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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

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**FORM 10-Q**

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☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**FOR THE QUARTERLY PERIOD ENDED March 31, 2014**

**OR**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from            to**

**Commission File Number: 000-51280**

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**MORNINGSTAR, INC.**

(Exact Name of Registrant as Specified in its Charter)



**Illinois**

(State or Other Jurisdiction of  
Incorporation or Organization)

**36-3297908**

(I.R.S. Employer  
Identification Number)

**22 West Washington Street**

**Chicago, Illinois**

(Address of Principal Executive Offices)

**60602**

(Zip Code)

**(312) 696-6000**

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large accelerated filer ☒      Accelerated filer ☐      Non-accelerated filer ☐      Smaller reporting company ☐  
(Do not check if a smaller reporting company)

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of April 25, 2014 there were 44,734,223 shares of the Company's common stock, no par value, outstanding.

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**PART 1. FINANCIAL INFORMATION**  
**Item 1. Financial Statements**

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**Morningstar, Inc. and Subsidiaries**  
**Unaudited Condensed Consolidated Statements of Income**

(in thousands except per share amounts)	Three months ended March 31	
	2014	2013
Revenue	\$ 181,165	\$ 168,856
Operating expense (1):		
Cost of revenue	75,714	61,650
Sales and marketing	28,428	27,980
General and administrative	26,104	27,327
Depreciation and amortization	12,387	11,339
Total operating expense	142,633	128,296
Operating income	38,532	40,560
Non-operating income (expense):		
Interest income, net	585	741
Gain (loss) on sale of investments, reclassified from other comprehensive income	(24)	725
Other income (expense), net	304	(521)
Non-operating income, net	865	945
Income before income taxes and equity in net income of unconsolidated entities	39,397	41,505
Equity in net income of unconsolidated entities	599	497
Income tax expense	13,650	12,427
Consolidated net income	26,346	29,575
Net loss attributable to the noncontrolling interest	30	43
Net income attributable to Morningstar, Inc.	\$ 26,376	\$ 29,618
Net income per share attributable to Morningstar, Inc.:		
Basic	\$ 0.59	\$ 0.64
Diluted	\$ 0.58	\$ 0.63
Dividends per common share:		
Dividends declared per common share	\$ 0.17	\$ 0.125
Dividends paid per common share	\$ 0.17	\$ —
Weighted average shares outstanding:		
Basic	44,777	46,406
Diluted	45,093	46,814

Three months ended March 31

2014

2013

(1) Includes stock-based compensation expense of:		
Cost of revenue	\$ 1,762	\$ 1,701
Sales and marketing	497	512
General and administrative	1,680	1,570
Total stock-based compensation expense	<u>\$ 3,939</u>	<u>\$ 3,783</u>

See notes to unaudited condensed consolidated financial statements.

**Morningstar, Inc. and Subsidiaries**  
**Unaudited Condensed Consolidated Statements of Comprehensive Income**

(in thousands)	Three months ended March 31	
	2014	2013
Consolidated net income	\$ 26,346	\$ 29,575
Other comprehensive income (loss):		
Foreign currency translation adjustment	2,472	(9,071)
Unrealized gains on securities, net of tax:		
Unrealized holding gains arising during period	116	1,166
Reclassification of (gains) losses included in net income	15	(463)
Other comprehensive income (loss)	2,603	(8,368)
Comprehensive income	28,949	21,207
Comprehensive loss attributable to noncontrolling interest	5	142
Comprehensive income attributable to Morningstar, Inc.	\$ 28,954	\$ 21,349

See notes to unaudited condensed consolidated financial statements.

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**Morningstar, Inc. and Subsidiaries**  
**Unaudited Condensed Consolidated Balance Sheets**



	As of March 31	As of December 31
(in thousands except share amounts)	2014	2013
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 204,633	\$ 168,160
Investments	59,340	130,407
Accounts receivable, less allowance of \$827 and \$1,089, respectively	131,464	114,131
Deferred tax asset, net	4,381	3,892
Income tax receivable, net	—	3,942
Other current assets	25,124	26,361
Total current assets	424,942	446,893
Property, equipment, and capitalized software, less accumulated depreciation and amortization of \$112,797 and \$106,166, respectively	107,438	104,986
Investments in unconsolidated entities	39,176	38,714
Goodwill	327,936	326,450
Intangible assets, net	98,947	103,909
Other assets	8,978	9,716
Total assets	\$ 1,007,417	\$ 1,030,668
<b>Liabilities and equity</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 39,790	\$ 42,131
Accrued compensation	41,718	71,403
Deferred revenue	159,591	149,225
Other current liabilities	6,758	6,786
Total current liabilities	247,857	269,545
Accrued compensation	7,495	8,193
Deferred tax liability, net	21,743	23,755
Deferred rent	23,541	23,938
Other long-term liabilities	10,064	13,947
Total liabilities	310,700	339,378
<b>Equity:</b>		
Morningstar, Inc. shareholders' equity:		
Common stock, no par value, 200,000,000 shares authorized, of which 44,732,223 and 44,967,423 shares were outstanding as of March 31, 2014 and December 31, 2013, respectively	5	5
Treasury stock at cost, 7,485,203 shares as of March 31, 2014 and 7,202,896 shares as of December 31, 2013	(470,751)	(449,054)
Additional paid-in capital	545,358	539,507
Retained earnings	613,326	594,626
Accumulated other comprehensive income:		
Currency translation adjustment	7,056	4,609
Unrealized gain on available-for-sale investments	695	564
Total accumulated other comprehensive income	7,751	5,173
Total Morningstar, Inc. shareholders' equity	695,689	690,257
Noncontrolling interest	1,028	1,033
Total equity	696,717	691,290
Total liabilities and equity	\$ 1,007,417	\$ 1,030,668

See notes to unaudited condensed consolidated financial statements.

**Morningstar, Inc. and Subsidiaries**  
**Unaudited Condensed Consolidated Statement of Equity**  
**For the three months ended March 31, 2014**

<b>Morningstar, Inc. Shareholders' Equity</b>									
(in thousands, except share amounts)	<b>Common Stock</b>		<b>Treasury Stock</b>	<b>Additional Paid-in Capital</b>	<b>Retained Earnings</b>	<b>Accumulated Other Comprehensive Income (Loss)</b>	<b>Non Controlling Interests</b>	<b>Total Equity</b>	
	<b>Shares Outstanding</b>	<b>Par Value</b>							
<b>Balance as of December 31, 2013</b>	44,967,423	\$ 5	\$ (449,054)	\$ 539,507	\$ 594,626	\$ 5,173	\$ 1,033	\$ 691,290	
Net income (loss)		—	—	—	26,376	—	(30)	26,346	
Other comprehensive income (loss):									
Unrealized gain on available-for-sale investments, net of income tax of \$54		—	—	—	—	116	—	116	
Reclassification of adjustments for losses included in net income, net of income tax of \$9		—	—	—	—	15	—	15	
Foreign currency translation adjustment, net		—	—	—	—	2,447	25	2,472	
Other comprehensive loss, net		—	—	—	—	2,578	25	2,603	
Issuance of common stock related to stock-option exercises and vesting of restricted stock units, net	47,107	—	—	1,271	—	—	—	1,271	
Stock-based compensation — restricted stock units		—	—	3,692	—	—	—	3,692	
Stock-based compensation — restricted stock		—	—	97	—	—	—	97	
Stock-based compensation — performance share awards		—	—	27	—	—	—	27	
Stock-based compensation — stock-options		—	—	123	—	—	—	123	
Excess tax benefit derived from stock-option exercises and vesting of restricted stock units		—	—	573	—	—	—	573	
Common shares repurchased	(282,307)	—	(21,697)	—	—	—	—	(21,697)	
Dividends declared — common shares outstanding		—	—	—	(7,606)	—	—	(7,606)	
Dividends declared — restricted stock units		—	—	68	(70)	—	—	(2)	
<b>Balance as of March 31, 2014</b>	<b>44,732,223</b>	<b>\$ 5</b>	<b>\$ (470,751)</b>	<b>\$ 545,358</b>	<b>\$ 613,326</b>	<b>\$ 7,751</b>	<b>\$ 1,028</b>	<b>\$ 696,717</b>	

See notes to unaudited condensed consolidated financial statements.

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**Morningstar, Inc. and Subsidiaries**  
**Unaudited Condensed Consolidated Statements of Cash Flows**

(in thousands)	Three months ended March 31	
	2014	2013
<b>Operating activities</b>		
Consolidated net income	\$ 26,346	\$ 29,575
Adjustments to reconcile consolidated net income to net cash flows from operating activities:		
Depreciation and amortization	12,387	11,339
Deferred income taxes	(2,338)	(2,934)
Stock-based compensation expense	3,939	3,783
Provision for bad debts	(295)	175
Equity in net income of unconsolidated entities	(599)	(497)
Excess tax benefits from stock-option exercises and vesting of restricted stock units	(573)	(1,587)
Other, net	(243)	(632)
Changes in operating assets and liabilities, net of effects of acquisitions:		
Accounts receivable	(16,807)	(5,906)
Other assets	(3,301)	(6,575)
Accounts payable and accrued liabilities	4,539	400
Accrued compensation	(27,378)	(31,812)
Income taxes—current	7,221	14,487
Deferred revenue	10,151	17,769
Deferred rent	(506)	(461)
Other liabilities	(659)	(451)
Cash provided by operating activities	11,884	26,673
<b>Investing activities</b>		
Purchases of investments	(1,697)	(3,694)
Proceeds from maturities and sales of investments	73,712	61,152
Capital expenditures	(20,793)	(9,118)
Other, net	260	892
Cash provided by investing activities	51,482	49,232
<b>Financing activities</b>		
Proceeds from stock-option exercises	1,278	2,088
Employee taxes withheld for restricted stock units	(7)	(82)
Excess tax benefits from stock-option exercises and vesting of restricted stock units	573	1,587
Common shares repurchased	(21,697)	(15,240)
Dividends paid	(7,644)	—
Other, net	(5)	(3)
Cash used for financing activities	(27,502)	(11,650)
Effect of exchange rate changes on cash and cash equivalents	609	(3,252)
Net increase in cash and cash equivalents	36,473	61,003
Cash and cash equivalents—beginning of period	168,160	163,889
Cash and cash equivalents—end of period	\$ 204,633	\$ 224,892
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid for income taxes	\$ 8,785	\$ 627

**Supplemental information of non-cash investing and financing activities:**

Unrealized gain on available-for-sale investments	\$	193	\$	1,102
Equipment obtained under long-term financing arrangement	\$	—	\$	4,860

See notes to unaudited condensed consolidated financial statements.

**MORNINGSTAR, INC. AND SUBSIDIARIES**  
**NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS****1 . Basis of Presentation of Interim Financial Information**

The accompanying condensed consolidated financial statements of Morningstar, Inc. and subsidiaries (Morningstar, we, our, the Company) have been prepared to conform to the rules and regulations of the Securities and Exchange Commission (SEC). The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenue, and expenses. Actual results could differ from those estimates. In the opinion of management, the statements reflect all adjustments, which are of a normal recurring nature, necessary to present fairly our financial position, results of operations, equity, and cash flows. These financial statements and notes are unaudited and should be read in conjunction with our Audited Consolidated Financial Statements and Notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on February 28, 2014.

Certain prior period amounts have been reclassified to conform to our current period's presentation. We now include development expense in the cost of revenue category. We have reclassified development expense to include it in cost of revenue for all periods presented. We previously reported development expense as a separate operating expense category.

