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): May 9, 2022

FactSet Research Systems Inc.

(Exact name of registrant as specified in its charter) 1-11869

Delaware (State or other jurisdiction of

incorporation or organization)

(Commission

File Number)

13-3362547

(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

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))

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. \Box

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

Item 7.01 Regulation FD Disclosure

On May 11, 2022, FactSet Research Systems Inc. ("FactSet" or the "Company") will be participating in a virtual fireside chat at the Barclays Americas Select Franchise Conference (the "Conference"). A live webcast and replay of the chat will be available on the Company's investor relations website.

FactSet hereby furnishes the presentation (the "Presentation") that the Company intends to use at the Conference and from time to time thereafter. FactSet may use the Presentation with investors, analysts, lenders, creditors, insurers, vendors, clients, employees and others. The Presentation is furnished herewith as Exhibit 99.1 and also will be made available on the Company's website at factset.com.

The information contained in the Presentation is summary information that should be considered in the comtext of the Company's Securities and Exchange Commission ("SEC") filings and other public announcements that the Company may make, by press release or otherwise, from time to time. The Presentation is current as of the date of this Current Report on Form 8-K. To the extent that estimates, targets or other forward-looking statements are included in the Presentation, the Company specifically disclaims any duty or obligation to publicly update or revise such information, although it may do so from time to time.

The information in this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed 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 filing. The furnishing of this information hereby shall not be deemed an admission as to the materiality of any such information.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Description

Exhibit No. <u>99.1</u>

Presentation of FactSet Research Systems Inc. dated May 9, 2022.

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)

May 9, 2022

By: /s/ LINDA S. HUBER

Linda S. Huber Executive Vice President, Chief Financial Officer (Principal Financial Officer)



Forward-Looking Statements and Non-GAAP Measures

This presentation, and other statements that FactSet may make in connection with this presentation, contains forward-looking statements based on management's current expectations, assumptions, estimates, forecasts and projections as of the date such statements are made about future events and circumstances. All statements that address expectations, guidance, outlook or projections about the future, including statements about our strategy, future financial results, anticipated growth, expected expenditure, product development, market position and trends, are forward-looking statements. Forward-looking statements may be identified by words like "expects," "believes," "anticipates," "plans," "intends," "estimates," "projects," "should," indicates," "continues," "may," and similar expressions. These statements are not guarantees of future performance and involve numerous risks, uncertainties, and assumptions.

Many factors, including those discussed more fully in FactSet's filings with the Securities and Exchange Commission, particularly our latest annual report on Form 10-K and quarterly reports on Form 10-Q, could cause results to differ materially from those stated. These documents are available on our website at http://investor.factset.com and on the SEC's website at http://www.sec.gov. FactSet believes our expectations and assumptions are reasonable, but there can be no assurance that the expectations reflected herein will be achieved. Unless legally required, we undertake no obligation to update any forward-looking statements made in this presentation whether because of new information, future events or otherwise.

In addition, this presentation, and oral statements that may be made in connection with this presentation, references non-GAAP financial measures, such as ASV, adjusted operating metrics, adjusted diluted EPS, EBITDA, and free cash flow. Forward-looking non-GAAP financial measures reflect management's current expectations and beliefs, and we are not able to reconcile such non-GAAP measures to reported measures without unreasonable efforts because it is not possible to predict with a reasonable degree of certainty the actual impact or exact timing of items that may impact comparability. Non-GAAP measures should be considered in addition to, not as a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP, as more fully discussed in FactSet's financial statements and filings with the SEC. The use of these non-GAAP measures are limited as they include and/or do not include certain items not included and/or included in the most directly comparable GAAP measure. A reconciliation of non-GAAP financial measures to the most directly comparable GAAP financial measures is provided in the appendix to this presentation.

Our purpose is to drive the investment community to see more, think bigger, and do its best work We are transforming the way our users discover, decide, and act on opportunities

(SUETER

- 01 We are a growth company We drive sustainable growth through continued investment and executional excellence.
- 02 Innovation drives us We relentlessly focus on products and solutions to meet the evolving needs of the market.
- 03 **Our large addressable market provides opportunity** We are a market leader with unique content that provides a deep competitive moat.
- O4 Our subscription business provides stability Our subscription-based model provides stable revenues and strong client retention.
- 05 **Talent and culture are our foundation** We focus on recruiting, retaining, and rewarding a diverse and empowered workforce.

