

RiskMetrics Group Inc  
Form S-8 POS  
June 01, 2010

As filed with the Securities and Exchange Commission on June 1, 2010

Registration No. 333-152381

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**under**

**THE SECURITIES ACT OF 1933**

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**RISKMETRICS GROUP, INC.**

(Exact name of registrant as specified in its charter)

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(State of incorporation  
or organization)

(I.R.S. Employer  
Identification No.)

**One Chase Manhattan Plaza, 44th Floor**

**New York, New York 10005**

(Address of principal executive offices) (Zip Code)

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**RISKMETRICS GROUP, INC. 2000 STOCK OPTION PLAN**

**RISKMETRICS GROUP, INC. 2004 STOCK OPTION PLAN**

**INSTITUTIONAL SHAREHOLDER SERVICES HOLDINGS, INC. EQUITY INCENTIVE PLAN**

**RISKMETRICS GROUP, INC. 2007 OMNIBUS INCENTIVE COMPENSATION PLAN**

**(each as amended from time to time)**

(Full title of the plans)

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**Steven E. Friedman, Esq.**

**General Counsel**

**One Chase Manhattan Plaza, 44th Floor**

**New York, New York 10005**

(Name and address of agent for service)

**(212) 981-7475**

(Telephone number, including area code, of agent for service)

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**With a copy to:**

**Eric M. Lerner, Esq.**

**Kramer Levin Naftalis & Frankel LLP**

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1177 Avenue of the Americas

New York, New York 10036

(212) 715-9494

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Accelerated filer ☒

Smaller reporting company ☐

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**TERMINATION OF REGISTRATION**

This Post-Effective Amendment No. 1 (this "Post-Effective Amendment"), filed by RiskMetrics Group, Inc., a Delaware corporation (the "Company"), removes from registration all shares of the Company's Common Stock, par value \$0.01 per share (the "Common Stock") registered under the Registration Statement on Form S-8 (File No. 333-152381) filed by the Company on July 17, 2008 (the "Registration Statement") with the Securities and Exchange Commission, that remain unsold and unissued upon the termination of the offering covered by the Registration Statement described below.

On February 28, 2010, the Company entered into an Agreement and Plan of Merger with MSCI Inc., a Delaware corporation ("MSCI"), and Crossway Inc., a Delaware corporation and a wholly owned subsidiary of MSCI ("Purchaser"), providing for, among other things, the merger of Purchaser with and into the Company (the "Merger"), with the Company continuing as the surviving corporation and wholly owned subsidiary of MSCI.

On June 1, 2010, the Merger became effective as a result of the filing of a Certificate of Merger with the Secretary of State of the State of Delaware. As a result of the Merger, the Company has terminated all offerings of its securities pursuant to the Registration Statement. Effective upon filing hereof, the Company hereby removes from registration all shares of Common Stock registered under the Registration Statement that remain unsold and unissued as of the date of this Post-Effective Amendment.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on the 1st day of June, 2010.

RISKMETRICS GROUP, INC.

By:

/s/ M. Ethan Berman  
**M. Ethan Berman**  
**Chief Executive Officer & Director**

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ M. Ethan Berman M. Ethan Berman	Chief Executive Officer & Director (Principal Executive Officer)	May 28, 2010
/s/ David M. Obstler David M. Obstler	Chief Financial Officer (Principal Financial Officer)	May 28, 2010
/s/ Eric Daniels Eric Daniels	Director of Finance (Principal Accounting Officer)	May 28, 2010
/s/ Lovida H. Coleman, Jr. Lovida H. Coleman Jr.	Director	May 25, 2010
/s/ Philip Duff Philip Duff	Director	May 21, 2010
/s/ Rene M. Kern Rene M. Kern	Director	May 28, 2010
/s/ Stephanie Hanbury-Brown Stephanie Hanbury-Brown	Director	May 25, 2010

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/s/ Christopher Mitchell  
Christopher Mitchell

Director

May 28, 2010

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/s/ Frank Noonan Frank Noonan	Director	May 28, 2010
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/s/ Thomas A. Renyi Thomas A. Renyi	Director	May 28, 2010
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/s/ Lynn Sharp Paine Lynn Sharp Paine	Director	May 25, 2010
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/s/ Stephen Thieke Stephen Thieke	Director	May 28, 2010
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/s/ Robert Trudeau Robert Trudeau	Director	May 25, 2010
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