

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## FORM S-8

### REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

# FACTSET RESEARCH SYSTEMS INC.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**13-3362547**  
(I.R.S. Employer  
Identification No.)

**601 Merritt 7**  
**Norwalk, Connecticut 06851**  
**203-810-1000**  
(Address of Principal Executive Offices) (Zip Code)

**FactSet Research Systems Inc. 2004 Employee Stock Option and Award Plan**  
(Full Title of the Plan)

**Peter G. Walsh**  
**Senior Vice President, Chief Financial Officer and Treasurer**  
**FactSet Research Systems Inc.**  
**601 Merritt 7**  
**Norwalk, Connecticut 06851**  
(Name and address of agent for service)

**(203) 810-1000**  
(Telephone number, including area code, of agent for service)

#### CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (2)	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee
Common Stock, par value \$.01 per share	7,500,000	\$42.26	\$316,950,000.00	\$33,913.65

- (1) The price of \$42.26 per share, which was the average of the high and low prices of Common Stock as reported in the New York Stock Exchange consolidated reporting system on May 15, 2006 is set forth solely for purposes of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended.
- (2) Pursuant to Rule 416 of the Securities Act of 1933, to the extent additional common stock may be issued or issuable as a result of a stock split or other distribution declared at any time by the Board of Directors while this registrations statement is in effect, this Registration Statement is hereby deemed to cover all such additional common stock.

**PART I**  
**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

**Item 1. Plan Information.**

All information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act") and the Note to Part I of Form S-8.

**Item 2. Registrant Information and Employee Plan Annual Information.**

All information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents previously filed with the Securities and Exchange Commission by FactSet Research Systems Inc. (the "Company") are incorporated herein by reference and shall be deemed a part hereof:

(a) FactSet Research Systems Inc. Annual Report on Form 10-K for the fiscal year ended August 31, 2005 (and the documents incorporated by reference therein) filed pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(b) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Registrant's Annual Report referred to in (a) above; and

(c) FactSet Research Systems Inc. Proxy Statement on Form 14A filed with the Commission on November 14, 2005 (and the documents incorporated by reference therein).

(d) The description of the Company's Common Stock contained in the FactSet Research Systems Inc. Registration Statement on Form S-1 (File No. 333-04238), filed with the Commission on June 26, 1996, pursuant to Section 12 of the Exchange Act, and any amendment or report filed for the purpose of updating any such description.

All documents subsequently filed by the Company with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date hereof and prior to the filing of a post-effective amendment, which indicates that all securities offered

have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference and to be part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interest of Named Experts and Counsel.**

The validity of the Company's Common Stock offered hereby has been passed upon by Rachel R. Stern, Vice President, General Counsel and Secretary of the Company, as of May 19, 2006. Ms. Stern beneficially owns shares of the Company's common stock, par value \$0.01 per share, and options to purchase shares of Company common stock, par value \$0.01 per share.

**Item 6. Indemnification of Directors and Officers.**

The By-laws of the Company (Article IX, Section 1) provide the following:

"The Corporation shall, to the fullest extent permitted by applicable law as then in effect, indemnify any person (the "Indemnitee") who was or is involved in any manner (including, without limitation, as a party or a witness) or was or is threatened to be made so involved in any threatened, pending or completed investigation, claim, action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action, suit or proceeding by or in the right of the Corporation to procure a judgement in its favor) (a "Proceeding") by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise (including, without limitation, service with respect to any employee benefit plan), whether the basis of any such Proceeding is alleged action in an official capacity as a director or officer or in any other capacity while serving as a director or officer, against all expenses, liability and loss (including, without limitation, attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) actually and reasonably incurred by him in connection with such Proceeding.

The Certificate of Incorporation of the Company (Article Fourteen) provides the following:

"To the fullest extent that the General Corporation Law of the State of Delaware as it exists on the date hereof or as it may

hereafter be amended permits the limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to this Certificate of Incorporation, directly or indirectly by merger, consolidation or otherwise, having the effect of amending, altering, changing or repealing any of the provisions of this paragraph A shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal, unless such amendment shall have the effect of further limiting or eliminating such liability.”

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company’s Registration Statement on Form S-1 (File No. 333-04238) filed with the Commission on June 5, 1996).
4.12	Amendment to Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.12 to the Company’s Annual Report on Form 10-K for the fiscal year 2001).
4.2	By-laws (incorporated by reference to Exhibit 3.2 to the Company’s Quarterly Report on Form 10-Q for the first quarter of fiscal year 1999).
4.3	Description of the Company’s Common Stock (incorporated by reference to the Company’s Registration Statement on Form S-1 (File No. 333-04238) filed with the Commission on June 26, 1996).
4.4	Form of Security Common Stock (incorporated by reference to Exhibit 4.1 to the Company’s Registration Statement on Form S-1 (File No. 333-04238) filed with the Commission on June 26, 1996).
4.5	FactSet Research Systems Inc. 2004 Stock Option and Award Plan (incorporated by reference to Exhibit A to the Company’s Proxy Statement on Form 14A filed with the Commission on November 10, 2004).
5	Opinion of Rachel R. Stern, Esq., Vice President, General Counsel and Secretary, regarding the legality of the securities being issued.
23.1	Consent of PricewaterhouseCoopers LLP.
23.2	Consent of Rachel R. Stern, Esq., Vice President, General Counsel and Secretary (included in Exhibit 5).
24	Power of Attorney (contained on signature page).

## Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act; (ii) to reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference into this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser: (i) any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424; (ii) any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant; (iii) the portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and (iv) any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for the purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on the Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Norwalk, State of Connecticut, on this 19th day of May, 2006.

FACTSET RESEARCH SYSTEMS INC.

by /s/ Peter G. Walsh

Name: Peter G. Walsh

Title: Senior Vice President,  
Chief Financial Officer and Treasurer

#### POWER OF ATTORNEY

Each person whose signature appears below appoints Peter G. Walsh, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and

all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and anything appropriate or necessary to be done, as fully and for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Philip A. Hadley</u> Philip A. Hadley	Chairman of the Board of Directors and Chief Executive Officer	May 19, 2006
<u>/s/ Charles J. Snyder</u> Charles J. Snyder	Vice Chairman of the Board of Directors	May 19, 2006
<u>/s/ Michael F. DiChristina</u> Michael F. DiChristina	President, Chief Operating Officer and Director	May 19, 2006
<u>/s/ Peter G. Walsh</u> Peter G. Walsh	Senior Vice President, Chief Financial Officer and Treasurer	May 19, 2006
<u>/s/ Scott A. Billeadeau</u> Scott A. Billeadeau	Director	May 19, 2006
<u>/s/ James J. McGonigle</u> James J. McGonigle	Director	May 19, 2006
<u>/s/ Joseph E. Laird, Jr.</u> Joseph E. Laird, Jr.	Director	May 19, 2006
<u>/s/ Walter F. Siebecker</u> Walter F. Siebecker	Director	May 19, 2006

## EXHIBIT INDEX

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- 4.12 Amendment to Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.12 to the Company's Annual Report on Form 10-K for the fiscal year 2001).
- 4.2 By-laws (incorporated by reference to Exhibit 3.2 to the Company's Quarterly report on Form 10-Q for the first quarter fiscal year 1999).
- 4.3 Description of the Company's Common Stock (incorporated by reference to the Company's Registration Statement on Form S- (File No. 333-04238) filed with the Commission on June 26, 1996).
- 4.4 Form of Common Stock (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1 (File No. 333-04238) filed with the Commission on June 26, 1996).
- 4.5 FactSet Research Systems Inc. 2004 Stock Option and Award Plan (incorporated by reference to Exhibit A to the Company's Proxy Statement on Form 14A filed with the Commission on November 10, 2004).
- 5 Opinion of Rachel R. Stern, Esq., Vice President, General Counsel and Secretary, regarding the legality of the securities being issued.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Rachel R. Stern, Esq., Vice President, General Counsel and Secretary (included in Exhibit 5).
- 24 Power of Attorney (contained on signature page).



May 19, 2006

FactSet Research Systems Inc.  
601 Merritt 7  
Norwalk, Connecticut 06851

Ladies and Gentlemen:

I am the Secretary and General Counsel of FactSet Research Systems Inc., a Delaware corporation (the "Company"), and an attorney duly admitted to practice in the State of New York. I am familiar with the Registration Statement on Form S-8 (the "Registration Statement") being filed by the Company on May 19, 2006, with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to 7,500,000 shares of common stock, par value \$.01 per share, of the Company (the "Common Stock"), which may be issued pursuant to the 2004 Stock Option and Award Plan (the "Plan").

In connection with the foregoing, I have examined such documents and records as I have deemed necessary or appropriate for the purpose of this opinion.

Based upon the foregoing, I am of opinion that the Common Stock is validly authorized and, when issued under the Plan in accordance with the terms thereof for consideration having a value not less than the par value thereof, will be legally issued, fully paid and nonassessable.

I hereby consent to the use of my name in the Registration Statement as counsel who has passed upon the legality of the Common Stock, and to the use of this opinion as an Exhibit to the Registration Statement.

Very truly yours,

/s/ Rachel R. Stern

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Rachel R. Stern, Esq.  
Vice President, General Counsel and Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated October 31, 2005, relating to the financial statements, financial statement schedule, management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting of FactSet Research Systems Inc., which appears in FactSet Research System Inc.'s Annual Report on Form 10-K for the year ended August 31, 2005.

/s/ PRICEWATERHOUSECOOPERS LLP

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PRICEWATERHOUSECOOPERS LLP

New York, New York

May 18, 2006