptions, which results in an increase in our revenues per client. Additionally, a significant source of our revenues comes from clients who use our indices as the basis for index-linked investment products such as ETFs. These clients commonly pay us a license fee based on the investment product s assets. We also generate a limited amount of our revenues from certain exchanges that use our indices as the basis for futures and options contracts and pay us a license fee based on their volume of trades.

Share Conversion

We have two classes of common stock outstanding. As of the date of this prospectus supplement, Morgan Stanley owns 27,708,653.79 shares of our class B common stock, which represents approximately 65.7% of the combined voting power of all classes of voting stock. As of April 30, 2009, we had 72,391,427 shares of class A common stock outstanding, representing approximately 34.3% of the combined voting power of all classes of voting stock. Our class A common stock generally has fewer votes per share than our class B common stock. See Description of MSCI Capital Stock Common Stock Voting Rights in the accompanying prospectus.

On May 18, 2009, Morgan Stanley announced that it is commencing a secondary offering of all of its remaining MSCI Inc. shares (the offering). The offering will consist of 27,708,653 shares of MSCI Inc. class A common stock, par value $0.01 per share. Morgan Stanley is selling class A common stock in the offering because its class B common stock will automatically convert into shares of our class A common stock when sold pursuant to this offering. See Description of MSCI Capital Stock Common Stock Conversion in the accompanying prospectus. Upon completion of the offering, Morgan Stanley will cease to own any shares of our class B common stock. Accordingly, upon completion of the offering we will have only one class of outstanding capital stock: class A common stock.

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RELATIONSHIP WITH MORGAN STANLEY

Following the completion of the offering, Morgan Stanley will no longer own any shares of our common stock and therefore will cease to own a majority of the total voting power of our common stock. This change in Morgan Stanley s ownership interest will affect certain of the rights, obligations and provisions contained in our agreements with Morgan Stanley and organizational documents, each as further described below.

Agreements with Morgan Stanley

Services Agreement

Our amended and restated services agreement with Morgan Stanley pursuant to which Morgan Stanley agreed to provide, directly or indirectly through its subsidiaries or subcontractors, services in the areas of human resources, information technology, accounting, legal and compliance, tax, office space leasing, corporate services, treasury and other services will terminate within six months of the completion of this offering. Since our initial public offering we have invested in expanding our own administrative functions and have replaced substantially all of these services ourselves or through third parties.

License Agreement

Our amended trademark license agreement with Morgan Stanley, which grants us an exclusive royalty-free license to use the Morgan Stanley trademark Morgan Stanley Capital International, will terminate upon completion of the offering. We have already transitioned our marketing to the MSCI trademark and no longer use the Morgan Stanley Capital International trademark. We own the MSCI trademark and plan to continue to use it after the offering.

Separation Agreement

In connection with the offering, we will enter into a separation agreement with Morgan Stanley pursuant to which we will agree to settle all intercompany amounts owed between us and Morgan Stanley within 90 days of the closing of the offering. Additionally, while we have obtained our own insurance policies and are now excluded from Morgan Stanley s insurance policies, the separation agreement will also govern certain insurance matters between us and Morgan Stanley. We do not expect this agreement to materially increase our expenses.

Employee Matters Agreement

We intend to enter into an Employee Matters Agreement with Morgan Stanley, which will govern certain employee related matters associated with our separation from Morgan Stanley. We do not expect this to have a material impact on our results of operations.

Shareholders Agreement

Our amended and restated shareholder agreement with Morgan Stanley will terminate upon completion of the offering (except for certain indemnification provisions), including (i) Morgan Stanley s right to purchase additional shares of class B common stock and appoint additional directors to our board of directors and (ii) certain restrictions on our actions, including restrictions on our ability to repurchase or redeem shares of our outstanding capital stock.

Tax Sharing Agreement

Prior to May 2, 2008, we filed federal income tax returns and certain other income tax returns with Morgan Stanley on a consolidated, combined or unitary basis under the provisions of our tax sharing agreement with Morgan Stanley. After May 2, 2008, we continued to file only certain state and local income tax returns with Morgan Stanley on such basis. As a result of the offering, we will no longer file any federal, state or foreign tax returns with Morgan Stanley on a consolidated, combined or unitary basis. We do not expect a material difference in our tax expense as a result of filing all of our tax returns on a separate stand-alone basis.

