

**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): December 19, 2024

FactSet Research Systems Inc.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 1-11869 | 13-3362547 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

45 Glover Avenue
Norwalk, Connecticut 06850

(Address of principal executive offices) (Zip code)

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

Former name or former address, if changed since last report: None

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbols(s) | Name of each exchange on which registered |
|--------------------------------|--------------------|--|
| Common Stock, \$0.01 Par Value | FDS | New York Stock Exchange LLC The Nasdaq Stock Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

(a) On December 19, 2024, FactSet held its 2024 Annual Meeting of Stockholders (the "Meeting").

(b) The four proposals described below were submitted to the Company's stockholders at the Meeting. The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted upon are also set forth below.

Proposal 1: To elect four members to FactSet's Board of Directors.

| Nominee | For | Against | Abstain | Broker Non-Votes |
|------------------|------------|---------|---------|------------------|
| Siew Kai Choy | 32,024,834 | 402,055 | 18,444 | 2,374,125 |
| Laurie G. Hylton | 32,386,378 | 40,049 | 18,906 | 2,374,125 |
| Lee Shavel | 32,203,893 | 220,758 | 20,682 | 2,374,125 |
| Elisha Wiesel | 32,301,928 | 124,187 | 19,218 | 2,374,125 |

The four nominees were elected to FactSet's Board of Directors. Siew Kai Choy, Laurie G. Hylton, Lee Shavel, and Elisha Wiesel will serve as directors until the Company's 2025 Annual Meeting of Stockholders or until their respective successors are elected and qualified. The other directors of the Company whose terms of office continued after the Meeting are Robin Abrams, Barak Eilam, Malcolm Frank, James J. McGonigle, Laurie Siegel, F. Philip Snow, and Maria Teresa Tejada.

Proposal 2: To ratify the appointment of the accounting firm of Ernst & Young LLP as FactSet's independent registered public accounting firm for the fiscal year ending August 31, 2025.

| | |
|---------|------------|
| For | 34,469,967 |
| Against | 337,869 |
| Abstain | 11,622 |

The appointment of Ernst & Young LLP was ratified.

Proposal 3: To approve, on a non-binding advisory basis, the fiscal 2024 compensation of the Company's named executive officers.

| | |
|------------------|------------|
| For | 30,661,628 |
| Against | 1,752,686 |
| Abstain | 31,019 |
| Broker Non-Votes | 2,374,125 |

The fiscal 2024 compensation of FactSet's named executive officers was approved by a non-binding advisory vote.

Proposal 4: To vote, on a non-binding advisory basis, on a stockholder proposal for a 15% ownership threshold for special meetings of the stockholders of the Company.

| | |
|------------------|------------|
| For | 15,566,946 |
| Against | 16,826,036 |
| Abstain | 52,351 |
| Broker Non-Votes | 2,374,125 |

The stockholder proposal was not approved by the Company's stockholders by a non-binding advisory vote.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 104 | Cover page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101) |

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, hereunto duly authorized.

FACTSET RESEARCH SYSTEMS INC.
(Registrant)

December 20, 2024

By: /s/ HELEN L. SHAN
Helen L. Shan
Executive Vice President, Chief Financial Officer
(Principal Financial Officer)