FactSet at a glance¹

GLOBAL FOOTPRINT (COUNTRIES)	20	\$1.74B ² ASV
OFFICES	40	8%-9% ³ Fy22 asv Organic growth rate
EMPLOYEES	10K+	33%-34% ^{3,4} FY22 ADJUSTED OPERATING MARGIN
USERS	171K+	42 CONSECUTIVE YEARS OF REVENUE GROWTH
CLIENTS	7K+	\$12.75-\$13.15 ^{3,4} DILUTED ADJUSTED EPS

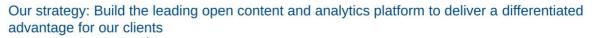
¹ Figures as of FactBet fiscal 02 quarter end. February 28, 2022 31 TM Digmin: ASY + Poplesional Services based on last twelve months as of February 28, 2022 ³ FIY2022 cutods as of March 24, 2023 ⁴ Includes CUSIP Global Services (CGS)

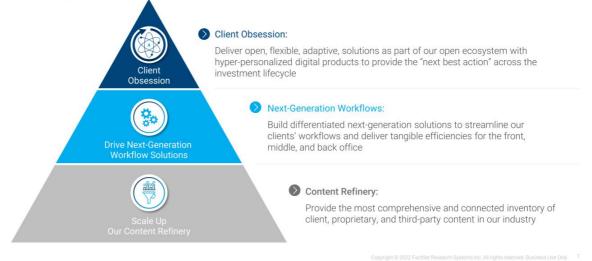
We're a growth company with a history of significant market outperformance



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Our digital platform is critical to the success of the investment community

Digital Platform	Outcomes for the Investment Community
Superior client service	Outperformance Best of breed multi-asset capabilities Differentiated data for investment decisions
Open, cloud-based platform	Competitive Differentiation Access to robust analytics Enhanced digital engagement
Deep investment process analytics	Centralize Content Expanded content access Data decision support Enabling data science
Integrated digital products	
Extensive data hierarchy and taxonomy	Operational Efficiencies Cohesive investment process Frictionless user experience
Broad and connected content suite	Cost Rationalization Simplification of platforms Optimize vendor usage

Our content refinery expands our clients' knowledge and trust

Comprehensive and c	connected inventory of client	, proprietary and third-party con	tent that drives broader discoverability
25 Core Proprietary Content Sets	800+ Third Party Data Vendors	Client Portfolios	INSIGHTS & IDEA GENERATION
Data Connectivity	FactSet Proprietary Content	Open: FactSet Marketplace	BY FACTSET
 Listings Securities Entities People Transactions Relationships Associations (e.g., Revenue, Frequency, History) 	Expansive coverage, depth, and speed of FactSet's core proprietary content portfolio • Core Content: Speed • Core Content: Depth • Unique Data: Broad coverage	Utilizes FactSet's powerful data connectivity model to ease the onboarding process of third-party data • Concordance to FactSet permanent entity identifiers • Consolidated contractual process • Sandbox for testing	MARKET LEADING SYMBOLOGY Diverse data

Next-generation workflow solutions built on our content refinery

FRONT OFF			MIDDLE OFFICE			BACK OFFICE
 RESEARCH Generate ideas and discover opportunities with unique data. Monitor the global markets, research public and private companies, and gain industry and market insights. 	Monitor real-time portfolio performance, risk, characteristics, and composition. Perform exploratory data and portfolio construction analysis to optimize expected returns. Ensignal	R A D I N G sure pre- and post- de compliance with we and passive ach management. rsee order and cution nagement and cations. omate trade cution and imize algorithm action.	RISK MANAGEMENT • Measure performance, risk, style, and characteristics for multiple portfolios and asset classes. • Choose the risk methodologies that match investment processes.	 PERFORMANCE ATTRIBUTION Understand and analyze sources of performance, risk, and exposure historically and over time. Calculate and manage workflows to lock down official performance or any other analytics. 	REPORTING Combine key analytics and results with proprietary content in client- ready customizable and automated reports. Distribute results and commentary via reports, web, API or feeds.	DATA MANAGEMENT SOLUTIONS • Optimized integration of internal and third-party content sets • Exploitation of data structure and connectivity to uncover actionable insights • Leverage data connections to create summary views to manage security-level and counter-party risk more effectively • Significantly reduce the costs associated with regulatory reporting requirements