Separately, as a result of our recent reorganization (including new positions created, changes in focus for some existing roles, and the refinement of employee cost categorizations as we moved to a more centralized structure), approximately 180 net positions shifted from the general and administrative and sales and marketing categories to cost of revenue. For the first three months of 2014 as compared with the same period in 2013, changes related to our more centralized organizational structure added approximately \$7 million of compensation expense to cost of revenue, and reduced the compensation expense in our sales and marketing and general and administrative expense categories by approximately \$4 million and \$3 million, respectively. These changes did not affect our total operating expense or operating income for any of the periods presented.

The acronyms that appear in the Notes to our Unaudited Condensed Consolidated Financial Statements refer to the following:

ASC: Accounting Standards Codification  
ASU: Accounting Standards Update  
FASB: Financial Accounting Standards Board

**2 . Correction**

In 2014, we identified and corrected an immaterial classification error related to the current and long-term balance for deferred rent included on our Consolidated Balance Sheets as of December 31, 2013. The correcting entries had the effect of decreasing accounts payable and accrued liabilities by \$10.7 million and increasing deferred rent (long-term) by the same amount. The financial statements have been corrected to reduce the current balance and increase the long-term balance as shown in the table below:

(\$000)	As of December 31, 2013		
	Previously Reported	Correction	As Corrected
Accounts payable and accrued liabilities	\$ 52,877	\$ (10,746)	\$ 42,131
Deferred rent	\$ 13,192	\$ 10,746	\$ 23,938

### **3 . Summary of Significant Accounting Policies**

We discuss our significant accounting policies in Note 2 of our Audited Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2013 , filed with the SEC on February 28, 2014 .

In addition, effective January 1, 2014, we adopted FASB ASU No. 2013-05, *Foreign Currency Matters (Topic 830): Parent's Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or an Investment in a Foreign Entity (a consensus of the FASB Emerging Issues Task Force)*. ASU No. 2013-05 specifies that when a reporting entity (parent) ceases to have a controlling financial interest in a subsidiary or group of assets that is a business within a foreign entity, the parent is required to apply the guidance in Subtopic 830-30 to release any related cumulative translation adjustment into net income. Accordingly, the cumulative translation adjustment should be released into net income only if the sale or transfer results in the complete or substantially complete liquidation of the foreign entity in which the subsidiary or group of assets had resided. Additionally, the amendments in this update clarify that the sale of an investment in a foreign entity includes both (1) events that result in the loss of a controlling financial interest in a foreign entity and (2) events that results in an acquirer obtaining control of an acquiree in which it held an equity interest immediately before the acquisition date (sometimes referred to as a step acquisition). The currency translation adjustment should be released into net income upon the occurrence of those events. The adoption of ASU No. 2013-05 did not have a material effect on our consolidated financial statements.

We also adopted FASB ASU No. 2013-11, *Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists* (a consensus of the FASB Emerging Issues Task Force), effective January 1, 2014. This update requires an entity to present an unrecognized tax benefit as a reduction of a deferred tax asset for a net operating loss (NOL) carryforward, or similar tax loss or tax credit carryforward, rather than as a liability when (1) the uncertain tax position would reduce the NOL or other carryforward under the tax law of the applicable jurisdiction and (2) the entity intends to use the deferred tax asset for that purpose. The update does not require new recurring disclosures. The adoption of ASU No. 2013-11 did not have a material effect on our consolidated financial statements.

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### 4 . Goodwill and Other Intangible Assets

#### Goodwill

The following table shows the changes in our goodwill balances from December 31, 2013 to March 31, 2014 :

	(\$000)
Balance as of December 31, 2013	\$ 326,450
Foreign currency translation	1,486
Balance as of March 31, 2014	\$ 327,936

We did not record any impairment losses in the first three months of 2014 or 2013 . We perform our annual impairment reviews in the fourth quarter.

#### Intangible Assets

The following table summarizes our intangible assets:

	As of March 31, 2014					As of December 31, 2013			
(\$000)	Gross	Accumulated Amortization	Net	Weighted Average Useful Life (years)		Gross	Accumulated Amortization	Net	Weighted Average Useful Life (years)
Intellectual property	\$ 29,778	\$ (23,973)	\$ 5,805	9		\$ 29,477	\$ (23,128)	\$ 6,349	9
Customer-related assets	141,991	(77,361)	64,630	12		141,833	(74,311)	67,522	12
Supplier relationships	240	(111)	129	20		240	(108)	132	20
Technology-based assets	80,870	(52,567)	28,303	9		80,489	(50,673)	29,816	9
Non-competition agreement	1,686	(1,606)	80	4		1,661	(1,571)	90	4
Total intangible assets	<u>\$ 254,565</u>	<u>\$ (155,618)</u>	<u>\$ 98,947</u>	10		<u>\$ 253,700</u>	<u>\$ (149,791)</u>	<u>\$ 103,909</u>	10

The following table summarizes our amortization expense related to intangible assets:

	Three months ended March 31	
(\$000)	2014	2013
Amortization expense	\$ 5,142	\$ 5,625

We amortize intangible assets using the straight-line method over their expected economic useful lives.

We expect intangible amortization expense for 2014 and subsequent years as follows:

	(\$000)
2014	\$ 20,547
2015	19,719
2016	15,145
2017	10,577
2018	8,574
2019	7,386

Our estimates of future amortization expense for intangible assets may be affected by additional acquisitions, divestitures, changes in the estimated average useful life, and currency translations.





## 5 . Income Per Share

The following table shows how we reconcile our net income and the number of shares used in computing basic and diluted income per share:

(in thousands, except per share amounts)	Three months ended March 31	
	2014	2013
<b>Basic net income per share attributable to Morningstar, Inc.:</b>		
Net income attributable to Morningstar, Inc.:	\$ 26,376	\$ 29,618
Less: Distributed earnings available to participating securities	(3)	(15)
Less: Undistributed earnings available to participating securities	(7)	(13)
Numerator for basic net income per share — undistributed and distributed earnings available to common shareholders	<u>\$ 26,366</u>	<u>\$ 29,590</u>
Weighted average common shares outstanding	44,777	46,406
Basic net income per share attributable to Morningstar, Inc.	\$ 0.59	\$ 0.64
<b>Diluted net income per share attributable to Morningstar, Inc.:</b>		
Numerator for basic net income per share — undistributed and distributed earnings available to common shareholders	\$ 26,366	\$ 29,590
Add: Undistributed earnings allocated to participating securities	7	13
Less: Undistributed earnings reallocated to participating securities	(7)	(13)
Numerator for diluted net income per share — undistributed and distributed earnings available to common shareholders	<u>\$ 26,366</u>	<u>\$ 29,590</u>
Weighted average common shares outstanding	44,777	46,406
Net effect of dilutive stock options and restricted stock units	316	408
Weighted average common shares outstanding for computing diluted income per share	<u>45,093</u>	<u>46,814</u>
Diluted net income per share attributable to Morningstar, Inc.	\$ 0.58	\$ 0.63

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The following table shows the number of weighted average stock options, restricted stock units, performance share awards, and restricted stock excluded from our calculation of diluted earnings per share because their inclusion would have been anti-dilutive:

(in thousands)	Three months ended March 31	
	2014	2013
Weighted average stock options	—	—
Weighted average restricted stock units	6	9
Weighted average performance share awards	9	—
Weighted average restricted stock	—	—
Total	15	9

These restricted stock units and performance share awards could be included in the calculation in the future.

## 6 . Segment, Enterprise-Wide, and Geographical Area Information

### *Segment Information*

Beginning with the third quarter of 2013, we revised our segment structure to reflect our shift to a more centralized organizational structure. We now report our results in a single reportable segment, which reflects how our chief operating decision maker allocates resources and evaluates our financial results.

Because we have one reportable segment, all required financial segment information can be found directly in the Unaudited Condensed Consolidated Financial Statements.

The accounting policies for our single reportable segment are the same as those described in “Note 2. Summary of Significant Accounting Policies” included in our Annual Report on Form 10-K for the year ended December 31, 2013. We evaluate the performance of our reporting segment based on revenue and operating income.

### *Products and Services Information*

We derive revenue from two product groups. The investment information product group includes all of our data, software, and research products and services. These products are typically sold through subscriptions or license agreements. The investment management product group includes all of our asset management operations, which earn the majority of their revenue from asset-based fees. The table below summarizes our revenue by product group:

### External revenue by product group

(\$000)	Three months ended March 31	
	2014	2013
Investment information	\$ 141,270	\$ 135,085
Investment management	39,895	33,771
Consolidated revenue	\$ 181,165	\$ 168,856

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### Geographical Area Information

The tables below summarize our revenue and long-lived assets by geographical area:

#### External revenue by geographical area

(\$000)	Three months ended March 31	
	2014	2013
United States	\$ 129,952	\$ 121,413
United Kingdom	15,338	13,153
Continental Europe	15,626	13,167
Australia	8,168	9,352
Canada	7,667	7,736
Asia	3,709	3,424
Other	705	611
Total International	51,213	47,443
Consolidated revenue	<u>\$ 181,165</u>	<u>\$ 168,856</u>

#### Long-lived assets by geographical area

(\$000)	As of March 31	As of December 31
	2014	2013
United States	\$ 88,154	\$ 84,321
United Kingdom	6,552	6,873
Continental Europe	1,666	1,873
Australia	1,005	1,051
Canada	1,101	1,275
Asia	8,854	9,479
Other	106	114
Total International	19,284	20,665
Consolidated property, equipment, and capitalized software, net	<u>\$ 107,438</u>	<u>\$ 104,986</u>

## 7 . Investments and Fair Value Measurements

We account for our investments in accordance with FASB ASC 320, *Investments—Debt and Equity Securities*. We classify our investments in three categories: available-for-sale, held-to-maturity, and trading. We monitor the concentration, diversification, maturity, and liquidity of our investment portfolio, which is primarily invested in fixed-income securities, and classify our investment portfolio as shown below:

(\$000)	As of March 31		As of December 31	
	2014		2013	
Available-for-sale	\$	22,975	\$	91,461
Held-to-maturity		28,448		31,214
Trading securities		7,917		7,732
Total	\$	59,340	\$	130,407

The following table shows the cost, unrealized gains (losses), and fair values related to investments classified as available-for-sale and held-to-maturity:

(\$000)	As of March 31, 2014				As of December 31, 2013			
	Cost	Unrealized Gain	Unrealized Loss	Fair Value	Cost	Unrealized Gain	Unrealized Loss	Fair Value
Available-for-sale:								
Government obligations	\$ 5,652	\$ 6	\$ —	\$ 5,658	\$ 19,693	\$ 8	\$ (3)	\$ 19,698
Corporate bonds	5,206	5	—	5,211	49,913	22	(124)	49,811
Foreign obligations	—	—	—	—	505	—	(2)	503
Commercial paper	—	—	—	—	9,482	7	—	9,489
Equity securities and exchange-traded funds	8,916	1,068	(123)	9,861	8,872	1,011	(141)	9,742
Mutual funds	2,106	233	(94)	2,245	2,095	221	(98)	2,218
Total	\$ 21,880	\$ 1,312	\$ (217)	\$ 22,975	\$ 90,560	\$ 1,269	\$ (368)	\$ 91,461
Held-to-maturity:								
Certificates of deposit	\$ 28,448	\$ —	\$ —	\$ 28,448	\$ 31,214	\$ —	\$ —	\$ 31,214

As of March 31, 2014 and December 31, 2013, investments with unrealized losses for greater than a 12-month period were not material to the Condensed Consolidated Balance Sheets and were not deemed to have other than temporary declines in value.

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The table below shows the cost and fair value of investments classified as available-for-sale and held-to-maturity based on their contractual maturities as of March 31, 2014 and December 31, 2013. The expected maturities of certain fixed-income securities may differ from their contractual maturities because some of these holdings have call features that allow the issuers the right to prepay obligations without penalties.

