

UNITED STATES  
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**

(Address of Principal Executive Offices)

**06851**

(Zip Code)

**FACTSET RESEARCH SYSTEMS INC. STOCK OPTION AND AWARD PLAN,  
AS AMENDED AND RESTATED  
and  
FACTSET RESEARCH SYSTEMS INC. NON-EMPLOYEE DIRECTORS' STOCK OPTION AND AWARD PLAN,  
AS AMENDED AND RESTATED**

(Full title of the plans)

**Maurizio Nicoelli  
Senior Vice President, Chief Financial Officer  
FactSet Research Systems Inc.  
601 Merritt 7  
Norwalk, CT 06851  
(203) 810-1000**

(Name, address, telephone number,  
including area code, of agent for service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated  
filer

Accelerated filer

Non-accelerated filer   
(Do not check if a  
smaller reporting  
company)

Smaller reporting  
company

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 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered <sup>(1)</sup>	Proposed maximum offering price per share <sup>(2)</sup>	Proposed maximum aggregate offering price <sup>(2)</sup>	Amount of registration fee
Common Stock, \$0.01 par value Stock Option and Award Plan	5,750,000	\$194.45	\$1,118,087,500	\$139,201.89
Common Stock, \$0.01 par value Non-Employee Directors' Stock Option and Award Plan	250,000	\$194.45	\$48,612,500	\$6,052.26
<b>TOTAL</b>	<b>6,000,000</b>	<b>N/A</b>	<b>1,166,700,000</b>	<b>\$145,254.15</b>

(1) An aggregate of 17,250,000 shares of Common Stock may be offered or issued pursuant to the FactSet Research Systems Inc. Stock Option and Award Plan, as Amended and Restated, 11,500,000 of which were previously registered on Forms S-8 (File No. 333-134298 and File No. 333-171667), and 5,750,000 of which are registered on this Form S-8. An aggregate of 500,000 shares of Common Stock may be offered or issued pursuant to the FactSet Research Systems Inc. Non-Employee Directors' Stock Option and Award Plan, as Amended and Restated, 250,000 of which were previously registered on Form S-8 (File No. 333-156649), and 250,000 of which are registered on this Form S-8. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement also registers such shares of Common Stock that become available under the foregoing plans in connection with changes in the number of outstanding shares of Common Stock because of events such as recapitalizations, stock dividends, stock splits and reverse stock splits, and any other securities with respect to which the outstanding shares are converted or exchanged.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h). The proposed maximum offering price per share, proposed maximum aggregate offering price and the amount of the registration fee are based on the average of the high and low prices of FactSet Research Systems Inc. Common Stock as reported on the New York Stock Exchange on January 9, 2018 (i.e., \$194.45). Pursuant to General Instruction E of Form S-8, the registration fee is calculated with respect to the additional securities registered on this Form S-8 only.

## INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 registers additional shares of our Common Stock underlying stock options, stock appreciation rights, restricted stock, restricted stock units, performance awards and other awards that may be issued to our employees and directors under the equity incentive plans listed below.

In accordance with General Instruction E to Form S-8, the contents of the following Registration Statements on Form S-8 filed by the Registrant with the Securities and Exchange Commission with respect to securities offered pursuant to the following plans are hereby incorporated by reference:

- (1) FactSet Research Systems Inc. Stock Option and Award Plan, as Amended and Restated (File No. 333-134298 and File No. 333-171667); and
- (2) FactSet Research Systems Inc. Non-Employee Directors' Stock Option and Award Plan, as Amended and Restated (File No. 333-156649).

All documents filed by the Company pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein 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 other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

## EXHIBITS

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
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 on June 5, 1996)
4.2	Amendment to the Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.12 to the Company's Annual Report on Form 10-K for fiscal year 2001)
4.3	Second Amendment to the Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's periodic report on Form 8-K, filed on December 16, 2011)
4.4	Amended and Restated By-laws (incorporated by reference to Exhibit 3 to the Company's periodic report on Form 8-K, filed on December 19, 2013)
4.5	Description of FactSet Common Stock (incorporated by reference to the Company's Registration Statement on Form S-1 (File No. 333-04238) filed on June 26, 1996)

- 5.1 Opinion of Rachel R. Stern, Esq., Senior Vice President, General Counsel and Secretary, as to the validity of the shares of FactSet Common Stock
- 23.1 Consent of Independent Registered Public Accounting Firm, Ernst & Young LLP
- 23.2 Consent of Rachel R. Stern, Esq., Senior Vice President, General Counsel and Secretary (contained in Exhibit 5.1)
- 24.1 Powers of Attorney (incorporated by reference in this Registration Statement)
- 99.1 FactSet Research Systems Inc. Stock Option and Award Plan, as Amended and Restated (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Form DEF 14A filed on October 30, 2017)
- 99.2 FactSet Research Systems Inc. Non-Employee Directors' Stock Option and Award Plan, as Amended and Restated (incorporated by reference to Appendix B to the Company's Definitive Proxy Statement on Form DEF 14A filed on October 30, 2017)

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on 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 January 12, 2018.