Our clients are at the center of what we do



We see significant opportunity to capture more of the addressable market

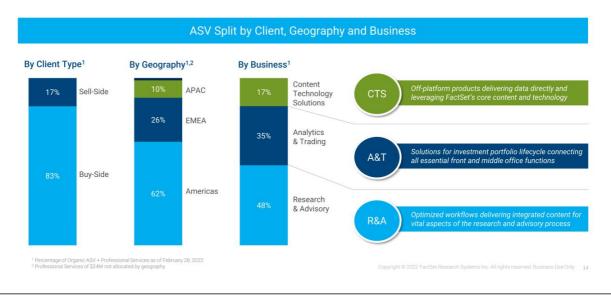


We have accelerated top-line growth while maintaining high retention

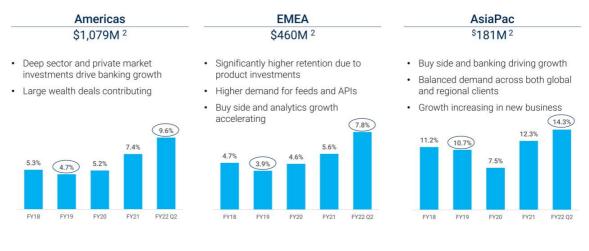


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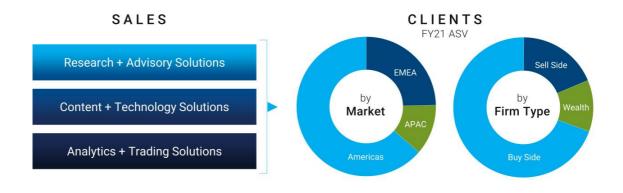


ASV growth rates¹ by geography have largely doubled since 2019



¹ FY18 to FY22 Q2 Organic ASV LTM Growth Rates by Region ² FY22 Q2 Ending ASV; exclude \$24M Pro Svc ASV

We deliver value to clients that is tailored by market and firm type



Our client-centric solutions drive value in established and growing markets



Recent deals complement our product offerings

	⊘ TRUVALUE LABS			cobalt	CUSIP GLOBAL SERVICES Hertine areas
Headquarters	San Francisco, CA	Boston, MA	Lakewood, CO	Boston, MA	New York, NY
Founded	2013	2004	2014	2011	1968
Sponsoring SBU	CTS	Analytics & Trading	Research & Advisory	Research & Advisory	CTS
Strategic Alignment	ESG	Portfolio Lifecycle	Deep Sector	Private Markets	Data Management Solutions
Deal Rationale	Expand ESG footprint and enhance technology- enabled content collection capabilities	Address product gap in behavioral analytics to differentiate our PLC offering	Accelerate the Power/Energy sub- strategy of our Deep Sector roadmap	Building block to accelerate entry into private market workflows and path to differentiated data	Enhances symbology, concordance, and reference data management
Transaction Timing	Closed in Q1 FY21 (November 2, 2020)	Closed in Q4 FY21 (June 1, 2021)	Closed in Q4 FY21 (July 1, 2021)	Closed in Q1 FY22 (October 12, 2021)	Closed in Q3 FY22 (March 1st, 2022)

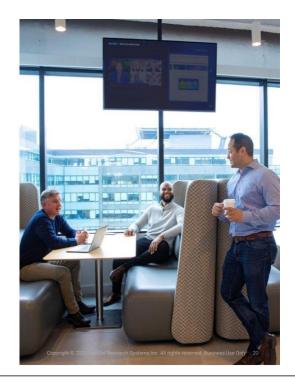
CUSIP Global Services acquisition is margin accretive and provides product diversity Closed on March 1, 2022



Our people and culture power our growth agenda

We empower our diverse and engaged team to meet our business needs and the needs of our clients

- Our client focus drives the creation of industry-leading
 products and services
- Our culture of innovation and collaboration makes FactSet an attractive firm for top talent, including technologists
- Our focused investment in learning and development allows us to "upskill" the workforce of the future
- The evolution of "the way we work" offers flexibility to support work/life balance and to increase productivity

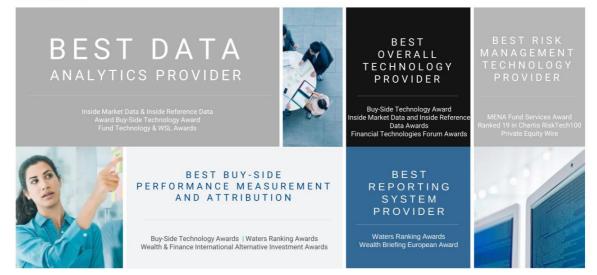


Committed to Sustainable Growth in the Communities in Which We Live and Work

FactSet is committed to sustainable growth for our clients, employees, partners, investors, and our communities. We are continually monitoring and improving our social practices, our environmental and climate actions, and our governance initiatives while maintaining and strengthening our relationship with stakeholders.