(\$000)	As of March 31, 2014		As of December 31, 2013	
	Cost	Fair Value	Cost	Fair Value
<b>Available-for-sale:</b>				
Due in one year or less	\$ 9,855	\$ 9,864	\$ 45,486	\$ 45,402
Due in one to two years	1,003	1,005	34,107	34,099
Equity securities, exchange-traded funds, and mutual funds	11,022	12,106	10,967	11,960
<b>Total</b>	<b>\$ 21,880</b>	<b>\$ 22,975</b>	<b>\$ 90,560</b>	<b>\$ 91,461</b>
<b>Held-to-maturity:</b>				
Due in one year or less	\$ 28,443	\$ 28,443	\$ 31,210	\$ 31,210
Due in one to three years	5	5	4	4
<b>Total</b>	<b>\$ 28,448</b>	<b>\$ 28,448</b>	<b>\$ 31,214</b>	<b>\$ 31,214</b>

As of March 31, 2014 and December 31, 2013, held-to-maturity investments included a \$1,500,000 certificate of deposit held primarily as collateral against bank guarantees for our office leases, primarily in Australia.

The following table shows the realized gains and losses arising from sales of our investments classified as available-for-sale recorded in our Condensed Consolidated Statements of Income:

(\$000)	Three months ended March 31	
	2014	2013
Realized gains	\$ 161	\$ 1,564
Realized losses	(185)	(839)
<b>Realized gains (losses), net</b>	<b>\$ (24)</b>	<b>\$ 725</b>

We determine realized gains and losses using the specific identification method.

The following table shows the net unrealized gains on trading securities as recorded in our Condensed Consolidated Statements of Income:

(\$000)	Three months ended March 31	
	2014	2013
<b>Unrealized gains, net</b>	<b>\$ 69</b>	<b>\$ 318</b>

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The fair value of our assets subject to fair value measurements and that are measured at fair value on a recurring basis using the fair value hierarchy and the necessary disclosures under FASB ASC 820, *Fair Value Measurement*, are as follows:

	Fair Value as of	Fair Value Measurements as of March 31, 2014 Using Fair Value Hierarchy			
(\$000)	March 31, 2014	Level 1		Level 2	Level 3
Available-for-sale investments:					
Government obligations	\$ 5,658	\$ —	\$ 5,658	\$ —	
Corporate bonds	5,211	—	5,211	—	
Foreign obligations	—	—	—	—	
Commercial paper	—	—	—	—	
Equity securities and exchange-traded funds	9,861	9,861	—	—	
Mutual funds	2,245	2,245	—	—	
Trading securities	7,917	7,917	—	—	
Cash equivalents	643	643	—	—	
Total	\$ 31,535	\$ 20,666	\$ 10,869	\$ —	

	Fair Value as of	Fair Value Measurements as of December 31, 2013 Using Fair Value Hierarchy			
(\$000)	December 31, 2013	Level 1		Level 2	Level 3
Available-for-sale investments:					
Government obligations	\$ 19,698	\$ —	\$ 19,698	\$ —	
Corporate bonds	49,811	—	49,811	—	
Foreign obligations	503	—	503	—	
Commercial paper	9,489	—	9,489	—	
Equity securities and exchange-traded funds	9,742	9,742	—	—	
Mutual funds	2,218	2,218	—	—	
Trading securities	7,732	7,732	—	—	
Cash equivalents	925	925	—	—	
Total	\$ 100,118	\$ 20,617	\$ 79,501	\$ —	

- Level 1: Valuations based on quoted prices in active markets for identical assets or liabilities that we have the ability to access.
- Level 2: Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.
- Level 3: Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

Based on our analysis of the nature and risks of our investments in equity securities and mutual funds, we have determined that presenting each of these investment categories in the aggregate is appropriate.

We measure the fair value of money market funds, mutual funds, equity securities, and exchange-traded funds based on quoted prices in active markets for identical assets or liabilities. All other financial instruments were valued either based on recent trades of securities in inactive markets or based on quoted market prices of similar instruments and other significant inputs derived from observable market data. We did not hold any securities categorized as Level 3 as of March 31, 2014 and December 31, 2013.

## 8 . Investments in Unconsolidated Entities

Our investments in unconsolidated entities consist primarily of the following:

	As of March 31	As of December 31
(\$000)	2014	2013
Investment in MJKK	\$ 22,543	\$ 21,782
Other equity method investments	6,008	6,166
Investments accounted for using the cost method	10,625	10,766
Total investments in unconsolidated entities	\$ 39,176	\$ 38,714

*Morningstar Japan K.K.* Morningstar Japan K.K. (MJKK) develops and markets products and services customized for the Japanese market. MJKK's shares are traded on the Tokyo Stock Exchange under the ticker 47650. We account for our investment in MJKK using the equity method. The following table summarizes our ownership percentage in MJKK and the market value of this investment based on MJKK's publicly quoted share price:

	As of March 31	As of December 31
	2014	2013
Morningstar's approximate ownership of MJKK	34%	34%

Approximate market value of Morningstar's ownership in MJKK:

Japanese yen (¥000)	¥ 8,833,406	¥ 9,824,068
Equivalent U.S. dollars (\$000)	\$ 85,949	\$ 94,999

*Other Equity Method Investments* . As of March 31, 2014 and December 31, 2013 , other equity method investments consist of our investment in Inquiry Financial Europe AB (Inquiry Financial) and YCharts, Inc. (YCharts). Inquiry Financial is a provider of sell-side consensus estimate data. Our ownership interest in Inquiry Financial was approximately 34% as of March 31, 2014 and December 31, 2013 . YCharts is a technology company that provides stock research and analysis. Our ownership interest in YCharts was approximately 22% as of March 31, 2014 and December 31, 2013 .

We did not record any impairment losses on our equity method investments in the first three months of 2014 or 2013 .

*Cost Method Investments* . As of March 31, 2014 and December 31, 2013 , our cost method investments consist of minority investments in HelloWallet LLC (HelloWallet) and Pitchbook Data, Inc. (Pitchbook). HelloWallet is a provider of personalized financial guidance to employees of *Fortune* 1000 companies. Pitchbook offers detailed data and information about private equity transactions, investors, companies, limited partners, and service providers.

We did not record any impairment losses on our cost method investments in the first three months of 2014 or 2013 .

## 9 . Stock-Based Compensation

### *Stock-Based Compensation Plans*

Our shareholders approved the Morningstar 2011 Stock Incentive Plan (the 2011 Plan) on May 17, 2011. As of that date, we stopped granting awards under the Morningstar 2004 Stock Incentive Plan (the 2004 Plan). The 2004 Plan amended and restated the Morningstar 1993 Stock Option Plan, the Morningstar 2000 Stock Option Plan, and the Morningstar 2001 Stock Option Plan.

The 2011 Plan provides for a variety of stock-based awards, including, among other things, stock options, performance share awards, restricted stock units, and restricted stock. We granted stock options, restricted stock units, and restricted stock under the 2004 Plan.

All of our employees and our non-employee directors are eligible for awards under the 2011 Plan.

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Grants awarded under the 2011 Plan or the 2004 Plan that are forfeited, canceled, settled, or otherwise terminated without a distribution of shares, or shares withheld by us in connection with the exercise of options, will be available for awards under the 2011 Plan. Any shares subject to awards under the 2011 Plan, but not under the 2004 Plan, that are withheld by us in connection with the payment of any required income tax withholding will be available for awards under the 2011 Plan.

The following table summarizes the number of shares available for future grants under our 2011 Plan:

		As of March 31
(in thousands)		2014
Shares available for future grants		4,483

### Accounting for Stock-Based Compensation Awards

The following table summarizes our stock-based compensation expense and the related income tax benefit we recorded:

(\$000)	Three months ended March 31	
	2014	2013
Restricted stock units	\$ 3,692	\$ 3,563
Restricted stock	97	97
Performance share awards	27	—
Stock options	123	123
Total stock-based compensation expense	<u>\$ 3,939</u>	<u>\$ 3,783</u>
Income tax benefit related to the stock-based compensation expense	\$ 1,079	\$ 1,030

The following table summarizes the amount of unrecognized stock-based compensation expense as of March 31, 2014 and the expected number of months over which the expense will be recognized:

	Unrecognized stock-based compensation expense (\$000)	Expected amortization period (months)
Restricted stock units	\$ 27,487	31
Restricted stock	420	13
Performance share awards	1,890	33
Stock options	462	14
Total unrecognized stock-based compensation expense	<u>\$ 30,259</u>	31

In accordance with FASB ASC 718, *Compensation—Stock Compensation*, we estimate forfeitures of employee stock-based awards and recognize compensation cost only for those awards expected to vest. Our largest annual equity grants typically have vesting dates in the second quarter. We adjust the stock-based compensation expense annually in the third quarter to reflect those awards that ultimately vested and update our estimate of the forfeiture rate that will be applied to awards not yet vested.

### Restricted Stock Units

Restricted stock units represent the right to receive a share of Morningstar common stock when that unit vests. Restricted stock units to employees vest ratably over a four-year period. Restricted stock units granted to non-employee directors vest ratably over a three-year period. For restricted stock units granted through December 31, 2008, employees could elect to defer receipt of the Morningstar common stock issued upon vesting of the restricted stock unit.



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We measure the fair value of our restricted stock units on the date of grant based on the closing market price of the underlying common stock on the day prior to the grant. We amortize that value to stock-based compensation expense, net of estimated forfeitures, ratably over the vesting period.

The following table summarizes restricted stock unit activity during the first three months of 2014 :

Restricted Stock Units (RSUs)	Unvested	Vested but Deferred	Total	Weighted Average Grant Date Value per RSU
RSUs outstanding—December 31, 2013	680,002	16,682	696,684	\$ 62.02
Granted	—	—	—	—
Dividend equivalents	885	37	922	57.49
Vested	(256)	—	(256)	53.31
Vested but deferred	—	—	—	—
Issued	—	—	—	—
Forfeited	(6,893)	—	(6,893)	61.66
RSUs outstanding—March 31, 2014	<u>673,738</u>	<u>16,719</u>	<u>690,457</u>	\$ 62.04

### *Restricted Stock*

In conjunction with our acquisition of Realpoint LLC in May 2010, we issued 199,174 shares of restricted stock to the selling employee-shareholders under the 2004 Stock Incentive Plan. The restricted stock vests ratably over a five-year period from the acquisition date and may be subject to forfeiture if the holder terminates his or her employment during the vesting period.

Because of the terms of the restricted stock agreements prepared in conjunction with the Realpoint acquisition, we account for the grant of restricted stock as stock-based compensation expense and not as part of the acquisition consideration.

We measured the fair value of the restricted stock on the date of grant based on the closing market price of our common stock on the day prior to the grant. We amortize the fair value of \$9,363,000 to stock-based compensation expense over the vesting period. We have assumed that all of the remaining restricted stock will ultimately vest, and therefore have not incorporated a forfeiture rate for purposes of determining the stock-based compensation expense.

### *Performance Share Awards*

In 2014, executive officers were granted performance share awards pursuant to which each executive becomes entitled to a number of shares of Morningstar common stock equal to the number of notional performance shares that become vested. Each award specifies a number of performance shares that will vest if pre-established target performance goals are attained. The number of performance shares that actually vest may be more or less than the specified number of performance shares to the extent Morningstar exceeds or fails to achieve, respectively, the target performance goals over a three-year performance period.

The performance conditions are not considered in the determination of the grant date fair value for these awards. We measure the fair value of our performance share awards on the date of grant based on the closing market price of the underlying common stock on the day prior to the grant date. We amortize that value to stock-based compensation expense, based on the satisfaction of the performance condition that is most likely to be satisfied over the three-year service period ratably over the vesting period.