FACTSET RESEARCH SYSTEMS INC.

By: /s/ MAURIZIO NICOLELLI

Maurizio Nicoelli  
Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, 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/ F. PHILIP SNOW</u> F. Philip Snow	Chief Executive Officer, and Director (Principal Executive Officer)	January 12, 2018
<u>/s/ MAURIZIO NICOLELLI</u> Maurizio Nicoelli	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	January 12, 2018
<u>/s/ MATTHEW J. MCNULTY</u> Matthew J. McNulty	Vice President and Controller (Principal Accounting Officer)	January 12, 2018

A majority of the Board of Directors (Robin A. Abrams, Scott A. Billeadeau, Malcolm Frank, Philip A. Hadley, Sheila B. Jordan, James J. McGonigle, Laurie Siegel, F. Philip Snow and Joseph R. Zimmer).

Date: January 12, 2018

By: /s/ MAURIZIO NICOLELLI

Maurizio Nicoelli  
For himself and as Attorney-in-Fact

## EXHIBIT INDEX

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24.1	<a href="#"><u>Powers of Attorney (incorporated by reference in this Registration Statement)</u></a>
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January 12, 2018

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

Ladies and Gentlemen:

I am the Senior Vice President, General Counsel and Secretary of FactSet Research Systems Inc., a Delaware corporation (the "Company"), and an attorney duly admitted to practice in the State of New York and in the State of Connecticut as authorized house counsel.

I am familiar with the Registration Statement on Form S-8 (the "Registration Statement") being filed by the Company on January 12, 2018, with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), with respect to: 5,750,000 shares of Common Stock, par value \$0.01 per share, of the Company (the "Common Stock"), which may be issued pursuant to the FactSet Research Systems Inc. Stock Option and Award Plan, as Amended and Restated and 250,000 shares of Common Stock which may be issued pursuant to the FactSet Research Systems Inc. Non-Employee Directors' Stock Option and Award Plan, as Amended and Restated (together, the "Plans").

In connection with the foregoing, I have examined such documents 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 Plans, in accordance with the terms of the Plans, for consideration having a value not less than the par value thereof, will be legally issued, fully paid and non-assessable.

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,



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

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8, pertaining to the FactSet Research Systems Inc. Stock Option and Award Plan, as Amended and Restated and the FactSet Research Systems Inc. Non-Employee Directors' Stock Option and Award Plan, as Amended and Restated, of our reports dated October 30, 2017, with respect to the consolidated financial statements and schedule of FactSet Research Systems Inc., and the effectiveness of internal control over financial reporting of FactSet Research Systems Inc., included in its Annual Report on Form 10-K for the year ended August 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Stamford, Connecticut  
January 12, 2018



## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officers and directors of FactSet Research Systems Inc., a Delaware corporation (the "Corporation"), hereby constitute and appoint Maurizio Nicolelli and Rachel R. Stern and each of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority in said agents and attorneys-in-fact, and in any one or more of them, to sign for the undersigned and in their respective names as officers and as Directors of the Corporation, a registration statement on Form S-8 (or other appropriate form) (the "Registration Statement") relating to the proposed issuance of Common Stock, par value \$0.01, of the Corporation and other securities pursuant to the FactSet Research Systems Inc. Stock Option and Award Plan, as Amended and Restated and the FactSet Research Systems Inc. Non-Employee Directors' Stock Option and Award Plan, as Amended and Restated (or any and all amendments, including post-effective amendments, to such Registration Statement) and file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and with full power of substitution; hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 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/ F. PHILIP SNOW</u> F. Philip Snow	Chief Executive Officer, and Director (Principal Executive Officer)	January 12, 2018
<u>/s/ MAURIZIO NICOLELLI</u> Maurizio Nicolelli	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	January 12, 2018
<u>/s/ MATTHEW J. MCNULTY</u> Matthew J. McNulty	Vice President and Controller (Principal Accounting Officer)	January 12, 2018
<u>/s/ PHILIP A. HADLEY</u> Philip A. Hadley	Chairman and Director	January 12, 2018
<u>/s/ ROBIN A. ABRAMS</u> Robin A. Abrams	Director	January 12, 2018
<u>/s/ SCOTT A. BILLEADEAU</u> Scott A. Billeadeau	Director	January 12, 2018
<u>/s/ MALCOLM FRANK</u> Malcolm Frank	Director	January 12, 2018
<u>/s/ SHEILA B. JORDAN</u> Sheila B. Jordan	Director	January 12, 2018
<u>/s/ JAMES J. MCGONIGLE</u> James J. McGonigle	Director	January 12, 2018
<u>/s/ LAURIE SIEGEL</u> Laurie Siegel	Director	January 12, 2018
<u>/s/ JOSEPH R. ZIMMEL</u> Joseph R. Zimmer	Director	January 12, 2018