Environmental	ယ္လိုက္ခ်ိုက္ခ်ိဳ Social	Governance
Published our validated Scope 1 and Scope 2 GHG Emissions from FY19 to FY21, with a 44% decrease in Total Scope 1 and Scope 2 Emissions between FY20 and FY21	Created FactSet Global DE&I Council consisting of over 20 senior leaders Hired Chief DE&I Officer and additional employees to	Board consists of ten directors: 9/10 independent 4/10 women, 5/10 less than 5 years on Board, 7/10 less than 10 years on Board
Reported to CDP and EcoVadis in 2021	support an expanded DEI strategy	Comprehensive cybersecurity program designed to protect our enterprise environment, manage cyber
Efforts underway for Scope 3 GHG Emissions inventory, supplier assessment and sustainable	Published our workplace demographics for the first time, including our EEO-1 Federal data	risk, and maintain compliance
procurement program, a climate-risk analysis, and monitoring consumption metrics	Incorporated the FactSet Charitable Foundation to facilitate our corporate social responsibility goals –	Established Supplier Code of Conduct in FY21 Signed the UN PRI and the UN Global Compact in
Of FactSet's global locations, 12 buildings have received LEED or LEED-equivalent certifications	during FY21, our CSR program delivered 263 volunteer events globally, with FactSet volunteers contributing over 14,000 hours of service	FY21

FACTSET Our Awards





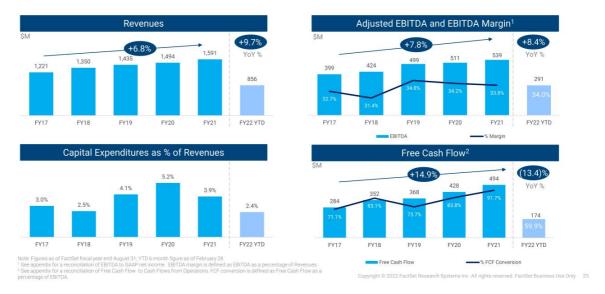
Key Highlights

- 01 **Robust financial model** with 95% subscription-based revenues supported by pricing discipline, demonstrated EBITDA flow-through and strong free cash flow conversion
- 02 **Strategic investments** drive best-in-class solutions and scale up the content refinery, accelerating top-line growth
- 03 **Disciplined capital allocation** drives value creation while investment grade balance sheet ensures flexibility
- 04 **Sustainable earnings growth** driven by ASV growth, strategic investments and enterprisewide productivity initiatives

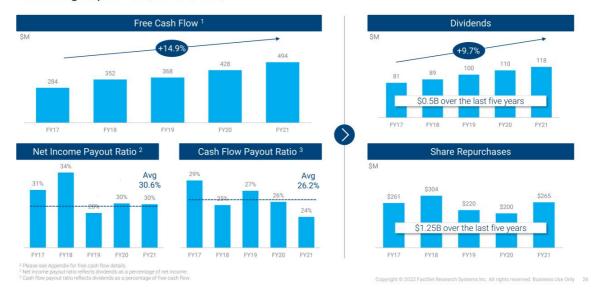
*FY22 Q2 Ending ASV and ASV LTM Growth



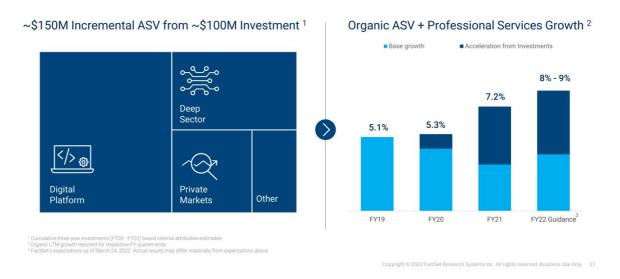
Attractive financial model with demonstrated strong free cash flow conversion



