

Morningstar, Inc.
Form 8-K
May 22, 2018

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 18, 2018**

MORNINGSTAR, INC.

(Exact name of registrant as specified in its charter)

Illinois
(State or other jurisdiction
of incorporation)

000-51280
(Commission
File Number)

36-3297908
(I.R.S. Employer
Identification No.)

22 West Washington Street
Chicago, Illinois
(Address of principal executive offices)

60602
(Zip Code)

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(312) 696-6000

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

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.

Item 5.07. Submission of Matters to a Vote of Security Holders.

Morningstar, Inc. (Morningstar) held its Annual Shareholders Meeting on May 18, 2018, for the purpose of electing directors and ratifying the appointment of KPMG LLP (KPMG) as Morningstar's independent registered public accounting firm for 2018.

Each of the nominees for director, as listed in the proxy statement, was elected with the number of votes set forth below:

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------|------------------|----------------------|--------------------|-------------------------|
| Joe Mansueto | 39,412,513 | 232,674 | 1,429 | 1,489,226 |
| Kunal Kapoor | 39,339,712 | 245,250 | 1,654 | 1,489,226 |
| Robin Diamonte | 39,424,181 | 220,190 | 2,245 | 1,489,226 |
| Cheryl Francis | 39,403,012 | 241,499 | 2,105 | 1,489,226 |
| Steve Kaplan | 39,395,770 | 248,268 | 2,578 | 1,489,226 |
| Gail Landis | 39,416,134 | 228,220 | 2,262 | 1,489,226 |
| Bill Lyons | 39,343,584 | 300,819 | 2,213 | 1,489,226 |
| Jack Noonan | 39,399,743 | 244,610 | 2,263 | 1,489,226 |
| Caroline Tsay | 39,416,927 | 227,426 | 2,263 | 1,489,226 |
| Hugh Zentmyer | 39,420,029 | 224,226 | 2,361 | 1,489,226 |

The appointment of KPMG as Morningstar's independent registered public accounting firm for 2018 was ratified with the voting as follows:

| Votes For | Votes Against | Abstentions |
|------------------|----------------------|--------------------|
| 41,109,178 | 20,614 | 6,050 |

Item 8.01. Other Events.

On May 18, 2018, Morningstar issued a press release announcing that its Board of Directors has approved a quarterly cash dividend of 25 cents per share payable July 27, 2018 to shareholders of record as of July 6, 2018. A copy of the press release is filed as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

| Exhibit No. | Description |
|--------------------|--------------------|
|--------------------|--------------------|

99.1

Press Release dated May 18, 2018 regarding quarterly dividend.

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.

MORNINGSTAR, INC.

Date: May 22, 2018

| | |
|--------|-------------------------|
| By: | /s/ Jason Dubinsky |
| Name: | Jason Dubinsky |
| Title: | Chief Financial Officer |