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Information as of March 31, 2014 regarding the Company's target performance share awards granted and shares that would be issued at current performance levels for performance share awards granted during the first three months of 2014 is as follows:

	As of March 31, 2014	
Target performance share awards granted		23,685
Fair value (1)	\$	80.91
Number of shares that would be issued based on current performance levels		23,685
Unamortized expense, based on current performance levels	\$	1,890,000

(1) Represents the closing market price of Morningstar's stock on March 14, 2014, which is the last closing price prior to the grant date.

### Stock Options

Stock options granted to employees vest ratably over a four-year period. Grants to our non-employee directors vest ratably over a three-year period. All grants expire 10 years after the date of grant. Almost all of the options granted under the 2004 Stock Incentive Plan have a premium feature in which the exercise price increases over the term of the option at a rate equal to the 10-year Treasury bond yield as of the date of grant. Options granted under the 2011 Plan have an exercise price equal to the fair market value on the grant date.

The following tables summarize stock option activity in the first three months of 2014 for our various stock option grants. The first table includes activity for options granted at an exercise price below the fair value per share of our common stock on the grant date; the second table includes activity for all other option grants.

Options Granted At an Exercise Price Below the Fair Value Per Share on the Grant Date	Underlying Shares	Weighted Average Exercise Price
Options outstanding—December 31, 2013	179,559	\$ 21.47
Granted	—	—
Canceled	—	—
Exercised	(11,731)	21.46
Options outstanding—March 31, 2014	167,828	21.68

Options exercisable—March 31, 2014	167,828	\$ 21.68
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All Other Option Grants, Excluding Activity Shown Above	Underlying Shares	Weighted Average Exercise Price
Options outstanding—December 31, 2013	253,972	\$ 36.48
Granted	—	—
Canceled	—	—
Exercised	(35,213)	29.22
Options outstanding—March 31, 2014	218,759	37.85

Options exercisable—March 31, 2014	184,236	\$ 34.18
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The following table summarizes the total intrinsic value (difference between the market value of our stock on the date of exercise and the exercise price of the option) of options exercised:

(\$000)	Three months ended March 31	
	2014	2013
Intrinsic value of options exercised	\$ 2,526	\$ 5,588

The table below shows additional information for options outstanding and exercisable as of March 31, 2014 :

Range of Exercise Prices	Options Outstanding				Options Exercisable			
	Number of Options	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Aggregate Intrinsic Value (\$000)	Exercisable Shares	Weighted Average Remaining Contractual Life (years)	Weighted Average Exercise Price	Aggregate Intrinsic Value (\$000)
\$21.61 - \$26.68	303,106	0.87	\$ 23.91	\$ 16,704	303,106	0.87	\$ 23.91	\$ 16,704
\$39.31 - \$49.38	11,806	1.61	46.86	380	11,806	1.61	46.86	380
\$57.28 - \$59.35	71,675	7.27	57.46	1,545	37,152	7.27	57.45	741
\$21.61 - \$59.35	386,587	2.08	\$ 30.83	\$ 18,629	352,064	1.57	\$ 28.22	\$ 17,825
<b>Vested or Expected to Vest</b>								
\$21.61 - \$59.35	386,587	2.08	\$ 30.83	\$ 18,629				

The aggregate intrinsic value in the table above represents the total pretax intrinsic value all option holders would have received if they had exercised all outstanding options on March 31, 2014 . The intrinsic value is based on our closing stock price of \$79.02 on that date.

### Excess Tax Benefits Related to Stock-Based Compensation

FASB ASC 718, *Compensation—Stock Compensation*, requires that we classify the cash flows that result from excess tax benefits as financing cash flows. Excess tax benefits correspond to the portion of the tax deduction taken on our income tax return that exceeds the amount of tax benefit related to the compensation cost recognized in our Condensed Consolidated Statements of Income. The following table summarizes our excess tax benefits:

(\$000)	Three months ended March 31	
	2014	2013
Excess tax benefits related to stock-based compensation	\$ 573	\$ 1,587

## 10 . Income Taxes

### Effective Tax Rate

The following table shows our effective income tax rate for the three months ended March 31, 2014 and March 31, 2013 :

(\$000)	Three months ended March 31	
	2014	2013
Income before income taxes and equity in net income of unconsolidated entities	\$ 39,397	\$ 41,505
Equity in net income of unconsolidated entities	599	497
Net loss attributable to the noncontrolling interest	30	43
Total	\$ 40,026	\$ 42,045
Income tax expense	\$ 13,650	\$ 12,427
Effective tax rate	34.1%	29.6%

Our effective tax rate in the first quarter of 2014 was 34.1% , an increase of 4.5 percentage points compared with the prior-year period. The effective tax rate increase primarily reflects deferred income tax benefits and additional tax credits and incentives that were recognized in the prior-year period.

### Unrecognized Tax Benefits

The table below provides information concerning our gross unrecognized tax benefits as of March 31, 2014 and December 31, 2013 . The table also provides the effect these gross unrecognized tax benefits would have on our income tax expense, if they were recognized.

(\$000)	As of March 31	As of December 31
	2014	2013
Gross unrecognized tax benefits	\$ 11,053	\$ 12,958
Gross unrecognized tax benefits that would affect income tax expense	\$ 11,053	\$ 10,557
Decrease in income tax expense upon recognition of gross unrecognized tax benefits	\$ 9,665	\$ 9,262

Our Condensed Consolidated Balance Sheets include the following liabilities for unrecognized tax benefits. These amounts include interest and penalties, less any associated tax benefits.

Liabilities for Unrecognized Tax Benefits (\$000)	As of March 31	As of December 31
	2014	2013
Current liability	\$ 4,282	\$ 6,211
Non-current liability	6,491	6,012
Total liability for unrecognized tax benefits	\$ 10,773	\$ 12,223

We conduct business globally and, as a result, we file income tax returns in U.S. federal, state, local, and foreign jurisdictions. We are currently under audit by federal and various state and local tax authorities in the United States, as well as tax authorities in certain non-U.S. jurisdictions. It is possible, though not likely, that the examination phase of some of these audits will conclude in 2014 . It is not possible to estimate the effect of current audits on previously recorded unrecognized tax benefits.

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We have not provided federal and state income taxes on accumulated undistributed earnings of certain foreign subsidiaries because these earnings have been permanently reinvested. Approximately 57% of our cash, cash equivalents, and investments as of March 31, 2014 were held by our operations outside of the United States. As such, we believe that our cash balances and investments in the United States, along with cash generated from our U.S. operations, will be sufficient to meet our U.S. operating and cash needs for the foreseeable future, without requiring us to repatriate earnings from these foreign subsidiaries. It is not reasonably practical to determine the amount of the unrecognized deferred tax liability related to the undistributed earnings.

Certain of our non-U.S. operations have incurred net operating losses (NOLs) which may become deductible to the extent these operations become profitable. For each of our operations, we evaluate whether it is more likely than not that the tax benefits related to NOLs will be realized. As part of this evaluation, we consider evidence such as tax planning strategies, historical operating results, forecasted taxable income, and recent financial performance. In the year that certain non-U.S. operations record a loss, we do not recognize a corresponding tax benefit, thus increasing our effective tax rate. Upon determining that it is more likely than not that the NOLs will be realized, we reduce the tax valuation allowances related to these NOLs, which results in a reduction to our income tax expense and our effective tax rate in the period.

## 11 . Contingencies

### *Life's Good S.T.A.B.L. Hedge Fund*

In September 2011, three individual investors in Life's Good S.T.A.B.L. Mortgage hedge fund (LG), Marta Klass, Gregory Martin, and Richard Roellig, filed a complaint in the United States District Court for the Eastern District of Pennsylvania against LG, its principal Robert Stinson, and several other parties, including Morningstar, Inc. (the Klass Matter). The plaintiffs claim that Morningstar committed fraud and aided and abetted the other defendants' breach of fiduciary duty through the 5-star rating LG obtained from Morningstar. The plaintiffs seek unspecified damages. Hedge fund managers self-report their performance data to Morningstar. More than a year before the Klass Matter, in June 2010, the SEC filed suit against LG and other entities claiming they were part of a Ponzi scheme operated by Stinson. As a result, LG and the other entities were placed in court-appointed receivership. Morningstar was not part of the SEC suit or receivership. Since that time, the Receiver, as part of his duties, has been investigating whether to assert claims against third parties. Morningstar is aware of 14 lawsuits filed by the Receiver seeking to recover money for the fund.

In November 2011, Morningstar filed a motion to dismiss the Klass Matter. On behalf of the entities in receivership, the Receiver filed a motion to stay the proceedings because the Receivership Order does not permit suits against the entities in receivership without court permission. The court granted the Receiver's motion and stayed the Klass Matter. In April 2012, the Receiver filed a complaint against Morningstar, in which the Receiver claims that Morningstar is liable for contribution and aiding and abetting Stinson's breach of fiduciary duty and fraud through the 5-star rating LG obtained from Morningstar. The same day the Receiver filed his complaint, Morningstar sought leave from the court to file a countersuit against Stinson and two of his entities-Keystone State Capital Corporation and LG for, among other things, fraud, misrepresentation, and breach of user agreements. In June 2012, the court denied Morningstar's motion for leave to file suit. The court took no position on the merits of Morningstar's claims, and did not preclude us from renewing our motion to file a complaint at a later time, but deferred to the Receiver's request not to subject the receivership estate to additional litigation at this early point in the receivership. A bench trial related to the Receiver's claims against Morningstar was held between January 13 and January 28, 2014. At trial, the Receiver claimed that Morningstar is liable under a contribution theory for all or part of a \$14.5 million disgorgement judgment that the SEC obtained against the entities and individuals in receivership. Morningstar contested liability and damages at trial and believes it is not liable for any amount. The parties filed post-trial proposed findings of fact and conclusions of law on March 14, 2014. It is not known when the court will issue its decision.

We believe the allegations against Morningstar by the Klass plaintiffs and the Receiver have no legal or factual basis, and we plan to continue to vigorously contest the claims. We also intend to refile our affirmative claims against Stinson, Keystone, and LG at a later time consistent with the court's order. We cannot predict the outcome of the proceedings.

We have not provided an estimate of loss or range of loss in connection with this matter because no such estimate can reasonably be made.

## *Business Logic Holding Corporation*

In November 2009, Business Logic Holding Corporation filed a complaint in the Circuit Court of Cook County, Illinois against Ibbotson Associates, Inc., one of our wholly owned subsidiaries, and Morningstar, Inc. relating to Ibbotson's prior commercial relationship with Business Logic. Business Logic is alleging breach of contract and trade secret misappropriation in connection with Ibbotson's development of a proprietary web-service software and user interface that connects plan participant data with the Ibbotson Wealth Forecasting Engine. Ibbotson and Morningstar answered the complaint, and Ibbotson asserted a counterclaim against Business Logic alleging trade secret misappropriation and breach of contract, also seeking damages and injunctive relief. Business Logic filed a motion for summary judgment on its breach of contract claim, which was denied on October 1, 2013. Business Logic also filed a summary motion seeking to dismiss Ibbotson's counterclaim, which was granted on April 15, 2014. On the same date, the Court granted Ibbotson's motion for partial summary judgment to dismiss claims on certain enumerated trade secrets, and granted its motion for partial summary judgment on certain damages issues.

Business Logic's complaint seeks, among other things, compensatory damages, punitive damages, attorneys' fees, and injunctive relief. With regard to compensatory damages, based on the analysis of Ibbotson's retained damages expert (who has assumed, solely for purposes of his analysis, that Business Logic will prevail with regard to the issue of liability), and recognizing the uncertainty inherent in litigation and our intention to continue to vigorously defend the claims made by Business Logic, our best estimate of the range of possible loss is between \$0 and \$5.4 million , excluding punitive damages or attorneys' fees, both of which are recoverable in certain circumstances under the Illinois Trade Secrets Act.

