

Morningstar, Inc.
Form 8-K
May 16, 2016

**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 13, 2016**

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

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(Address of principal executive offices)

60602

(Zip Code)

(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.07. Submission of Matters to a Vote of Security Holders.

Morningstar, Inc. (Morningstar) held its Annual Shareholders Meeting on May 13, 2016, for the purpose of electing directors, reapproving the performance measures included in the Morningstar, Inc. 2011 Stock Incentive Plan (Stock Plan), and ratifying the appointment of KPMG LLP (KPMG) as Morningstar's independent registered public accounting firm for 2016.

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 | 39,811,780 | 240,646 | 1,529 | 1,496,312 |
| Don Phillips | 39,872,105 | 180,461 | 1,389 | 1,496,312 |
| Robin Diamonte | 40,003,443 | 42,171 | 8,341 | 1,496,312 |
| Cheryl Francis | 39,846,699 | 199,124 | 8,132 | 1,496,312 |
| Steve Kaplan | 39,808,999 | 243,090 | 1,866 | 1,496,312 |
| Gail Landis | 39,928,094 | 117,681 | 8,180 | 1,496,312 |
| Bill Lyons | 39,913,226 | 131,984 | 8,745 | 1,496,312 |
| Jack Noonan | 39,852,103 | 199,041 | 2,811 | 1,496,312 |
| Paul Sturm | 39,773,459 | 271,761 | 8,735 | 1,496,312 |
| Hugh Zentmyer | 39,843,009 | 202,156 | 8,790 | 1,496,312 |

The reapproval of the performance measures included in the Stock Plan were approved with the voting as follows:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 39,814,981 | 226,093 | 12,881 | 1,496,312 |

The appointment of KPMG as Morningstar's independent registered public accounting firm for 2016 was ratified with the voting as follows:

| Votes For | Votes Against | Abstentions |
|------------------|----------------------|--------------------|
| 41,540,211 | 7,652 | 2,404 |

Item 8.01. Other Events.

On May 13, 2016, Morningstar issued a press release announcing that its Board of Directors has approved a quarterly cash dividend of 22 cents per share payable July 29, 2016 to shareholders of record as of July 8, 2016. 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 13, 2016 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 16, 2016

| | |
|--------|---------------------|
| By: | /s/ Heidi Miller |
| Name: | Heidi Miller |
| Title: | Corporate Secretary |