

Moody's Analytics Maryland Corp.

Form 3

September 10, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

MOODY'S 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 Issuer5. If Amendment, Date Original
Filed (Month/Day/Year)

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (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 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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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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 Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title (Instr. 4)	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

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	Â	Â X	Â	Â
Moody's Analytics Maryland Corp. 7 WORLD TRADE CENTER 250 GREENWICH STREET 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"),
- (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
- (2) 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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