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Organizational Documents

Morgan Stanley s ceasing to own at least 50% of the aggregate voting power of our outstanding voting stock following the completion of the offering will change certain of the corporate governance provisions set forth in our organizational documents.

Section 203 of the DGCL: We will be governed by the business combination provisions of Section 203 of the Delaware General Corporation Law, which prohibits a person who acquires more than 15% but less than 85% of all classes of our outstanding voting stock without the approval of our board of directors from merging or combining with us for a period of three years, unless the merger or combination is approved by a two-thirds vote of the shares not owned by such person.

Limits on written consents: Any action required or permitted to be taken by our shareholders must be effected at a duly called annual or special meeting of shareholders and may not be effected by any consent in writing in lieu of a meeting of such shareholders, subject to the rights of the holders of any series of preferred stock.

Board Composition

Three members of our seven person board of directors, including our lead director, are employees of Morgan Stanley. We expect that one of the Morgan Stanley directors, Kenneth deRegt, will resign from our board of directors upon completion of this offering. The other two Morgan Stanley directors will remain on the board for a transition period after the completion of this offering. We expect to fill any vacancies on the board with individuals that meet the independence requirements of the NYSE.

In addition, upon completion of this offering we will no longer qualify as a controlled company for purposes of the exemptions from the NYSE corporate governance standards. As a result, we will be required to have at least one independent director on our nominating and compensation committees upon completion of this offering, a majority of independent directors on those committees within 90 days after the completion of this offering, and fully independent nominating and compensation committees and a majority independent board within one year of the completion of this offering. In order to be in compliance with these requirements upon completion of this offering, Rodolphe M. Vallee was appointed to our nominating and corporate governance committee. In addition, Benjamin F. duPont was appointed to our compensation committee on May 17, 2009. As a result, one member of our nominating and corporate governance committee and two of the four members of our compensation committee are independent. We intend to appoint additional directors meeting the NYSE independence requirements within the time periods required by the NYSE corporate governance standards.

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THE OFFERING

Class A common stock offered by the selling stockholder	27,708,653 shares
Common stock outstanding before this offering:	
Class A common stock	72,391,427 shares
Class B common stock	27,708,653.79 shares
Total	100,100,080.79 shares
Common stock outstanding immediately after this offering:	
Class A common stock	100,100,080 shares
Class B common stock	0 shares
Total	100,100,080 shares
Use of proceeds	The selling stockholder will receive all net proceeds from the sale of the shares of our class A common stock in the offering. MSCI will not receive any of the proceeds from the sale of shares of our class A common stock by the selling stockholder.
Dividend policy	We do not intend to pay dividends on our class A common stock (the common stock). See Dividend Policy.
Controlling shareholder	Currently, Morgan Stanley owns 100% of the outstanding shares of our class B common stock. Upon completion of the offering, Morgan Stanley will cease to own any shares of our common stock. For information regarding the relationship between Morgan Stanley and us, see Summary Relationship with Morgan Stanley.
Risk factors	You should read the Risk Factors section of this prospectus supplement for a discussion of factors that you should consider carefully before deciding to invest in shares of our class A common stock.
New York Stock Exchange symbol	MXB

Unless we indicate otherwise, all information in this prospectus supplement excludes 12,857,709 shares of class A common stock reserved for issuance pursuant to our equity incentive compensation plan and our independent directors equity compensation plan.

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RISK FACTORS

Investing in our class A common stock involves a high degree of risk. You should carefully consider all the information set forth in this prospectus supplement, the accompanying prospectus and incorporated by reference herein before deciding to invest in shares of our class A common stock. In particular, we urge you to consider carefully the factors set forth under the headings Risk Factors and Forward-Looking Statements in our Annual Report on Form 10-K for the fiscal year ended November 30, 2008, incorporated by reference herein.

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USE OF PROCEEDS

This prospectus is to be used by Morgan Stanley & Co. Incorporated in connection with agency transactions involving shares of our class A common stock. We will not receive any of the proceeds from such transactions.