Business Logic's retained damages expert (who has also assumed for purposes of her estimate that Business Logic will prevail with regard to the issue of liability) estimated compensatory damages of \$84 million , excluding punitive damages or attorneys' fees. Certain elements of the \$84 million compensatory damages estimate were the subject of Ibbotson's motion for partial summary judgment, which was granted on April 15, 2014. As a result, we believe the maximum compensatory damages award now recoverable is approximately \$57 million , excluding prejudgment interest, punitive damages, and attorneys' fees. We dispute the conclusions reached and the methods employed by Business Logic's expert as to the remaining claims for damages.

With regard to Business Logic's claim for injunctive relief, no reasonable estimate of loss or range of loss is possible.

Morningstar and Ibbotson continue to vigorously contest all the claims against them in this matter. A jury trial is set to begin on July 7, 2014. We cannot predict the outcome of the proceeding.

In addition to these proceedings, we are involved in legal proceedings and litigation that have arisen in the normal course of our business. Although the outcome of a particular proceeding can never be predicted, we do not believe that the result of any of these other matters will have a material adverse effect on our business, operating results, or financial position.

## **12 . Share Repurchase Program**

In September 2010, the board of directors approved a share repurchase program that authorizes the repurchase of shares of our outstanding common stock. We may repurchase shares from time to time at prevailing market prices on the open market or in private transactions in amounts that we deem appropriate.

As of March 31, 2014 , we had repurchased a total of 7,350,313 shares for \$471,481,000 under this authorization.

The following table summarizes the board approvals for increases to the program and the total available under the program:

<b>Date</b>	<b>Increase</b>		<b>Total program</b>	
September 2010	\$	100 million	\$	100 million
December 2011	\$	200 million	\$	300 million
December 2012	\$	200 million	\$	500 million
December 2013	\$	200 million	\$	700 million

### **13 . Subsequent Events**

On April 1, 2014, Morningstar acquired ByAllAccounts, Inc. (ByAllAccounts), a provider of innovative data aggregation technology for financial applications for \$28 million in cash, subject to post-close adjustments. ByAllAccounts uses a knowledge-based process, including patented artificial intelligence technology, to collect, consolidate, and enrich financial account data and deliver it to virtually any platform. Clients include independent financial advisors, asset managers, wealth managers/family offices, trust companies, and broker-dealers.

## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

*The discussion included in this section, as well as other sections of this Quarterly Report on Form 10-Q, contains forward-looking statements as that term is used in the Private Securities Litigation Reform Act of 1995. These statements are based on our current expectations about future events or future financial performance. Forward-looking statements by their nature address matters that are, to different degrees, uncertain, and often contain words such as "may," "could," "expect," "intend," "plan," "seek," "anticipate," "believe," "estimate," "predict," "potential," or "continue." These statements involve known and unknown risks and uncertainties that may cause the events we discuss not to occur or to differ significantly from what we expect. For us, these risks and uncertainties include, among others:*

- *liability for any losses that result from an actual or claimed breach of our fiduciary duties;*
- *failing to differentiate our products and continuously create innovative, proprietary research tools;*
- *failing to respond to technological change, keep pace with new technology developments, or adopt a successful technology strategy*
- *a prolonged outage of our database and network facilities;*
- *any failures or disruptions in our electronic delivery systems and the Internet;*
- *liability and/or damage to our reputation as a result of some of our pending litigation;*
- *liability related to the storage of personal information about our users;*
- *general industry conditions and competition, including global financial uncertainty, trends in the mutual fund industry, and continued growth in passively managed investment vehicles;*
- *the impact of market volatility on revenue from asset-based fees;*
- *failing to maintain and protect our brand, independence, and reputation;*
- *changes in laws applicable to our investment advisory or credit rating operations, compliance failures, or regulatory action; and*
- *challenges faced by our operations outside the United States, including the concentration of development work at our offshore facilities in China and India.*

*A more complete description of these risks and uncertainties can be found in our other filings with the Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K for the year ended December 31, 2013. If any of these risks and uncertainties materialize, our actual future results may vary significantly from what we expect. We do not undertake to update our forward-looking statements as a result of new information or future events.*

*All dollar and percentage comparisons, which are often accompanied by words such as "increase," "decrease," "grew," "declined," "was up," "was down," "was flat," or "was similar" refer to a comparison with the same period in the previous year unless otherwise stated.*

### **Understanding our Company**

#### **Our Business**

Our mission is to create great products that help investors reach their financial goals. We offer an extensive line of products and services for financial advisors, asset managers, retirement plan providers and sponsors, and individual investors. Many of our products are sold through subscriptions or license agreements. As a result, we typically generate recurring revenue.

In the third quarter of 2013, we revised our segment structure to reflect our shift to a more centralized organizational structure. We now report our results in a single segment, which is consistent with how management allocates resources and evaluates our financial results.

#### **Industry Overview**

We monitor developments in the economic and financial information industry to help inform our company strategy, product development plans, and marketing initiatives.



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After a strong rally in 2013, equity markets continued to generate gains in the first quarter of 2014. The Morningstar U.S. Market Index, a broad market benchmark, gained 2.0% in the quarter, while the Global Ex-U.S. Index finished the quarter with a total return of 0.95%.

U.S. mutual fund assets stood at \$15.2 trillion as of February 28, 2014, based on data from the Investment Company Institute (ICI), compared with \$13.5 trillion as of February 28, 2013. Based on Morningstar's estimated asset flow data, investors added \$127 billion to long-term open-end funds during the first quarter and pulled \$86 billion from money market funds. Both equity and fixed-income funds had positive net inflows for the quarter.

Assets in exchange-traded funds (ETFs) rose to \$1.7 trillion as of February 28, 2014, compared with \$1.4 trillion as of February 28, 2013, based on data from the ICI.

Despite generally positive market trends, we believe the business environment for the financial services industry remains challenging. Asset management firms have been facing increasing regulatory burdens, which are leading to higher costs and more cautious spending in other areas. Further, the historically low interest rate environment has put significant pressure on the margins of many firms, most notably those in the variable annuity space. As a result, we expect there will be further pressure on revenue from clients in this area.

## Supplemental Operating Metrics

The tables below summarize our key product metrics and other supplemental data.

	As of March 31		
	2014	2013	Change
<b>Our business</b>			
Morningstar.com Premium Membership subscriptions (U.S.)	123,777	124,138	(0.3)%
Registered users for Morningstar.com (U.S.)	7,945,324	7,607,716	4.4 %
U.S. Advisor Workstation and Morningstar Office licenses	167,207	163,141	2.5 %
Principia subscriptions	12,006	25,652	(53.2)%
Morningstar Direct licenses	8,858	7,671 (3)	15.5 %
<b>Assets under advisement and management (approximate) (\$bil)</b>			
Investment Advisory services (1)	\$ 84.7	\$ 96.7	(12.4)%
<b>Retirement Solutions</b>			
Managed Retirement Accounts (2)	\$ 32.9	\$ 26.9	22.3 %
Other assets	35.1	25	40.4 %
Total Retirement Solutions	\$ 68.0	\$ 51.9	31.0 %
Morningstar Managed Portfolios	\$ 7.8	\$ 5.3	47.2 %
Ibbotson Australia	\$ 3.2	\$ 3.2	— %

### Our employees (approximate)

Worldwide headcount	3,645	3,445	5.8 %
Number of worldwide equity and credit analysts	170	150	13.3 %
Number of worldwide fund analysts	110	105	4.8 %

	Three months ended March 31		
	2014	2013	Change
Average assets under management and advisement (\$bil)	161.5	153.3	5.3 %
Number of new commercial mortgage-backed securities (CMBS) new-issue ratings completed	9	10	(10.0)%
Rated balance for CMBS new-issue ratings (\$bil)	\$ 5.6	\$ 5.4	3.7 %

(1) The decline in assets under advisement in 2014 reflects difficult market conditions for companies that offer variable annuities. Some of our clients have been managing their funds-of-funds portfolios in-house instead of using outside subadvisors. Because of this trend, assets under advisement were down \$12.0 billion in 2014.

The asset totals include relationships for which we receive basis-point fees, including consulting arrangements and other agreements where we act as a portfolio construction manager for a mutual fund or variable annuity. We also provide Investment Advisory services for some assets for which we receive a flat fee; we do not include these assets in the total reported above.

Excluding changes related to new contracts and cancellations, changes in the value of assets under advisement can come from two primary sources: gains or losses related to overall trends in market performance, and net inflows or outflows caused when investors add to or redeem shares from these portfolios.

We cannot separately quantify cash inflows and outflows for these portfolios because we do not have custody of the assets in the majority of our investment management businesses. The information we receive from many of our clients does not separately identify the effect of cash inflows and outflows on asset balances for each period. We also cannot precisely quantify the effect of market appreciation or depreciation because the majority of our clients have discretionary authority to implement their own portfolio allocations.

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(2) We cannot separately quantify the factors affecting assets under management and advisement for our managed retirement accounts. These factors primarily consist of employer and employee contributions, plan administrative fees, market movements, and participant loans and hardship withdrawals. We cannot quantify the impact of these other factors because the information we receive from the plan providers does not separately identify these transactions or the changes in balances caused by market movement.

(3) Revised to reflect a minor calculation change.

### **Three Months Ended March 31, 2014 vs. Three Months Ended March 31, 2013**

#### **Consolidated Results**

Key Metrics (\$000)	Three months ended March 31		
	2014	2013	Change
Revenue	\$ 181,165	\$ 168,856	7.3 %
Operating income	\$ 38,532	\$ 40,560	(5.0)%
Operating margin	21.3%	24.0%	(2.7) pp
Cash provided by investing activities	\$ 51,482	\$ 49,232	4.6 %
Cash used for financing activities	\$ (27,502)	\$ (11,650)	136.1 %
Cash provided by operating activities	\$ 11,884	\$ 26,673	(55.4)%
Capital expenditures	(20,793)	(9,118)	128.0 %
Free cash flow	\$ (8,909)	\$ 17,555	(150.7)%

*pp — percentage points*

We define free cash flow as cash provided by or used for operating activities less capital expenditures. We present free cash flow solely as supplemental disclosure to help investors better understand how much cash is available after we spend money to operate our business. Our management team uses free cash flow to evaluate our business. Free cash flow is not equivalent to any measure required to be reported under U.S. generally accepted accounting principles (GAAP). Also, the free cash flow definition we use may not be comparable to similarly titled measures used by other companies.

#### **Consolidated Revenue**

(\$000)	Three months ended March 31		
	2014	2013	Change
Investment information	\$ 141,270	\$ 135,085	4.6%
Investment management	39,895	33,771	18.1%
Consolidated revenue	\$ 181,165	\$ 168,856	7.3%

In the first quarter of 2014, our consolidated revenue increased 7.3% to \$181.2 million, compared with \$168.9 million in the first quarter of 2013. Some of the main contributors to the increase were Morningstar Data, Morningstar Retirement Solutions, and Morningstar Direct. Positive results for these products were partially offset by a \$2.3 million decline for Principia. We have been migrating clients to Morningstar Advisor Workstation and other products and expect to continue supporting clients using Principia through 2014.

#### *Investment information revenue*

Investment information revenue, which represents about 78% of our consolidated revenue, increased \$6.2 million, or 4.6%, in the first quarter of 2014. Morningstar Data revenue increased \$3.6 million and Morningstar Direct was up \$2.9 million. Revenue for Morningstar Advisor Workstation (including Morningstar Office) rose \$2.3 million, partly reflecting client migrations from Principia.



