

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

Form 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): September 1, 2004

FactSet Research Systems Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-11869
(Commission File Number)

13-3362547
(I.R.S. Employer
Identification Number)

601 Merritt 7
Norwalk, CT 06851-1091
(Address of principal executive offices)

(203) 810-1000
(Registrant's telephone number, including area code)

One Greenwich Plaza
Greenwich, Connecticut 06830-6352
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01: Entry into a Material Definitive Agreement.

On September 1, 2004, in connection with the acquisition of all the outstanding shares of Decision Data Systems B.V. pursuant to a stock purchase agreement dated as of June 29, 2004, among FactSet Research Systems Inc., FactSet Europe S.à.r.l., Decision Data Luxembourg S.A. and the seller's stockholder representative, FactSet Research Systems Inc. entered into an escrow agreement with all the parties to the stock purchase agreement and JPMorgan Chase Bank. The escrow agreement provides that €4,200,000 of the consideration paid by FactSet Europe S.à.r.l. to Decision Data Luxembourg S.A in respect of all the outstanding shares of Decision Data Systems B.V. be held, in escrow by JPMorgan Chase Bank for a period of eighteen months against certain potential indemnifiable claims by FactSet Europe S.à.r.l.

Item 2.01: Completion of Acquisition or Disposition of Assets.

On September 1, 2004, pursuant to a stock purchase agreement dated as of June 29, 2004, among FactSet Research Systems Inc., FactSet Europe S.à.r.l., Decision Data Luxembourg S.A. and the seller's stockholder representative, FactSet Europe S.à.r.l. acquired from Decision Data Luxembourg S.A. all the outstanding stock of Decision Data System B.V., the Netherlands holding company that owns all the stock of the JCF Group of companies, in exchange for 257,067 shares of Common Stock of FactSet Research Systems Inc. and €40,000,000. FactSet Europe S.à.r.l. is a wholly owned, Luxembourg-based subsidiary of FactSet Research Systems Inc.

Item 8.01: Other Events

On September 1, 2004, FactSet Research Systems Inc. issued a press release announcing that it has acquired The JCF Group of Companies. The press release is attached as Exhibit 99.1 to this Form 8-K Current Report. This information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01: Financial Statements and Exhibits

(a) Financial Statements of the Business Acquired. FactSet expects that the audited financial statements required by this Item 9.01 will be completed and filed by amendment to this Form 8-K Current Report within 70 days after the date of this Form 8-K Current Report.

(b) Pro Forma Financial Information. FactSet expects that the pro forma financial statements required by this Item 9.01 will be completed and filed by amendment to this Form 8-K Current Report not later than 70 days after the date of this Form 8-K Current Report.

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated as of September 1, 2004

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

FACTSET RESEARCH SYSTEMS INC.
(Registrant)

By: /s/ ERNEST S. WONG

Ernest S. Wong,
Senior Vice President, Chief Financial Officer,
Treasurer and Secretary

Date: September 3, 2004

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description of Document</u>
99.1	Press Release of Registrant, dated September 1, 2004 reporting FactSet Acquires JCF Group; Acquisition Enhances Global Market Position

FactSet Research Systems Inc.
601 Merritt 7
Norwalk, Connecticut 06851
203.810.1000 / 203.810.1001 Fax

News Release**Contacts:**

Ernest Wong
Rachel Stern
FactSet Research Systems
203.810.1000

FOR IMMEDIATE RELEASE

FACTSET ACQUIRES JCF GROUP**Acquisition Enhances Global Market Position**

September 1, 2004, (Norwalk, CT) FactSet Research Systems Inc. (NYSE: FDS) a major supplier of computer-based financial and economic data to the investment community, today announced its acquisition of all the outstanding shares of the JCF Group of companies. JCF, based in Paris and London, is a privately held provider of global broker estimates and other financial and macroeconomic data to institutional investors. FactSet paid consideration of €50,000,000, of which €10,000,000 was in the form of FactSet common stock. In addition, up to €5,000,000 of contingent consideration will be payable if certain subscription targets are met over the next two years.

“JCF is highly regarded in Europe as a provider of quality data,” said Philip A. Hadley, CEO of FactSet. “The JCF acquisition will help us better serve the needs of our existing clients and facilitate expansion into new global markets.”

JCF Quant, JCF’s flagship product, integrates the company’s broker estimate database with historic prices, third party company financials, and macroeconomic data in one easy-to-use interface. JCF also sells, among other products, JCF Partners, a software automation and workflow tool for equity research departments. JCF’s current client list includes a number of established Wall Street investment banks and asset managers. Revenues for JCF were approximately €14,000,000 for the year ended December 31, 2003.

“We are extremely enthusiastic about joining FactSet, a company widely recognized as an innovator and leader in the financial industry,” said Jacques Chahine, founder and CEO of the JCF Group. “JCF’s employees and I look forward to partnering with FactSet to offer our clients powerful data solutions coupled with first-rate client service.”

About JCF Group

JCF Group, based in Paris and London and founded by Jacques Chahine, is a highly-regarded supplier of global broker estimates to institutional investors. JCF provides investment professionals with easy-to-use, customizable tools for accessing global broker estimates, analyzing detailed financial information and managing the automatic generation of research reports.

About FactSet

FactSet Research Systems Inc. is a leading provider of global financial and economic information, including fundamental data on tens of thousands of companies worldwide. Combining more than 200 databases into its own dedicated online service, the Company also provides the tools to download, combine and manipulate the data for investment analysis.

The Company, headquartered in Norwalk, Connecticut, was formed in 1978 and now conducts operations along with its affiliates from over twenty-two locations worldwide, including Boston, New York, Chicago, San Mateo, London, Frankfurt, Paris, Tokyo, Hong Kong, and Sydney.

Forward-Looking Statements

This news release contains forward-looking statements based on management’s current expectations, estimates and projections. All statements that address expectations or projections about the future, including statements about the Company’s strategy for growth, product development, market position, subscriptions and expected expenditures and financial results are forward-looking statements. Forward-looking statements may be identified by words like “expected,” “anticipates,” “plans,” “intends,” “projects,” “should,” “indicates,” “continues,” “subscriptions” and similar expressions. These statements are not guarantees of future performance and involve a number of risks, uncertainties, and assumptions. Many factors, including those discussed more fully elsewhere in this release and in FactSet’s filings with the Securities and Exchange Commission, particularly its latest annual report on Form 10-K, as well as others, could cause results to differ materially from those stated. These factors include, but are not limited to, the ability to integrate new operations, the ability to hire qualified personnel; maintenance of the Company’s leading technological position; the impact of global market trends on the Company’s revenue growth rate and future results of operations; the negotiation of contract terms with corporate vendors, data suppliers and potential landlords; retention of key personnel; the absence of U.S. or foreign governmental regulation restricting international business; and the sustainability of historical levels of profitability and growth rates in cash flow generation.