DIVIDEND POLICY

We do not intend to pay any dividends in the foreseeable future and intend to retain all available funds for use in the operation and expansion of our business, including growth through acquisitions. In addition, our Credit Facility contains restrictions on the payment of dividends. See Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources in our Annual Report on Form 10-K for the fiscal year ended November 30, 2008 and in our Quarterly Report on Form 10-Q for the quarter ended February 28, 2009, each incorporated by reference herein.

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PRICE RANGE OF CLASS A COMMON STOCK

Our class A common stock has traded on the New York Stock Exchange under the symbol MXB since November 15, 2007. The following table sets forth the high and low intraday sales prices per share of our common stock, as reported by the New York Stock Exchange, for the periods indicated.

	Price Range	
	High	**Low**
2007		
Quarter ended November 30, 2007(1)	$ 29.49	$ 22.06
2008		
Quarter ended February 29, 2008	38.40	24.74
Quarter ended May 31, 2008	37.75	23.29
Quarter ended August 31, 2008	38.05	28.05
Quarter ended November 30, 2008	30.01	11.06
2009		
Quarter ended February 28, 2009	18.81	14.20
Quarter ending May 31, 2009 (through May 18, 2009)	24.08	12.61

(1) Our class A common stock began trading on November 15, 2007.

The closing sale price of our class A common stock, as reported by the New York Stock Exchange, on May 18, 2009 was $23.48. As of March 31, 2009, there were approximately 28 holders of record of our class A common stock.

Our class B common stock is neither listed nor publicly traded. As of March 31, 2009, there was one holder of record of our class B common stock. Upon completion of this offering there will be no outstanding shares of class B common stock.

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CAPITALIZATION

The following table sets forth our cash and cash equivalents and capitalization as of February 28, 2009:

This table should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and the financial statements and notes thereto set forth in our Annual Report on Form 10-K for the fiscal year ended November 30, 2008 and our Quarterly Report on Form 10-Q for the quarter ended February 28, 2009, each incorporated by reference.

	As of February 28, 2009 (in thousands, except share and per share amounts)	
Cash and cash equivalents	$	276,881
Total debt	$	396,274
Shareholders equity:		
Class A common stock, $0.01 par value per share, 500 million shares authorized, 72,394,375 shares issued and 72,364,734 shares outstanding; class B common stock, $0.01 par value, 250 million shares authorized, 27,708,653.79 shares issued and outstanding(1)		1,001
Treasury stock, 29,641 shares		(791)
Additional paid-in capital		302,292
Accumulated other comprehensive income		(8,260)
Retained earnings		18,936
Total shareholders equity		313,178
Total capitalization	$	709,452

(1) As of April 30, 2009 there were 72,391,427 shares of our class A common stock outstanding. Upon completion of this offering there will be 100,100,080 shares of our class A common stock issued and outstanding; and zero shares of our class B common stock issued and outstanding.

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PRINCIPAL STOCKHOLDER

As of the date of this prospectus supplement, Morgan Stanley owns 27,708,653.79 shares, or 100% of our outstanding class B common stock, of which 27,708,653 shares are being offered for sale and sold by Morgan Stanley in the offering and which will automatically convert into class A common stock when sold pursuant to this prospectus supplement. Upon completion of the offering, Morgan Stanley will cease to own any shares of our common stock.

From time to time, affiliates of Morgan Stanley have provided, and continue to provide, investment banking and other services to MSCI. See Relationship with Morgan Stanley herein and Business Arrangements Between Morgan Stanley and Us in our Annual Report on Form 10-K for the fiscal year ended November 30, 2008, incorporated by reference herein.

The principal executive offices of Morgan Stanley are located at 1585 Broadway, New York, New York, 10036.

The following table sets forth information regarding the ownership of class B common stock and class A common stock of the selling stockholder and the shares of our class A common stock being offered for sale in the offering by the selling stockholder. The number of shares outstanding and the percentages of beneficial ownership are based on 27,708,653.79 shares of class B common stock and 72,391,427 shares of class A common stock issued and outstanding as of April 30, 2009.

