

Moody's Analytics Maryland Corp.

Form 3

September 10, 2018

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

MOODYS CORP /DE/

(Last) (First) (Middle)

7 WORLD TRADE  
CENTER, 250 GREENWICH  
STREET

(Street)

NEW YORK, NY 10007

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/29/2018

3. Issuer Name and Ticker or Trading Symbol  
Reis, Inc. [REIS]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed (Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities Beneficially Owned  
(Instr. 4)3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Common stock (1) (2) (3) (4)

0 (1) (2) (3) (4)

I (1) (2) (3) (4)

See Footnotes (1) (2) (3) (4)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and Expiration Date  
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

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| Date<br>Exercisable | Expiration<br>Date | Title | Amount or<br>Number of<br>Shares | Price of<br>Derivative<br>Security | Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I) |
|---------------------|--------------------|-------|----------------------------------|------------------------------------|---|
|                     |                    |       |                                  |                                    |   |

(Instr. 4)

(Instr. 5)

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| MOODYS CORP /DE/<br>7 WORLD TRADE CENTER<br>250 GREENWICH STREET<br>NEW YORK NY 10007                 | Â             | Â X       | Â       | Â     |
| Moody's Analytics Maryland Corp.<br>7 WORLD TRADE CENTER<br>250 GREENWICH STREET<br>NEW YORK NY 10007 | Â             | Â X       | Â       | Â     |

## Signatures

/s/ John J. Goggins, Executive Vice President and General Counsel, on behalf of Moody's Corporation 09/10/2018

\_\_Signature of Reporting Person

Date

/s/ Elizabeth M. McCarroll, Corporate Secretary, on behalf of Moody's Analytics Maryland Corp. 09/10/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The Reporting Persons do not beneficially own any equity securities of Reis, Inc. (the "Issuer"). The Reporting Persons are filing this Form 3 solely due to the entry into two Tender and Support Agreements dated as of August 29, 2018 (the "Tender Agreements"), by and among the Reporting Persons and each of (a) Jonathan Garfield, Jonathan T. Garfield 2016 Qualified Annuity Trust and Jonathan Garfield Family Trust in the case of the one Tender and Support Agreement, and (b) Lloyd Lynford, Lloyd N. Lynford 2016 Qualified Annuity Trust and Lloyd N. Lynford 2017 Qualified Annuity Trust in the case of the other Tender and Support Agreement (each of the persons referenced in (a) and (b) above, a "Stockholder"),

(2) (Continued from Footnote 1) representing an aggregate of 2,310,769 shares of the Issuer's common stock (which includes 225,000 shares issuable upon the exercise of vested stock options) beneficially owned by the Stockholders, which represent approximately 19.6% of Issuer's total outstanding shares based on 11,810,699 shares outstanding as of August 24, 2018 (which (i) includes 241,000 shares reserved for issuance upon the exercise of outstanding vested stock options and (ii) excludes 2,557,456 shares held by wholly-owned subsidiaries of the Issuer).

(3) The Tender Agreements were entered into in connection with the Agreement and Plan of Merger (the "Merger Agreement"), dated as of August 29, 2018, by and among the Reporting Persons and the Issuer. For additional information regarding the Tender Agreements and the Merger Agreement, see Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on September 10, 2018.

(4) The Reporting Persons exercise voting power in limited situations over such shares of the Issuer's common stock through the grant of an irrevocable proxy by each of the Stockholders pursuant to the Tender Agreements. The Reporting Persons have no pecuniary interest in any of such shares of the Issuer's common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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