SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

| OMB Number: | 3235-0287 | | | | | | | |
|--------------------------|-----------|--|--|--|--|--|--|--|
| Estimated average burden | | | | | | | | |
| hours per response: | 0.5 | | | | | | | |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person [*] Stepp Katherine M | | | 2. Issuer Name and Ticker or Trading Symbol <u>FACTSET RESEARCH SYSTEMS INC</u> [FDS] | (Check a | onship of Reporting Pe II applicable) Director Officer (give title | 10% Owner Other (specify | | | | |
|--|---|-------|---|--|---|-----------------------------|--|--|--|--|
| (Last) 45 GLOVER | (Last) (First) (Middle) 45 GLOVER AVENUE | | 3. Date of Earliest Transaction (Month/Day/Year) 11/09/2023 | | below) hief Technology C | below) Officer (CTO) | | | | |
| , | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individ Line) | 6. Individual or Joint/Group Filing (Check A | | | | | |
| (Street) NORWALK | СТ | 06850 | _ | X | Form filed by One Re Form filed by More the Person | | | | | |
| (City) | (State) | (Zip) | Rule 10b5-1(c) Transaction Indication | to a contract | instruction or written pl | an that is intended to | | | | |
| | | | | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. | | | | | | |

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) | Transaction Code (Instr. | | | | | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership | |
|---------------------------------|--|---|-----------------------------|---|--------|---------------|-------------------|---|---|---|--|
| | | | Code | v | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | | (Instr. 4) | |
| Common Stock | 11/09/2023 | | A | | 490(1) | A | \$ <mark>0</mark> | 914.7392 | D | | |
| Common Stock | 11/09/2023 | | F | | 228(2) | D | \$448.55 | 686.7392 | D | | |

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. Transa Code (8) | | 5. Nu of Deriv Secu Acqu (A) of Dispo of (D) (Instr and 5 | rative rities ired r osed) . 3, 4 | Expiration Date (Month/Day/Year) ed | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|--|---|------------------------------|---|--|--|---|--------------------|---|--|---|--|--|--|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

Explanation of Responses:

1. Represents common stock received upon the vesting on November 9, 2023, of performance share units ("PSUs") granted on November 9, 2020. Each PSU converted into 1.5 shares of common stock upon vesting based on the Company's performance during the three-fiscal year period beginning September 1, 2020 and ending August 31, 2023 (the "Performance Period") measured against performance goals established for the Performance Period based 50% on the Company's adjusted cumulative operating earnings and 50% on the Company's adjusted cumulative revenues during the Performance Period.

2. Represents the number of shares withheld to cover the cost of taxes upon vesting on November 9, 2023, of PSUs granted on November 9, 2020.

Remarks:

/s/ RACHEL R. STERN,

Attorney in Fact for Katherine 11/13/2023

M. Stepp

** Signature of Reporting Person Date

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

* 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).

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

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 Number.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).