Name of Beneficial Owner	Common Stock Owned Before the Offering				Number of Shares of Class A Common Stock That May Be Offered in the Offering	Common Stock To Be Owned After the Offering			
	Class A Common Stock		Class B Common Stock			Class A Common Stock		Class B Common Stock	
	Number	Percent	Number	Percent		Number	Percent	Number	Percent
Morgan Stanley			27,708,653.79	100%(1)	27,708,653(2)				

(1) Represents approximately 65.7% of the combined voting power of all classes of common stock.
(2) The remaining .79 shares of class A common stock held by Morgan Stanley will be purchased for cash and cancelled by MSCI Inc.

MATERIAL U.S. FEDERAL TAX CONSIDERATIONS FOR NON-U.S. HOLDERS OF COMMON STOCK

The following discussion is a summary of the material U.S. federal income and estate tax considerations that may be relevant to you if you become a beneficial owner of our class A common stock and you are not a citizen or resident of the United States, a U.S. domestic corporation, or a person that would otherwise be subject to U.S. federal income tax on a net income basis in respect of such common stock. The summary deals only with shares of class A common stock that will be held as capital assets and does not purport to deal with all possible tax consequences of purchasing, owning, and disposing of our class A common stock. In particular, the summary does not address the tax consequences that may be applicable to persons in special tax situations, including persons that will hold shares of our common stock in connection with a U.S. trade or business or a U.S. permanent establishment or persons who hold more than 5% of our common stock. You should consult your own tax advisers about the tax consequences of the purchase, ownership, and disposition of our class A common stock in light of your own particular circumstances, including the tax consequences under state, local, foreign, and other tax laws and the possible effects of any changes in applicable tax laws.

Dividends

Any dividends that you receive with respect to our class A common stock will be subject to U.S. federal withholding tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. In order to claim the benefits of an income tax treaty, you will generally be required to provide a certification of your entitlement to treaty benefits on IRS Form W 8BEN.

Sale, Exchange, or Other Disposition

Any gain that you realize upon a sale, exchange, or other disposition of our class A common stock will generally not be subject to U.S. federal income tax unless you are an individual who is present in the United States for 183 days or more in the taxable year of the disposition and certain other conditions are met.

Proposed Legislation

The Obama Administration has recently proposed legislation that would limit the ability of non-U.S. investors to claim relief from U.S. withholding tax in respect of dividends paid on stock issued by U.S. corporations, if such investors hold the stock through a non-U.S. intermediary that is not a qualified intermediary. The Administration s proposals also would impose a withholding tax on the gross proceeds of the sale of securities effected through a non-U.S. intermediary that is not a qualified intermediary and that is not located in a jurisdiction with which the United States has a comprehensive income tax treaty having a satisfactory exchange of information provision. A non-U.S. investor generally would be permitted to claim a refund to the extent any tax withheld exceeded the investor s actual tax liability. The full details of these proposals have not yet been made public, although the Administration s summary of the proposals indicates that they are not intended to disrupt ordinary and customary market transactions. It is unclear whether, or in what form, these proposals may be enacted. You are encouraged to consult your own tax advisers regarding the possible implications of the Administration s proposals on your income in respect of the class A common stock.

Estate Tax

If you are an individual, shares of our class A common stock that you own or are treated as owning at the time of your death will be included in your gross estate for U.S. federal estate tax purposes and may be subject to U.S. federal estate tax unless an applicable estate tax treaty otherwise provides.

Backup Withholding

In general, you will not be subject to any U.S. federal backup withholding tax on dividends that you receive with respect to our class A common stock if you provide a certification of your status as a non-U.S. person on

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IRS Form W-8BEN or otherwise establish an exemption. In addition, no backup withholding will generally be required with respect to the proceeds of a sale of our class A common stock that you make within the United States or through certain U.S. and U.S.-related financial intermediaries if the payor receives such a certification or you otherwise establish an exemption. If you do not provide a certification of your status as a non-U.S. person on IRS Form W-8BEN or otherwise establish an exemption, U.S. federal backup withholding tax will apply to such dividends and sales proceeds. The amount of any backup withholding from a payment to you will be allowed as a credit against your U.S. federal income tax liability and may entitle you to a refund, provided that the required information is timely furnished to the IRS.

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PLAN OF DISTRIBUTION

This prospectus is to be used by Morgan Stanley & Co. Incorporated in connection with agency transactions involving shares of MSCI common stock to be effected from time to time. Morgan Stanley & Co. Incorporated may act as agent for one or both counterparties and may receive compensation in the form of commissions, including from both counterparties when it acts as agent for both. Such sales will be made at prevailing market prices at the time of sale, at prices related thereto or at negotiated prices.

