

DREW JOHN
Form 4
August 07, 2009

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 *
Trudeau Robert

(Last) (First) (Middle)

C/O TECHNOLOGY CROSSOVER VENTURES, 528 RAMONA STREET

(Street)

PALO ALTO, CA 94301

(City) (State) (Zip)

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

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

08/06/2009

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)

May be part of 13(d) group

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 (D) Price			
Common Stock	08/06/2009		A	5,000 (1) A \$ 0	8,334 (2)	I	Robert W. Trudeau (3)
Common Stock					1,666 (4)	I	TCV Management 2004, L.L.C. (5)
Common Stock					6,305,370	I	TCV V, L.P. (6)
Common Stock					119,432	I	TCV Member Fund, L.P. (7)

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

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(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. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Trudeau Robert C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301	X			May be part of 13(d) group
HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(d) group
KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(d) group
DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301		X		May be part of 13(d) group
REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET		X		May be part of 13(d) group

PALO ALTO, CA 94301

GRIFFITH WILLIAM
C/O TECHNOLOGY CROSSOVER VENTURES
528 RAMONA STREET
PALO ALTO, CA 94301

X

May be part of 13(d) group

Signatures

Carla S. Newell Authorized signatory for Robert W. Trudeau	08/07/2009
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for Jay C. Hoag	08/07/2009
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for Richard H. Kimball	08/07/2009
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for John L. Drew	08/07/2009
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for Jon Q. Reynolds Jr.	08/07/2009
**Signature of Reporting Person	Date
Carla S. Newell Authorized signatory for William J.G. Griffith IV	08/07/2009
**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) The 5,000 shares of common stock of the issuer received in the transaction reported on this form are a grant of restricted stock which will vest in full on June 15, 2010.
 - (2) Excludes 1,666 shares that were previously held by Robert W. Trudeau ("Trudeau"), but were transferred from Trudeau to TCV Management 2004, L.L.C. ("Management") on July 9, 2009, and are now held directly by Management.

These shares of restricted stock are directly held by Trudeau. Trudeau has the sole voting and dispositive power over the shares; however, Management owns 100% of the pecuniary interest therein. Trudeau disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. Additionally, Jay C. Hoag, Richard H. Kimball, John L. Drew, Jon Q. Reynolds, Jr., and William J.G. Griffith IV (collectively, the "TCM Members") are members of Management, but disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
 - (3) Includes 1,666 shares that were previously held directly by Trudeau, but were transferred from Trudeau to Management on July 9, 2009, and are now held directly by Management.
 - (5) These shares are directly held by Management. The TCM Members are members of Management, but disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

These shares are directly held by TCV V, L.P. The TCM Members are Class A members of Technology Crossover Management V, L.L.C. ("TCM V"), which is a general partner of TCV V, L.P. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV V, L.P., but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.
 - (7) These shares are directly held by TCV Member Fund, L.P. The TCM Members are (i) Class A Members of TCM V, which is a general partner of TCV Member Fund, L.P., and (ii) limited partners of TCV Member Fund, L.P. The TCM Members and TCM V may be deemed to beneficially own the shares held by TCV Member Fund, L.P., but the TCM Members and TCM V disclaim beneficial ownership of such shares except to the extent of their pecuniary interest therein.

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