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### Investment management revenue

Investment management revenue, which represents about 22% of consolidated revenue, was up \$6.1 million, or 18.1%, in the first quarter of 2014, driven by higher revenue for Retirement Solutions and Morningstar Managed Portfolios. Assets under management and advisement for Retirement Solutions rose 31.0% year over year, while assets under management for Morningstar Managed Portfolios rose 47.2%. These increases reflect positive market returns over the past 12 months as well as additional net inflows. As a result of a change in accounting estimate involving revenue recognition for certain investment management contracts with minimum fee features, Morningstar recognized an additional \$1.7 million of investment management revenue in the first quarter of 2014 that will not recur in future quarters.

Companies that offer variable annuities have continued to face difficult market conditions, which has prompted some of our clients to begin managing their fund-of-funds portfolios in-house instead of using outside subadvisors. Because of this trend, assets under advisement for our Investment Advisory services as of March 31, 2014 were \$12.0 billion lower versus the same date in 2013. The revenue impact of this asset decline was partially offset by the \$1.7 million of incremental revenue mentioned above.

Revenue from asset-based fees made up about 12% of total consolidated revenue in the first quarters of both of 2014 and 2013.

### Organic revenue

To allow for more meaningful comparisons of our results in different periods, we provide information about organic revenue, which reflects our underlying business excluding acquisitions, divestitures, and the effect of foreign currency translations, and revenue from divestitures and acquisitions. We had \$1.5 million of incremental revenue in the first quarter of 2014 from our acquisition of the remaining ownership interest in Morningstar Sweden, which was partially offset by a \$0.8 million negative effect from foreign currency translations. Excluding these two factors, organic revenue rose 6.9%.

The table below reconciles consolidated revenue with organic revenue (revenue excluding acquisitions, divestitures, and the effect of foreign currency translations):

(\$000)	Three months ended March 31		
	2014	2013	Change
Consolidated revenue	\$ 181,165	\$ 168,856	7.3%
Less: acquisitions	(1,477)	—	NMF
Less: divestitures	—	—	NMF
Unfavorable effect of foreign currency translations	806	—	NMF
Organic revenue	<u>\$ 180,494</u>	<u>\$ 168,856</u>	6.9%

*NMF - not meaningful*

Organic revenue (revenue excluding acquisitions, divestitures, and the effect of foreign currency translations) is considered a non-GAAP financial measure. The definition of organic revenue we use may not be the same as similarly titled measures used by other companies. Organic revenue should not be considered an alternative to any measure of performance as promulgated under GAAP.

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### Revenue by region

(\$000)	Three months ended March 31		
	2014	2013	Change
United States	\$ 129,952	\$ 121,413	7.0 %
United Kingdom	15,338	13,153	16.6 %
Continental Europe	15,626	13,167	18.7 %
Australia	8,168	9,352	(12.7)%
Canada	7,667	7,736	(0.9)%
Asia	3,709	3,424	8.3 %
Other	705	611	15.4 %
Total International	51,213	47,443	7.9 %
Consolidated revenue	\$ 181,165	\$ 168,856	7.3 %

International revenue made up about 28% of our consolidated revenue in the first three months of both 2014 and 2013. About 60% of this amount is from Continental Europe and the United Kingdom; we also generate significant international revenue from Australia and Canada.

Revenue from international operations rose \$3.8 million , or 7.9% , in the first quarter. Excluding acquisitions and the negative effect of foreign currency translations, revenue from international operations increased 6.5%. Our operations in the United Kingdom were the main contributor to the increase, followed by Canada and Continental Europe.

The table below presents a reconciliation from international revenue to international organic revenue (international revenue excluding acquisitions, divestitures, and the effect of foreign currency translations):

(\$000)	Three months ended March 31		
	2014	2013	Change
International revenue	\$ 51,213	\$ 47,443	7.9%
Less: acquisitions	(1,477)	—	NMF
Less: divestitures	—	—	NMF
Unfavorable effect of foreign currency translations	806	—	NMF
International organic revenue	\$ 50,542	\$ 47,443	6.5%

International organic revenue (international revenue excluding acquisitions, divestitures, and the effect of foreign currency translations) is considered a non-GAAP financial measure. The definition we use for this measure may not be the same as similarly titled measures used by other companies. International organic revenue should not be considered an alternative to any measure of performance as promulgated under GAAP.

## Consolidated Operating Expense

(\$000)	Three months ended March 31		
	2014	2013	Change
Cost of revenue (1)	\$ 75,714	\$ 61,650	22.8 %
% of revenue	41.8%	36.5%	5.3 pp
Sales and marketing	28,428	27,980	1.6 %
% of revenue	15.7%	16.6%	(0.9) pp
General and administrative	26,104	27,327	(4.5)%
% of revenue	14.4%	16.2%	(1.8) pp
Depreciation and amortization	12,387	11,339	9.2 %
% of revenue	6.8%	6.7%	0.1 pp
Total operating expense (2) (3)	\$ 142,633	\$ 128,296	11.2 %
% of revenue	78.7%	76.0%	2.7 pp

(1) We now include development expense in the cost of revenue category, which we previously referred to as cost of goods sold. We have reclassified development expense to include it in cost of revenue for all periods presented. We previously reported development expense as a separate operating expense category.

Separately, as a result of moving to a more centralized structure in 2013 (including new positions created, changes in focus for some existing roles, and the refinement of employee cost categorizations), approximately 180 net positions shifted from the general and administrative and sales and marketing categories to cost of revenue. For the first three months of 2014 as compared with the same period in 2013, changes related to our more centralized organizational structure added approximately \$7 million of compensation expense to cost of revenue, and reduced the compensation expense in our sales and marketing and general and administrative expense categories by approximately \$4 million and \$3 million, respectively. These changes did not affect our total operating expense or operating income for any of the periods presented.

(2) Includes stock-based compensation expense of:

(\$000)	Three Months Ended March 31		
	2014	2013	Change
Stock-based compensation expense	\$ 3,939	\$ 3,783	4.1%
% of revenue	2.2%	2.2%	— pp

(3) Includes bonus expense of:

(\$000)	Three Months Ended March 31		
	2014	2013	Change
Bonus expense	12,482	10,526	18.6%
% of revenue	6.9%	6.2%	0.7 pp

In the first quarter of 2014, consolidated operating expense increased \$14.3 million, or 11.2%. Higher compensation expense (including salary, bonus, and other company-sponsored benefits) of \$8.9 million—mainly driven by additional headcount—accounted for more than 60% of the total increase. We hired about 200 new employees year over year, including for product and technology roles in the United States as well as data analysts based in India. We made these hires both for our existing business as well for a number of promising initiatives.

Commission expense rose \$2.9 million compared with the first quarter of 2013, mainly because we changed to a new sales commission structure that requires a different accounting treatment. We now expense commissions as incurred instead of amortizing them over the term of the underlying contracts. However, we are continuing to amortize the prepaid commission balance from our previous commission plan. As a result, we expensed an additional \$2.7 million of commission cost in the quarter. We expect to incur additional commission expense for the next several quarters because of this change.

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These increases were partially offset by an increase of \$2.5 million in capitalized software development, which reduced operating expense. In the first quarter of 2014, we capitalized \$2.1 million of software development costs related to ongoing enhancements for some of our key platforms, including Morningstar Direct, Morningstar Advisor Workstation, and Morningstar.com, as well as an additional \$2.0 million of expense for new development of special projects. In the first quarter of 2013, we capitalized \$1.6 million of software development expense, primarily for new development of special projects.

### *Cost of revenue*

Cost of revenue is our largest category of operating expense, representing about one-half of our total operating expense. Our business relies heavily on human capital, and cost of revenue includes the compensation expense for employees who produce our products and services. Compensation expense for approximately 75% of our employees is included in this category. We now include development expense in this category. We have reclassified development expense to include it in cost of revenue for all periods presented.

Cost of revenue increased \$14.1 million in the first quarter of 2014. Higher compensation expense of \$13.3 million was the primary contributor to the increase (including an increase of approximately \$7 million from the shift in expense categories as a result of our recent reorganization). Higher expense for production, travel, and computer and software supplies also contributed to the change in this category.

Partially offsetting these increases was an increase in capitalized software development, which reduced cost of revenue. We capitalized \$4.1 million of compensation associated with software development activities in the first quarter of 2014. For comparison, we capitalized \$1.6 million of expense in the first quarter of 2013.

### *Sales and marketing*

Sales and marketing expense increased \$0.4 million in the first quarter of 2014. Higher sales commission expense of \$2.4 million (mainly because of the change in commission plan discussed above) was the primary reason for the increase, partially offset by lower salary expense of \$1.9 million included in this category.

As a percentage of revenue, sales and marketing expense decreased slightly in the first quarter of 2014.

### *General and administrative*

General and administrative expense decreased \$1.2 million in the first quarter of 2014. Lower compensation expense and professional fees contributed to the decrease (including a compensation expense reduction of approximately \$4 million from the shift in expense categories as a result of our recent reorganization). We also recorded a credit of \$1.5 million for damages received in connection with a litigation settlement in the first quarter of 2014. This credit partially offset other increases in legal and other professional fees. Including the positive effect of the litigation settlement, legal and professional fees increased \$1.9 million in the first quarter of 2014.

As a percentage of revenue, G&A expense decreased 1.8 percentage points, mainly because of the shift in expense categories.

### *Depreciation and amortization*

Intangible amortization expense decreased \$0.5 million in the first quarter of 2014, primarily because certain intangible assets from some of our earlier acquisitions are now fully amortized. However, depreciation expense rose \$1.5 million in the quarter, primarily driven by incremental capitalized software development costs and higher capital expenditures for computer software for our operations in the United States.

We expect that amortization of intangible assets will be an ongoing cost for the remaining lives of the assets. We estimate that aggregate amortization expense for intangible assets will be approximately \$20.5 million in 2014 and \$19.7 million in 2015. Our estimates of future amortization expense for intangible assets may be affected by additional acquisitions, dispositions, changes in the estimated average useful lives, and currency translations.

As a percentage of revenue, depreciation and amortization expense was essentially unchanged in the first quarter of 2014.



## Consolidated Operating Income

(\$000)	Three months ended March 31		
	2014	2013	Change
Operating income	\$ 38,532	\$ 40,560	(5.0)%
% of revenue	21.3%	24.0%	(2.7) pp

Consolidated operating income decreased \$2.0 million in the first quarter of 2014 as revenue increased \$12.3 million and operating expense increased \$14.3 million. Operating margin was 21.3%, down 2.7 percentage points compared with the first quarter of 2013.

The operating margin declined mainly because of higher salary and other compensation-related expense from additional headcount. As mentioned above, we hired about 200 new employees year over year.

## Equity in Net Income of Unconsolidated Entities, Non-Operating Income (Expense), and Income Tax Expense

### *Equity in net income of unconsolidated entities*

(\$000)	Three months ended March 31	
	2014	2013
Equity in net income of unconsolidated entities	\$ 599	\$ 497

Equity in net income of unconsolidated entities includes our portion of the net income (loss) of Morningstar Japan K.K. (MJKK), YCharts, Inc., and Inquiry Financial Europe AB. In the first three months of 2013, this category also included our portion of the net income (loss) of Morningstar Sweden. In May 2013, we acquired an additional 76% interest in Morningstar Sweden, increasing our ownership interest to 100% to become sole owner. Because Morningstar Sweden is now a wholly owned subsidiary, we no longer account for our investment using the equity method.

Equity in net income of unconsolidated entities is primarily from our position in MJKK.

### *Non-operating income (expense)*

(\$000)	Three months ended March 31	
	2014	2013
Interest income	\$ 647	\$ 758
Interest expense	(62)	(17)
Gain (loss) on sale of investments, net	(24)	725
Other income (expense), net	304	(521)
Non-operating income, net	\$ 865	\$ 945

Interest income mainly reflects interest from our investment portfolio.