MSCI and Morgan Stanley have entered into a shareholder agreement with respect to the use by Morgan Stanley & Co. Incorporated of this prospectus. Under such agreement, Morgan Stanley has agreed to bear all registration expenses incurred under such agreement, and MSCI has agreed to indemnify Morgan Stanley and its affiliates against certain liabilities, including liabilities under the Securities Act.

VALIDITY OF COMMON STOCK

The validity of the issuance of the shares of common stock offered hereby will be passed upon for us by Davis Polk & Wardwell, New York, New York and by Cleary Gottlieb Steen & Hamilton LLP, for the underwriters.

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EXPERTS

The consolidated financial statements incorporated in this prospectus supplement by reference from the Company s Annual Report on Form 10-K, and the effectiveness of MSCI Inc. s internal control over financial reporting have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports (which report on the consolidated financial statements expresses an unqualified opinion and includes an explanatory paragraph on the adoption of Statement of Financial Accounting Standards, No. 158, Employers Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106, and 132(R)), which are incorporated herein by reference. Such consolidated financial statements have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

With respect to the unaudited interim financial information for the periods ended February 28, 2009 and February 29, 2008 which is incorporated herein by reference, Deloitte & Touche LLP, an independent registered public accounting firm, have applied limited procedures in accordance with the standards of the Public Company Accounting Oversight Board (United States) for a review of such information. However, as stated in their report included in the Company s Quarterly Reports on Form 10-Q for the quarter ended February 28, 2009 and incorporated by reference herein, they did not audit and they do not express an opinion on that interim financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. Deloitte & Touche LLP are not subject to the liability provisions of Section 11 of the Securities Act of 1933 for their report on the unaudited interim financial information because the report is not a report or a part of the Registration Statement prepared or certified by an accountant within the meaning of Sections 7 and 11 of the Act.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any document that we file at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet website that contains reports, proxy statements and other information about issuers, like us, that file electronically with the SEC. The address of that site is www.sec.gov.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus supplement. The information incorporated by reference is considered to be a part of this document, except for any information superseded by information that is included directly in this document or incorporated by reference subsequent to the date of this document.

This prospectus supplement incorporates by reference the documents listed below and any future filings that MSCI makes with the Securities and Exchange Commission under Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (other than information in the documents or filings that is deemed to have been furnished and not filed), until all the securities offered under this prospectus supplement are sold.

(a) Annual Report on Form 10-K for the fiscal year ended November 30, 2008, as filed with the SEC on January 29, 2009;

(b) Quarterly Report on Form 10-Q for the fiscal quarter ended February 28, 2009, as filed with the SEC on April 3, 2009;

(c) Current Report on Form 8-K filed on January 6, 2009; and

(d) Proxy Statement on Schedule 14A (those portions incorporated by reference into our Form 10-K only), as filed with the SEC on February 20, 2009.

These filings and other documents may be inspected at our Internet site at www.mscibarra.com. You may request a copy of these filings at no cost, by writing or telephoning the office of Investor Relations, MSCI Inc., 88 Pine Street, New York, New York 10005, (212) 804-1583.

We make our website content available for information purposes only. It should not be relied upon for investment purposes, nor is it incorporated by reference in this prospectus supplement.

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PROSPECTUS

MSCI INC.

Class A Common Stock, Debt Securities, Warrants, Purchase Contracts and Units

We may offer from time to time class A common stock, debt securities, warrants, purchase contracts or units. In addition, certain selling securityholders to be identified in a prospectus supplement may offer and sell these securities from time to time, in amounts, at prices and on terms that will be determined at the time the securities are offered. We may offer the securities separately or together, in separate series or classes and in amounts, at prices and on terms described in one or more offerings.

Our class A common stock is listed on the New York Stock Exchange under the trading symbol MXB.

We will provide the specific terms of the securities in supplements to this prospectus.

We urge you to carefully read this prospectus and the accompanying prospectus supplement, together with the documents we incorporate by reference, which will describe the specific terms of these securities, before you make your investment decision.

