

FACTSET RESEARCH SYSTEMS INC

Form 8-K/A

December 30, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form 8-K/A**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): October 16, 2015**

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**FactSet Research Systems Inc.**

**(Exact name of Registrant as specified in its charter)**

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<b>Delaware</b>	<b>1-11869</b>	<b>13-3362547</b>
<b>(State or other jurisdiction of incorporation or organization)</b>	<b>(Commission File Number)</b>	<b>(I.R.S. Employer Identification Number)</b>

**601 Merritt 7**

**Norwalk, Connecticut 06851**

**(Address of principal executive offices)**

**(203) 810-1000**

**(Registrant's telephone number, including area code)**

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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))

*Explanatory Note:* FactSet Research Systems Inc. is filing this Current Report on Form 8-K/A in order to amend its Current Report on Form 8-K, filed on October 16, 2015, and incorporated herein by reference, to provide certain financial disclosures required by Item 9.01 with respect to the acquisition of the issued and outstanding membership interests of Portware, LLC.

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## Item 2.01 Completion of Acquisition or Disposition of Assets

On September 21, 2015, FactSet Research Systems Inc. (“FactSet” or the “Company”) agreed to acquire (the “Acquisition”) all of the issued and outstanding membership interests of Portware, LLC (“Portware”) pursuant to a Securities Purchase Agreement by and among FactSet, Long Ridge Equity Partners I, LP, Long Ridge Offshore Subsidiary Holdings, LLC, Portware Investors Parallel Holdings LLC, Portware, Long Ridge Portware Holdings, Inc. and the Individual Sellers (as defined therein).

On October 16, 2015, FactSet filed a Current Report on Form 8-K to report that it had completed the Acquisition for \$265 million in cash, less certain adjustments set forth in the Securities Purchase Agreement, including, among others, a customary working capital adjustment. In such Form 8-K, FactSet stated that it would file the financial statements of Portware and pro forma financial information required by Items 9.01(a) and (b) of Form 8-K, respectively, by amendment as permitted by such Items. The Company is filing this Form 8-K/A to provide such financial statements and pro forma financial information.

## Item 9.01 Financial Statements and Exhibits

Financial  
Statements  
(a) of Business  
Acquired

The unaudited condensed consolidated financial statements of Portware, LLC as of and for the eight months ended 1. August 31, 2015, and the related notes, are included as Exhibit 99.1 to this Current Report on Form 8-K/A and are incorporated herein by reference.

The audited consolidated financial statements of Portware, LLC as of and for the year ended December 31, 2014, 2. and the related notes, as required by Item 9.01(a) of Form 8-K are included as Exhibit 99.2 to this Current Report on Form 8-K/A and are incorporated herein by reference.

Pro Forma  
(b) Financial  
Information

The  
unaudited  
pro forma

condensed  
combined  
financial  
information,  
and related  
notes, as  
required by  
Item 9.01(b)  
of Form 8-K  
are included  
as Exhibit  
99.3 to this  
Current  
Report on  
Form 8-K/A  
and are  
incorporated  
herein by  
reference.

(c) Not  
applicable

(d) Exhibits

23.1 Consent of EisnerAmper LLP, Independent Auditors of Portware, LLC

99.1 Unaudited Condensed Consolidated Financial Statements of Portware, LLC as of and for the eight months ended  
August 31, 2015

99.2 Audited Consolidated Financial Statements of Portware, LLC as of and for the year ended December 31, 2014

99.3 Unaudited Pro Forma Condensed Combined Financial Information

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## 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)

Date:

December  
30, 2015

By: /s/ Maurizio Nicolelli

Maurizio Nicolelli  
Senior Vice President, Chief Financial Officer  
(Principal Financial Officer)

### Exhibit No. Description

23.1 Consent of  
EisnerAmper  
LLP,  
Independent  
Auditors of  
Portware,  
LLC

99.1 Unaudited  
Condensed  
Consolidated  
Financial  
Statements of  
Portware,  
LLC as of  
and for the  
eight months  
ended August  
31, 2015

99.2

Audited  
Consolidated  
Financial  
Statements of  
Portware,  
LLC as of  
and for the  
year ended  
December 31,  
2014

99.3

Unaudited  
Pro Forma  
Condensed  
Consolidated  
Financial  
Information