

RiskMetrics Group Inc
Form 425
May 27, 2010

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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 27, 2010

MSCI Inc.
(Exact Name of Registrant
as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-33812
(Commission File Number)

13-4038723
(IRS Employer Identification No.)

88 Pine Street, New York, NY
(Address of Principal Executive
Offices)

10005
(Zip Code)

Registrant's telephone number, including area code: (212) 804-3900

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 8.01. Other Events

On May 27, 2010, MSCI Inc. (the “Company”) and RiskMetrics Group, Inc. (“RiskMetrics”) issued a joint press release announcing that the stockholders of RiskMetrics approved the adoption of the Agreement and Plan of Merger (the “Merger Agreement”) dated as of February 28, 2010 among RiskMetrics, the Company and Crossway Inc. (“Merger Sub”), a wholly owned subsidiary of the Company, at the special meeting of stockholders of RiskMetrics held on May 27, 2010. Under the terms of the Merger Agreement, Merger Sub will merge with and into RiskMetrics, with RiskMetrics continuing as the surviving corporation and a wholly owned subsidiary of the Company.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Joint Press Release of MSCI Inc. and RiskMetrics Group, Inc. dated May 27, 2010.

SIGNATURES

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: May 27, 2010

By: /s/ Henry Fernandez
Name: Henry Fernandez
Title: Chief Executive Officer

INDEX TO EXHIBITS

Exhibit No.	Description
99.1	Joint Press Release of MSCI Inc. and RiskMetrics Group, Inc. dated May 27, 2010