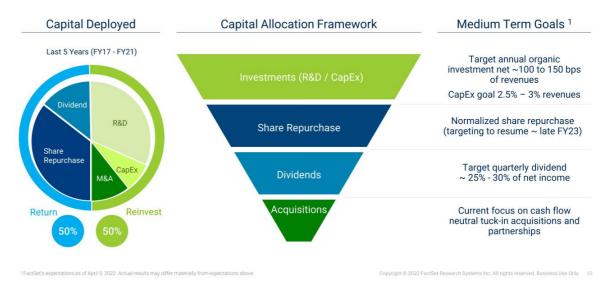
Returning capital to shareholders



Strategic investments have accelerated top-line growth

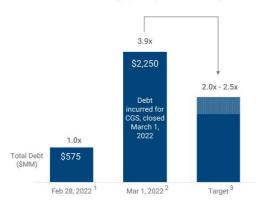


Disciplined capital allocation framework drives value creation



Optimizing capital structure to ensure flexibility

Gross Leverage (Debt / LTM EBITDA)

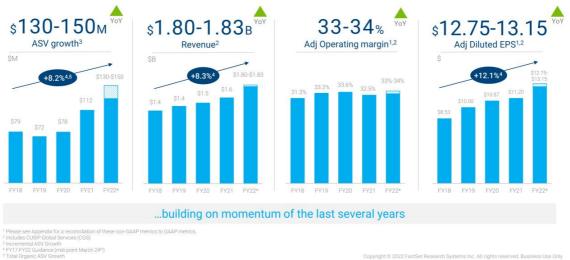


Capital Structure Optimization

- Investment grade ratings from Moody's (Baa3) and Fitch (BBB)
- New credit agreement with \$500 million revolver (\$250 million drawn) and additional \$750 million accordion feature
- \$1 billion unsecured senior notes issued (5 year \$500 million 2.9% coupon; 10 year \$500 million 3.45% coupon)
- \$1 billion pre-payable three-year term loan
- Annual interest expense ~\$50 million, ramping down to ~\$40 million as term loan is repaid
- · Floating rate exposure hedged with 24-month fixed rate swap

¹Based on \$575M of drawn revolver as of Feb. 28. 2022, and \$561M of FY22 02 LTM Adjusted EBITDA (excludes CGS); see appendix for Adjusted EBITDA reconciliation ²Based on additional debt incurred on Mar. 1, 2022, including \$10B of new senior notes, \$1.0B of new term ban, \$255M drawn new revolver, net of repayment of \$575M previous revolver PacaSter's expectations as of Apile 3, 2022, Actual reasts may differ materially from envectations as already as a set of the second second

In fiscal year 2022, we expect to deliver 8% - 9% Higher ASV¹ Growth and Expanded Margin



Disciplined expense management drives our margin expansion plan

- Actively manage key expense drivers: people, real estate, technology and third-party data
- Reduce real estate footprint to reduce costs
- Focus on sustainable margin expansion to fund investment, coupled with careful expense management and productivity goals

People	Real Estate	Technology	Third-Party Data Costs
7% - 8% growth ¹	~150 bps reduction	Support growth and investments	5% - 6% growth ¹
(lower than ASV ² growth)	(as % Revenues)	(8.5% - 9.0% of Revenues)	(lower than ASV ² growth)
 Increase workforce productivity with improved technology and "upskilling" 66% in COE locations ³ Prioritize resources for new investments and growth opportunities 	 Reduced real estate footprint due to hybrid operating model Optimizing number of locations and floors for office facilities Decreasing expense as a percentage of annual revenues 	 Continue to invest in Cloud to optimize performance Increase expense growth to support investment strategy Provide incremental client products and functionality 	 Rationalize data sources Support strategic initiatives while managing base cost growth to inflation increases

Above goals represent FactSet's expectations as of April 5, 2022. Actual results may differ materially from expectations: 1 Average target growth rate through Pr25 2 Organic ASY + Professional Services 3 As of February 28, 2022.

