

MOODYS CORP /DE/

Form 4

October 16, 2018

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

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

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

10/13/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 (1) (2)	(A) or (D) Price	
Common Stock	10/13/2018		P		11,570,797	A \$ 23	14,128,253 (3) D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

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

Edgar Filing: MOODYS CORP /DE/ - Form 4

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 Repo 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
MOODYS CORP /DE/ 7 WORLD TRADE CENTER 250 GREENWICH STREET NEW YORK, NY 10007	X

Signatures

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

10/16/2018

__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).

Pursuant to the terms of the Agreement and Plan of Merger, dated as of August 29, 2018, (the "Merger Agreement"), by and among Reis, Inc. ("Issuer"), Moody's Corporation ("Parent") and Moody's Analytics Maryland Corp. ("Merger Sub"), Merger Sub conducted a tender offer (the "Offer") for all of the issued and outstanding shares of common stock, par value \$0.02 per share (the "Shares") of the Issuer at a price of \$23.00 per Share, net to the holder in cash, without interest and less any applicable withholding taxes. The Offer period expired at 11:59 p.m., Eastern Time, on October 12, 2018 (the "Expiration Time"), at which time approximately 9,800,276 Shares were validly tendered and not validly withdrawn (excluding Shares with respect to which notices of guaranteed delivery were delivered). Immediately after the Expiration Time, such Shares were accepted for purchase and payment by Merger Sub in accordance with the terms of the Offer.

On October 15, 2018, Parent acquired the Issuer pursuant to the Merger Agreement. In accordance with the Merger Agreement, Merger Sub, a wholly-owned subsidiary of Parent, was merged with and into the Issuer (the "Merger"), with the Issuer surviving the Merger as a wholly owned subsidiary of Parent. Under the Merger Agreement, at the effective time of the Merger, each remaining outstanding Share not accepted in the Offer, other than Shares held by Parent, the Issuer or any of their respective subsidiaries, was cancelled and converted into the right to receive \$23.00 in cash.

(3) Prior to the Merger, a wholly-owned subsidiary of Issuer held 2,557,456 Shares.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.