Other income (expense), net also includes foreign currency exchange gains and losses arising from the ordinary course of business related to our U.S. and non-U.S. operations and royalty income from MJKK.

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### Income tax expense

The following table shows our effective tax rate:

(\$000)	Three months ended March 31	
	2014	2013
Income before income taxes and equity in net income of unconsolidated entities	\$ 39,397	\$ 41,505
Equity in net income of unconsolidated entities	599	497
Net loss attributable to the noncontrolling interest	30	43
Total	\$ 40,026	\$ 42,045
Income tax expense	\$ 13,650	\$ 12,427
Effective tax rate	34.1%	29.6%

Our effective tax rate in the first quarter of 2014 was 34.1% , an increase of 4.5 percentage points compared with 29.6% in the prior-year period. The effective tax rate increase primarily reflects deferred income tax benefits and additional tax credits and incentives that were recognized in the prior-year period.

### Liquidity and Capital Resources

We believe our available cash balances and investments, along with cash generated from operations, will be sufficient to meet our operating and cash needs for at least the next 12 months. We invest our cash reserves in cash equivalents and investments, consisting primarily of fixed-income securities. We maintain a conservative investment policy for our investments and invest a portion of these assets in government obligations and corporate bonds with high-quality stand-alone credit ratings. Investments in our portfolio have a maximum maturity of two years; the weighted average maturity is approximately one year. We also invest a portion of our investments balance (approximately \$20.0 million, or 34% of our total investments balance as of March 31, 2014 ) in proprietary Morningstar portfolios, exchange-traded funds that seek to track the performance of certain Morningstar proprietary indexes, and various mutual funds. These portfolios may consist of stocks, bonds, options, mutual funds, or exchange-traded funds.

Approximately 43% of our cash, cash equivalents, and investments as of March 31, 2014 was held by our operations in the United States, down from about 51% as of December 31, 2013. Given our strong liquidity in the United States, we do not expect to repatriate earnings from our foreign subsidiaries in the foreseeable future. We have not recognized deferred tax liabilities for the portion of the outside basis differences (including unremitted earnings) relating to foreign subsidiaries because the investment in these subsidiaries is considered to be permanent in duration. Quantification of the deferred tax liability associated with these outside basis differences is not practicable.

We intend to use our cash, cash equivalents, and investments for general corporate purposes, including working capital and funding future growth (including through acquisitions). To date, we have not needed to access any significant commercial credit and have not borrowed under any lines of credit.

In the first three months of 2014 , we paid dividends of \$7.6 million . In February 2014, our board of directors approved a payment of a regular quarterly dividend of 17.0 cents per share payable on April 30, 2014 to shareholders of record as of April 11, 2014 . We expect to make a recurring quarterly dividend payment of 17.0 cents per share in 2014.

In December 2013, our board approved a \$200 million increase to our share repurchase program, bringing the total amount authorized under the program to \$700 million. We may repurchase shares from time to time at prevailing market prices on the open market or in private transactions in amounts that we deem appropriate. In the first three months of 2014 , we repurchased a total of 0.3 million shares for \$21.7 million . As of March 31, 2014 , we have repurchased a total of 7.4 million shares for \$471.5 million since we announced the share repurchase program in September 2010.

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Cash provided by operating activities is our main source of cash. In the first three months of 2014 , cash provided by operating activities was \$11.9 million, driven by \$38.6 million of net income, adjusted for non-cash items, partially offset by \$26.7 million in changes from our net operating assets and liabilities.

As of March 31, 2014 , we had cash, cash equivalents, and investments of \$264.0 million, a decrease of \$34.6 million compared with \$298.6 million as of December 31, 2013 . The decrease reflects \$21.7 million used to repurchase common stock through our share repurchase program, bonus payments of \$39.8 million made during the first quarter of 2014 related to the 2013 bonus, and \$20.8 million of capital expenditures. These outflows were partially offset by cash provided by operating activities.

We expect to continue making capital expenditures in 2014 , primarily for internally developed software, leasehold improvements for new and existing office locations, and computer hardware and software.

### Consolidated Free Cash Flow

As described in more detail above, we define free cash flow as cash provided by or used for operating activities less capital expenditures.

(\$000)	Three months ended March 31		
	2014	2013	Change
Cash provided by operating activities	\$ 11,884	\$ 26,673	(55.4)%
Capital expenditures	(20,793)	(9,118)	128.0 %
Free cash flow	<u>\$ (8,909)</u>	<u>\$ 17,555</u>	<u>(150.7)%</u>

We generated negative free cash flow of \$8.9 million in the first quarter of 2014 , a decrease of \$26.5 million compared with positive free cash flow of \$17.6 million in the first quarter of 2013 . The change reflects a \$14.8 million decline in cash provided by operating activities, as well as an \$11.7 million increase in capital expenditures. The decrease in cash provided by operating activities reflects lower net income adjusted for non-cash items, an \$8.2 million increase in income tax payments, and a \$3.2 million increase in cash paid for bonus. The increase in capital expenditures reflects spending in several different areas, including computer and network equipment, software for our network infrastructure, other hardware and software purchases, upgrades to our internal software systems, and capitalization of internally developed software.

The level of capital spending in the first quarter was unusually high, and we expect quarterly capital expenditures to be lower for the balance of the year.

### Application of Critical Accounting Policies and Estimates

We discuss our critical accounting policies and estimates in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, included in our Annual Report on Form 10-K for the year ended December 31, 2013 , as filed with the SEC on February 28, 2014 . We also discuss our significant accounting policies in Note 2 of our Audited Consolidated Financial Statements included in our Annual Report.

## **Rule 10b5-1 Sales Plans**

Our directors and executive officers may exercise stock options or purchase or sell shares of our common stock in the market from time to time. We encourage them to make these transactions through plans that comply with Exchange Act Rule 10b5-1(c). Morningstar will not receive any proceeds, other than proceeds from the exercise of stock options, related to these transactions. The following table, which we are providing on a voluntary basis, shows the Rule 10b5-1 sales plans entered into by our directors and executive officers that were in effect as of April 15, 2014:

<b>Name and Position</b>	<b>Date of Plan</b>	<b>Plan Termination Date</b>	<b>Number of Shares to be Sold under the Plan</b>	<b>Timing of Sales under the Plan</b>	<b>Number of Shares Sold under the Plan through April 15, 2014</b>	<b>Projected Beneficial Ownership (1)</b>
Steve Kaplan Director	2/26/2014	12/10/2014	4,000	Shares to be sold under the plan on specified dates	—	49,344
Jack Noonan Director	11/15/2012	5/2/2015	24,000	Shares to be sold under the plan if the stock reaches specified prices	15,000	60,522
Richard Robbins General Counsel and Corporate Secretary	2/28/2014	1/31/2015	5,000	Shares to be sold under the plan if the stock reaches a specified price	—	21,954
David Williams Head of Design and Marketing	11/25/2013	4/1/2015	7,500	Shares to be sold under the plan if the stock reaches specified prices	4,000	39,538

(1) This column reflects an estimate of the number of shares each identified director and executive officer will beneficially own following the sale of all shares under the Rule 10b5-1 sales plans identified above. This information reflects the beneficial ownership of our common stock on March 31, 2014, and includes shares of our common stock subject to options that were then exercisable or that will have become exercisable by May 30, 2014 and restricted stock units that will vest by May 30, 2014. The estimates do not reflect any changes to beneficial ownership that may have occurred since March 31, 2014. Each director and executive officer identified in the table may amend or terminate his Rule 10b5-1 sales plan and may adopt additional Rule 10b5-1 plans in the future.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Our investment portfolio is actively managed and may suffer losses from fluctuating interest rates, market prices, or adverse security selection. We invest our investment portfolio mainly in high-quality fixed-income securities. As of March 31, 2014, our cash, cash equivalents, and investments balance was \$264.0 million. Based on our estimates, a 100 basis-point change in interest rates would change the fair value of our investment portfolio by approximately \$0.1 million.

As our non-U.S. revenue increases as a percentage of our consolidated revenue, fluctuations in foreign currencies present a greater potential risk. Our European operations are subject to currency risk related to the euro. To date, we have not engaged in currency hedging, and we do not currently have any positions in derivative instruments to hedge our currency risk. Our results could suffer if certain foreign currencies decline relative to the U.S. dollar. In addition, because we use the local currency of our subsidiaries as the functional currency, we are affected by the translation of foreign currencies into U.S. dollars.

### **Item 4. Controls and Procedures**

#### **(a) Evaluation and Disclosure Controls and Procedures**

Disclosure controls and procedures are designed to reasonably assure that information required to be disclosed in the reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to reasonably assure that information required to be disclosed in the reports filed under the Exchange Act is accumulated and communicated to management, including the chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

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We carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as of March 31, 2014. Based on that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized, and reported as and when required and is accumulated and communicated to management, including the chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosure.

### **(b) Changes in Internal Control Over Financial Reporting**

During the quarter ended March 31, 2014, we migrated our U.S. and Canadian operations to the new version of our primary accounting system. This application is an integral part of our financial reporting process and materially affects our internal control environment over financial reporting. As of March 31, 2014, management is not aware of any control deficiencies related to this change.

Other than the change noted above, there were no changes in our internal control over financial reporting during the quarter ended March 31, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART 2. OTHER INFORMATION

### Item 1. Legal Proceedings

We incorporate by reference the information regarding legal proceedings set forth in Note 11 , Contingencies, of the Notes to our Unaudited Condensed Consolidated Financial Statements contained in Part 1, Item 1 of this Quarterly Report on Form 10-Q.

#### Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in Item 1A—Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2013 .

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

#### Issuer Purchases of Equity Securities\*

The following table presents information related to repurchases of common stock we made during the three months ended March 31, 2014 :

Period:	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced programs (1)	Approximate dollar value of shares that may yet be purchased under the programs (1)
Cumulative through December 31, 2013	7,068,006	\$ 63.62	7,068,006	\$ 250,216,174
January 1, 2014 – January 31, 2014	141,326	77.53	141,326	\$ 239,256,479
February 1, 2014 – February 28, 2014	140,981	76.14	140,981	\$ 228,519,472
March 1, 2014 – March 31, 2014	—	—	—	\$ 228,519,472
<b>Total</b>	<b>7,350,313</b>	<b>\$ 64.13</b>	<b>7,350,313</b>	

\* Subject to applicable law, we may repurchase shares at prevailing market prices directly on the open market or in privately negotiated transactions in amounts that we deem appropriate.

(1) In September 2010, our board of directors approved a share repurchase program that authorized the purchase of up to \$100 million of the outstanding common stock with an expiration date of December 31, 2012. In December 2011, the board approved a \$200 million increase to this program. In December 2012, the board authorized the company to repurchase up to an additional \$200 million in shares of our outstanding common stock. In December 2013, the board approved another \$200 million increase in the program and extended the expiration date of the program to December 31, 2015.

### Item 6. Exhibits

Incorporated by reference to Exhibit Index included herewith.

**SIGNATURE**

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 thereunto duly authorized.

MORNINGSTAR, INC.

