

SPECTRUM EQUITY INVESTORS IV LP

Form 4

June 03, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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 *
Mitchell Christopher

(Last) (First) (Middle)

C/O SPECTRUM EQUITY
INVESTORS, ONE
INTERNATIONAL PLACE, 29TH
FLOOR

(Street)

BOSTON,, MA 02110

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
RiskMetrics Group Inc [RISK]

3. Date of Earliest Transaction
(Month/Day/Year)
06/01/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock, Par Value \$0.01	06/01/2010		D		10,000	D	<u>(1)</u>	0	D
Common Stock, Par Value \$0.01	06/01/2010		D		10,643,750	D	<u>(1)</u>	0	I <u>(5)</u> <u>(6)</u> <u>(7)</u> By SEI IV RM Ltd. <u>(2)</u>
Common Stock, Par	06/01/2010		D		62,832	D	<u>(1)</u>	0	I <u>(5)</u> <u>(6)</u> <u>(7)</u> By SEI Parallel

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Value									IV RM
\$0.01									Ltd. ⁽³⁾
Common									
Stock, Par	06/01/2010		D	126,750	D	<u>(1)</u>	0	D <u>(4)</u> <u>(5)</u> <u>(6)</u>	
Value									
\$0.01									

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mitchell Christopher C/O SPECTRUM EQUITY INVESTORS ONE INTERNATIONAL PLACE, 29TH FLOOR BOSTON,, MA 02110	X	X		
SPECTRUM EQUITY INVESTORS IV LP C/O SPECTRUM EQUITY INVESTORS ONE INTERNATIONAL PLACE, 29TH FLOOR BOSTON,, MA 02110			X	
SPECTRUM EQUITY INVESTORS PARALLEL IV LP C/O SPECTRUM EQUITY INVESTORS ONE INTERNATIONAL PLACE, 29TH FLOOR BOSTON,, MA 02110			X	

Spectrum IV Investment Managers Fund, L.P.
C/O SPECTRUM EQUITY INVESTORS
ONE INTERNATIONAL PLACE, 29TH FLOOR
BOSTON,, MA 02110

X

Signatures

/s/ Brion B. Applegate, as authorized signatory for SEI IV, SEI Parallel IV and IMF IV

06/03/2010

__Signature of Reporting Person

Date

/s/ Brion B. Applegate, as Attorney-in-Fact on behalf of Christopher T. Mitchell pursuant to a Power of Attorney which was filed with the SEC on February 17, 2009 and which Power of Attorney is incorporated herein by reference

06/03/2010

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) Pursuant to the terms of the Plan and Agreement of Merger, dated as of February 28, 2010, as amended, by and among MSCI Inc. ("MSCI"), Crossway Inc., and RiskMetrics Group, Inc. (the "Company"), at the effective time of the merger, each outstanding share of the Company's common stock was converted into the right to receive a combination of \$16.35 in cash and 0.1802 shares of common stock of MSCI.

(2) Common Stock held of record by SEI IV RM Ltd. ("SEI IV RM"), a wholly owned subsidiary of Spectrum Equity Investors IV, L.P. ("SEI IV").

(3) Common Stock held of record by SEI Parallel IV RM Ltd. ("SEI Parallel IV RM"), a wholly owned subsidiary of Spectrum Equity Investors Parallel IV, L.P. ("SEI Parallel IV").

(4) Common Stock held of record by Spectrum IV Investment Managers' Fund, L.P. ("IMF IV").

(5) By virtue of their relationship as affiliated entities whose controlling entities have overlapping individual controlling persons, each of SEI IV, SEI IV RM, SEI Parallel IV, SEI Parallel IV RM and IMF IV may be deemed to share the power to direct the disposition and vote of the shares held of record by SEI IV RM, SEI Parallel IV RM and IMF IV. Each of SEI IV, SEI IV RM, SEI Parallel IV, SEI Parallel IV RM and IMF IV expressly disclaims beneficial ownership of all shares of common stock held of record by SEI IV RM, SEI Parallel IV RM and IMF IV except to the extent of its actual pecuniary interest therein.

(6) Because decisions by Spectrum Equity Associates IV, L.P. ("SEA IV"), the entity serving as the general partner of both SEI IV (the sole shareholder of SEI IV RM) and SEI Parallel IV (the sole shareholder of SEI Parallel IV RM) are generally made by the vote of six individual general partners, and decisions by the individual general partners of IMF IV are generally made by the vote of six general partners, no individual general partner of SEA IV or IMF IV has the power alone to direct the voting or disposition of the shares, and no such individual has the power to prevent the voting or disposition of such shares over his objection.

(7) Christopher T. Mitchell is a director of the Company and a limited partner of SEA IV. As a result, Mr. Mitchell may be deemed to share beneficial ownership of the shares of the Company's common stock held of record by SEI IV RM and SEI Parallel IV RM. Mr. Mitchell expressly disclaims beneficial ownership of such shares, except to the extent of his actual pecuniary interest therein.

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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