We expect 8-9% ASV growth and 50-75 basis points of margin expansion per year to deliver 35-36% adjusted operating margin by year-end 2025





We reaffirm fiscal 2022 guidance of 8% - 9% ASV¹ growth and expanded margin

	FISCAL 2022 OUTLOOK As of September 28, 2021 ²	FISCAL 2022 OUTLOOK As of March 24, 2022 ³
Organic ASV + Professional Services Growth ⁴	\$105 - \$135 million	\$130 - \$150 million
Revenues ⁵	\$1,705 - \$1,720 million	\$1,800 - \$1,830 million
Operating Margin ⁵	31% - 32%	25.5% - 26.5%
Adjusted Operating Margin ^{5,6}	32.5% - 33.5%	33% - 34%
Effective Tax Rate ⁵	14.5% - 15.5%	12.5% - 13.5%
Diluted EPS ⁵	\$11.60 - \$11.90	\$9.75 - \$10.15
Adjusted Diluted EPS ^{4, 5}	\$12.00 - \$12.30	\$12.75 - \$13.15

The Fiscal 2022 Outlook shown here is a forward-looking statement. Given the risks, uncertainties and assumptions related to FactSet's business and operations, including the ongoing uncertainty surrounding the duration, magnitude and impact of the COVID pandemic, FactSet's actual future results may differ materially from these expectations, Investors should review the Company's cautionary statements and risk factors referred to in this presentation.

¹ Organic ASV + Professional Services. ² FactSet's expectations as of September 28, 2021. Actual results may differ materially from expectations above ³ FactSet's expectations as of March 24, 2022. Actual results may differ materially from expectations above ⁴ Growth over fiscal 2021. ⁴ Includes CUBP foldel Services (COS) ⁴ Please see Appendix for a reconciliation of these non-GAAP metrics.

FactSet EBITDA and Adjusted EBITDA reconciliation

(\$ in millions)	FY2017 ¹	FY2018 ¹	FY2019 ¹	FY2020 ¹	FY2021 ¹	LTM Q2FY2022 ²	YTD Q2 FY2022 ³
Net Income	\$258.3	\$267.1	\$352.8	\$372.9	\$399.6	\$419.3	\$217.6
Interest Expense, Net	6.6	14.4	16.6	9.8	6.4	6.7	3.2
Income Taxes	86.1	84.8	69.2	54.2	68.0	55.3	24.3
Depreciation and Amortization Expense	48.3	57.3	60.5	57.6	64.5	66.3	32.8
EBITDA	\$399.2	\$423.6	\$499.1	\$494.5	\$538.5	\$547.7	\$277.9
Non-Recurring Non- Cash Expenses ⁴	_	_	_	16.5		13.4	13.4
Adjusted EBITDA	\$399.2	\$423.6	\$499.1	\$511.0	\$538.5	\$561.1	\$291.3

Note: Columns may not foot due to rounding ¹ Fiscal year ending August 31 ² Last twelve months ending February 28 ³ Six months ending February 28 ⁴ FY2020 Impairment charge to reflect the est

FactSet free cash flow reconciliation

(\$ millions)	FY2017 ¹	FY2018 ¹	FY2019 ¹	FY2020 ¹	FY2021 ¹	YTD Q2 FY2022 ²
Net cash provided by operating activities	\$320.5	\$385.7	\$427.1	\$505.8	\$555.2	\$195.0
Capital Expenditures ³	(36.9)	(33.5)	(59.4)	(77.6)	(61.3)	(20.5)
Free Cash Flow	\$283.7	\$352.1	\$367.8	\$428.2	\$493.9	\$174.4

Note: Columns may not foot due to rounding 1 Fiscal year ending August 31 2 Six months ending February 28 3 Includes encentry, equipment Technold Improvements and

FactSet adjusted diluted EPS reconciliation

FY2022 Outlook (as of March 24, 2022)

(\$ millions)	Low end of range	High end of range
Diluted earnings per common share	\$9.75	\$10.15
Intangible asset amortization	0.58	0.58
Real estate charges	1.26	1.26
Business acquisition costs	0.91	0.91
Restructuring / severance	0.20	0.20
Transformation costs	0.11	0.11
Discrete tax items	(0.06)	(0.06)
Adjusted diluted earnings per common share	\$12.75	\$13.15

Note: Columns may not foot due to rounding

FactSet adjusted operating margin reconciliation FY2022 Outlook (as of March 24, 2022)

(\$ millions)	Low end of range	High end of range
Revenues	\$1,800	\$1,830
Operating income	\$459	\$485
Operating margin	25.5%	26.5%
Intangible asset amortization	26	26
Real estate charges	55	55
Business acquisition costs	40	42
Restructuring / severance	9	9
Transformation costs ¹	5	5
Adjusted operating income	\$594	\$622
Adjusted operating margin	33.0%	34.0%

clated with the ongoing multi-year inve narily related to profe