Investing in these securities involves certain risks. See Risk Factors in our most recent annual report on Form 10-K, which is incorporated by reference herein, as well as in any other recently filed quarterly or current reports and, if any, in the relevant prospectus supplement.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities, or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is May 18, 2009

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You should rely only on the information contained in or incorporated by reference in this prospectus or any related prospectus supplement or free writing prospectus. We have not authorized anyone to provide you with different information. We are not making an offer of these securities in any state where the offer is not permitted. You should not assume that the information contained in or incorporated by reference in this prospectus is accurate as of any date other than the date on the front of this prospectus. The terms MSCI, the Company, we, us and our refer MSCI Inc. and its subsidiaries.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission, or the SEC, utilizing a shelf registration process. Under this shelf process, we may sell any combination of the securities described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities we may offer. Each time we sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. You should carefully read both this prospectus and any applicable prospectus supplement together with additional information described under the heading Where You Can Find More Information before deciding to invest in any of the securities being offered.

We have filed or incorporated by reference exhibits to the registration statement of which this prospectus forms a part. You should read the exhibits carefully for provisions that may be important to you.

MSCI INC.

We are a leading global provider of investment decision support tools, including indices and portfolio risk and performance analytics for use by institutions in managing equity, fixed income and multi-asset class portfolios. Our flagship products are our international equity indices marketed under the MSCI brand and our equity portfolio analytics marketed under the Barra brand. Our products are used in many areas of the investment process, including portfolio construction and optimization, performance benchmarking and attribution, risk management and analysis, index-linked investment product creation, asset allocation, investment manager selection and investment research.

Our clients include asset owners such as pension funds, endowments, foundations, central banks and insurance companies; institutional and retail asset managers, such as managers of pension assets, mutual funds, exchange traded funds (ETFs), hedge funds and private wealth; and financial intermediaries such as broker-dealers, exchanges, custodians and investment consultants. As of February 28, 2009, we had approximately 3,100 clients across 61 countries. We had 21 offices in 15 countries to help serve our diverse client base, with approximately 51% of our revenue from clients in the Americas, 32% in Europe, the Middle East and Africa (EMEA), 10% in Japan and 7% in Asia-Pacific (not including Japan), based on revenues for the three months ended February 28, 2009.

Our principal sales model is to license annual, recurring subscriptions to our products for use at specified locations by a given number of users for an annual fee paid up front. The substantial majority of our revenues comes from these annual, recurring subscriptions. Over time, as their needs evolve, our clients often add product modules, users and locations to their subscriptions, which results in an increase in our revenues per client. Additionally, a significant source of our revenues comes from clients who use our indices as the basis for index-linked investment products such as ETFs. These clients commonly pay us a license fee based on the investment product s assets. We also generate a limited amount of our revenues from certain exchanges that use our indices as the basis for futures and options contracts and pay us a license fee based on their volume of trades.

Our principal executive offices are located at Wall Street Plaza, 88 Pine Street, New York, New York 10005 and our telephone number is (212) 804-3900. Our website address is www.mscibarra.com. Our website and the information contained therein or connected thereto shall not be deemed to be incorporated into this prospectus or the registration statement of which they form a part.

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USE OF PROCEEDS

Unless otherwise indicated in a prospectus supplement, the net proceeds from the sale of the securities will be used for general corporate purposes, including working capital, acquisitions, retirement of debt and other business opportunities. In the case of a sale by a selling securityholder, we will not receive any of the proceeds from such sale.

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges for the periods indicated.

Period ended	Three Months Ended February 28, 2009	For the Year Ended November 30, 2008	2007	2006	2005	2004
Ratio of earnings to fixed charges	5.68	5.07	14.90	283.58	44.40	50.07

The ratios of earnings to fixed charges were calculated by dividing earnings by fixed charges. Earnings were calculated by adding (1) income from continuing operations before income taxes and (2) interest expense (including amortization of any debt fees and any debt discount). Fixed charges were calculated by adding interest expense and the amortization of any debt fees and any debt discount.

DESCRIPTION OF SECURITIES

This prospectus contains a summary of the securities that MSCI may sell. These summaries are not meant to be a complete description of each security. However, this prospectus and the accompanying prospectus supplement contain the material terms of the securities being offered.

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DESCRIPTION OF MSCI CAPITAL STOCK

The followi