Date: May 01, 2014

By: /s/ Stéphane Biehler  
Stéphane Biehler  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No</b>	<b>Description of Exhibit</b>
10.1	Form of Morningstar 2011 Stock Incentive Plan Performance Share Award Agreement
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as amended
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101	The following financial information from Morningstar Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014, filed with the SEC on May 01, 2014 formatted in XBRL: (i) Condensed Consolidated Statements of Income, (ii) Condensed Consolidated Statements of Comprehensive Income (iii) Condensed Consolidated Balance Sheets, (iv) Condensed Consolidated Statement of Equity, (v) Condensed Consolidated Statements of Cash Flows and (vi) the Notes to Unaudited Condensed Consolidated Financial Statements



**MORNINGSTAR, INC.**  
**2011 STOCK INCENTIVE PLAN**  
**PERFORMANCE SHARE AWARD AGREEMENT**

**THIS PERFORMANCE SHARE AWARD AGREEMENT** (including Schedule 1 hereto, the “Award Agreement”) is made under the Morningstar, Inc. 2011 Stock Incentive Plan (the “Plan”) as of the Grant Date specified in Schedule 1 to this Award Agreement (“Schedule 1”). Any term capitalized but not defined in this Award Agreement will have the meaning set forth in the Plan.

**BETWEEN:**

- (1) **MORNINGSTAR, INC.**, an Illinois corporation (the “Company”); and
- (2) The Participant identified in Schedule 1.

**1 GRANT OF PERFORMANCE SHARES**

- 1.1 In accordance with the terms of the Plan and subject to the terms and conditions of this Award Agreement, the Company hereby grants to the Participant a Performance Share Award with respect to the number of Performance Shares determined in accordance with the performance conditions specified in Schedule 1 (the “Performance Conditions”). The Performance Shares shall constitute performance-based Restricted Stock Units granted pursuant to Section 3.3 of the Plan.
- 1.2 Each Performance Share is a notional amount that represents one unvested share of common stock, no par value, of the Company (a “Share”). Each Performance Share constitutes the right, subject to the terms and conditions of the Plan and this Award Agreement, to distribution of a Share if and to the extent the Performance Conditions are satisfied and the Performance Shares become vested.
- 1.3 This Award Agreement is subject to the provisions of the Plan and shall be interpreted in accordance therewith. The Participant hereby agrees to be bound by the terms of this Award Agreement and the Plan.
- 1.4 Further details of the Performance Shares granted to the Participant under the terms of this Award Agreement are set forth in Schedule 1.

**2 RIGHTS AS A SHAREHOLDER**

- 2.1 Unless and until a Performance Share has been earned and vested and the Share underlying it has been distributed to the Participant, the Participant will not be entitled to vote that Share or have any right to dividends, dividend equivalents or other distributions with respect to that Share; provided that the number and class of securities subject to this Award Agreement shall be subject to adjustment in accordance with Section 5.7 of the Plan.

### **3 TERMINATION OF SERVICE AND OTHER CHANGES IN SERVICE STATUS**

- 3.1 If the Participant's Service (as defined in Section 3.7) terminates for any reason other than Disability (as defined in Section 3.6), death or a termination by the Company without Cause (as defined in Section 3.5), the Participant will forfeit the right to receive Shares underlying any Performance Shares that have not been earned and vested at that time.
- 3.2 If the Participant's Service terminates on account of the Disability or death of the Participant, the Performance Conditions shall be deemed to have been satisfied at the target level set forth on Schedule 1, and the Participant shall become vested in a prorated number of Performance Shares, based on the number of whole months in the Performance Period prior to the termination of the Participant's Service. The Shares underlying such vested Performance Shares shall be distributed to the Participant or the Participant's beneficiary under the Plan as soon as practicable, but in no event later than 2½ months after the last day of the calendar year in which the Participant's Service terminates in accordance with this Section 3.2.
- 3.3 If the Participant's Service is terminated by the Company without Cause, the Performance Period shall continue through the last day thereof and the Participant shall become vested in the number of Performance Shares that would have been earned had the Participant's employment continued through the last day of the Performance Period, based on the actual attainment of the Performance Conditions, but prorated to reflect the number of whole months in the Performance Period prior to the termination of the Participant's Service. The Shares underlying such vested Performance Shares shall be distributed to the Participant in accordance with Section 4.1 of this Award Agreement.
- 3.4 For purposes of this Award Agreement, "Affiliate" means an entity that is (directly or indirectly) controlled by, or controls, the Company.
- 3.5 For purposes of this Award Agreement, "Cause" shall mean the Participant's: (i) willful neglect of or continued failure to substantially perform his or her duties with or obligations for the Company or an Affiliate in any material respect (other than any such failure resulting from his or her incapacity due to physical or mental illness); (ii) commission of a willful or grossly negligent act or the willful or grossly negligent omission to act that causes or is reasonably likely to cause material harm to the

Company or an Affiliate; or (iii) commission or conviction of, or plea of nolo contendere to, any felony or any crime significantly injurious to the Company or an Affiliate. An act or omission is "willful" for this purpose if it was knowingly done, or knowingly omitted, by the Participant in bad faith and without reasonable belief that the act or omission was in the best interest of the Company or an Affiliate. Determination of Cause shall be made by the Committee in its sole discretion.

3.6 Notwithstanding anything in the Plan to the contrary, for purposes of this Award Agreement, “ Disability ” shall mean the condition of being “disabled” as provided in Code Section 409A(a)(2)(C).

3.7 For purposes of this Award Agreement “ Service ” means the provision of services to the Company or its Affiliates in the capacity of an employee or a member of the Board but not as a consultant to the Company or an Affiliate. For purposes of this Award Agreement, the transfer of an employee from the Company to an Affiliate, from an Affiliate to the Company or from an Affiliate to another Affiliate shall not be a termination of Service. However, if the Affiliate for which an employee is providing services ceases to be an Affiliate of the Company due to a sale, transfer or other reason, and the employee ceases to perform services for the Company or any Affiliate, the employee shall incur a termination of Service.

#### **4 TIMING AND FORM OF PAYMENT**

4.1 Once a Performance Share is earned and vested and the Committee has certified in writing the achievement of the Performance Conditions, the Participant will be entitled to receive a Share in its place. Delivery of the Share will be made as soon as administratively feasible after its associated Performance Share vests, but no later than 2½ months from the end of the calendar year in which such vesting occurs. Shares delivered under this Award Agreement shall be subject to the Company’s share retention policy, as in effect from time to time.

#### **5 WITHHOLDING OBLIGATIONS**

5.1 Without limiting the Company’s power or rights pursuant to Section 5.5 of the Plan, amounts required by tax law or regulation to be withheld by the Company with respect to any taxable event arising under this Award Agreement will be satisfied by having Shares withheld in accordance with Section 5.5 of the Plan. In addition, the Participant may elect to deliver to the Company the necessary funds to satisfy the withholding obligation, in which case there will be no reduction in the Shares otherwise distributable to the Participant.

#### **6 NOTICES**

- 6.1 Any notice or other communication required or permitted under this Award Agreement must be in writing and must be delivered personally, sent by certified, registered or express mail, or sent by overnight courier, at the sender's expense. Notice will be deemed given when delivered personally or, if mailed, three days after the date of deposit or, if sent by overnight courier, on the regular business day following the date sent. Notice to the Company should be sent to Morningstar, Inc., 22 West Washington Street, Chicago, Illinois, 60602, Attention: General Counsel. Notice to the Participant should be sent to the address of the Participant contained in the Company's records. Either party may change the person and/or address to whom the other party must give notice by giving such other party written notice of such change, in accordance with the procedures described above.

## **7 CONSTRUCTION**

- 7.1 The Performance Shares granted hereunder are subject to any rules and regulations promulgated by the Committee pursuant to the Plan, now or hereafter in effect.
- 7.2 The Company and the Participant may amend this Award Agreement only by a written instrument signed by both parties, provided, that the Company may amend this Award Agreement without further action by the Participant if (i) such amendment is deemed by the Company to be advisable or necessary to comply with applicable law, rule, or, regulation, including Section 409A of the Code, or (ii) if such amendment is not to the detriment of the Participant.
- 7.3 The parties may execute this Award Agreement in one or more counterparts, all of which together shall constitute but one Award Agreement.

**IN WITNESS** whereof the parties have executed this Performance Share Award Agreement as of the Grant Date specified in Schedule 1.

### **Participant**

\_\_\_\_\_  
(Participant's signature)

\_\_\_\_\_  
(Print name)

**Morningstar, Inc.**

By:\_\_\_\_\_

Its:\_\_\_\_\_

**PLEASE RETURN BY: «DATE»**

## SCHEDULE 1

### DETAILS OF PERFORMANCE SHARES GRANTED TO THE PARTICIPANT

Participant's name:	«First» «Name»												
Grant Date:	«Grant Date»												
Performance Period:	«Performance Period»												
Target Number of Performance Shares:	«Target Number of Performance Shares»												
Performance Conditions:	<p>Subject to the terms of the Award Agreement and the Plan, the Performance Shares shall vest based on the Company's Cumulative Revenue accrued for the Performance Period, determined in accordance with the following schedule:</p> <table border="1" style="margin: 10px auto; width: 80%; border-collapse: collapse;"><thead><tr><th style="width: 33%;">Performance Level</th><th style="width: 33%;">Cumulative Revenue</th><th style="width: 33%;">Percentage of Performance Shares that Vest</th></tr></thead><tbody><tr><td>Threshold</td><td>[\$ ____]</td><td>[ ____ %]</td></tr><tr><td>Target</td><td>[\$ ____]</td><td>100%</td></tr><tr><td>Maximum</td><td>[\$ ____]</td><td>[ ____ %]</td></tr></tbody></table> <p>The vesting percentage of the Performance Shares shall be determined using straight-line interpolation between the performance levels set forth above, and none of the Performance Shares shall vest if performance is below the threshold performance level. The number of Performance Shares that become vested shall be rounded down to the nearest whole share.</p> <p>For purposes of this Award, "Cumulative Revenue" shall mean the sum of the Company's Revenue for each fiscal year in the Performance Period as reported in the Company's audited consolidated financial statements.</p> <p>The Cumulative Revenue targets set forth herein (Threshold, Target and Maximum) shall be adjusted to reflect acquisitions, dispositions and discontinued operations that occur during the Performance Period. The Committee may, in its sole discretion, reduce, but not increase, the percentage of Performance Shares that vest at any level of performance.</p>	Performance Level	Cumulative Revenue	Percentage of Performance Shares that Vest	Threshold	[\$ ____]	[ ____ %]	Target	[\$ ____]	100%	Maximum	[\$ ____]	[ ____ %]
Performance Level	Cumulative Revenue	Percentage of Performance Shares that Vest											
Threshold	[\$ ____]	[ ____ %]											
Target	[\$ ____]	100%											
Maximum	[\$ ____]	[ ____ %]											

Service Vesting of Performance Shares:	Subject to, and except as otherwise provided by, the Award Agreement, including Section 3.2 and Section 3.3 thereof, the Performance Shares that are earned pursuant to the attainment of the Performance Conditions set forth in this Schedule 1 shall vest only if the Participant has remained in continuous Service until the last day of the Performance Period.
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## CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Joe Mansueto, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Morningstar, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 01, 2014

/s/ Joe Mansueto

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Joe Mansueto

Chairman of the Board and Chief Executive Officer



## CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, Stéphane Biehler, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Morningstar, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 01, 2014

/s/ Stéphane Biehler

Stéphane Biehler

Chief Financial Officer

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF  
THE SARBANES-OXLEY ACT OF 2002

Joe Mansueto, as Chairman of the Board and Chief Executive Officer of Morningstar, Inc. (the Company), certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the Report) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Joe Mansueto

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Joe Mansueto

Chairman of the Board and Chief Executive Officer

Date: May 01, 2014

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF  
THE SARBANES-OXLEY ACT OF 2002

Stéphane Biehler, as Chief Financial Officer of Morningstar, Inc. (the Company), certifies, pursuant to 18 U.S.C. 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014 as filed with the Securities and Exchange Commission on the date hereof (the Report) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Stéphane Biehler

Stéphane Biehler  
Chief Financial Officer

Date: May 01, 2014