

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **May 17, 2019**

MORNINGSTAR, INC.

(Exact name of registrant as specified in its charter)

Illinois
(State or other jurisdiction
of incorporation)

000-51280
(Commission
File Number)

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

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

60602
(Zip Code)

(312) 696-6000
(Registrant's telephone number, including area code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Trading Symbol | Name of Each Exchange on Which Registered |
|----------------------------|-----------------------|--|
| Common stock, no par value | MORN | The Nasdaq Stock Market LLC |

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

Morningstar, Inc. (Morningstar) held its Annual Shareholders' Meeting on May 17, 2019, for the purpose of electing directors and ratifying the appointment of KPMG LLP (KPMG) as Morningstar's independent registered public accounting firm for 2019.

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

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|----------------|------------------|----------------------|--------------------|-------------------------|
| Joe Mansueto | 37,408,171 | 2,067,627 | 44,892 | 1,935,187 |
| Kunal Kapoor | 37,650,889 | 1,866,116 | 3,685 | 1,935,187 |
| Robin Diamonte | 32,740,454 | 6,732,416 | 47,820 | 1,935,187 |
| Cheryl Francis | 32,449,200 | 7,064,270 | 7,220 | 1,935,187 |
| Steve Kaplan | 39,117,714 | 395,965 | 7,011 | 1,935,187 |
| Gail Landis | 32,814,525 | 6,698,945 | 7,220 | 1,935,187 |
| Bill Lyons | 38,888,073 | 625,028 | 7,589 | 1,935,187 |
| Jack Noonan | 32,773,149 | 6,740,531 | 7,010 | 1,935,187 |
| Caroline Tsay | 32,728,853 | 6,765,700 | 26,137 | 1,935,187 |
| Hugh Zentmyer | 32,754,280 | 6,758,822 | 7,588 | 1,935,187 |

The appointment of KPMG as Morningstar's independent registered public accounting firm for 2019 was ratified with the voting as follows:

| Votes For | Votes Against | Abstentions |
|------------------|----------------------|--------------------|
| 41,194,249 | 204,616 | 57,012 |

Item 8.01. Other Events.

On May 17, 2019, Morningstar issued a press release announcing that its Board of Directors has approved a quarterly cash dividend of 28 cents per share payable July 31, 2019 to shareholders of record as of July 5, 2019. A copy of the press release is filed as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Press Release dated May 17, 2019 regarding quarterly dividend. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MORNINGSTAR, INC.

Date: May 21, 2019

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

**News Release**

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FOR IMMEDIATE RELEASE**Morningstar, Inc. Declares Quarterly Dividend of 28 Cents Per Share**

CHICAGO, May 17, 2019—The board of directors of Morningstar, Inc. (Nasdaq: MORN), a leading provider of independent investment research, today declared a quarterly dividend of 28 cents per share. The dividend is payable July 31, 2019 to shareholders of record as of July 5, 2019.

About Morningstar, Inc.

Morningstar, Inc. is a leading provider of independent investment research in North America, Europe, Australia, and Asia. The company offers an extensive line of products and services for individual investors, financial advisors, asset managers, retirement plan providers and sponsors, and institutional investors in the private capital markets. Morningstar provides data and research insights on a wide range of investment offerings, including managed investment products, publicly listed companies, private capital markets, and real-time global market data. Morningstar also offers investment management services through its investment advisory subsidiaries, with more than \$210 billion in assets under advisement and management as of March 31, 2019. The company has operations in 27 countries. For more information, visit www.morningstar.com/company. Follow Morningstar on Twitter @MorningstarInc.

Caution Concerning Forward-Looking Statements

This press release 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,” “prospects,” 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 maintain and protect our brand, independence, and reputation; failing to differentiate our products and continuously create innovative, proprietary research tools; liability related to the storage of personal information related to individuals as well as portfolio and account-level information; inadequacy of our business continuity program in the event of

a material emergency or adverse political or regulatory developments; failing to respond to technological change, keep pace with new technology developments, or adopt a successful technology strategy; trends in the asset management industry, including the decreasing popularity of actively managed investment vehicles and increased industry consolidation; an outage of our database, technology-based products and services, or network facilities or the movement of parts of our technology infrastructure to the public cloud; compliance failures, regulatory action, or changes in laws applicable to our investment advisory or credit rating operations; volatility in the financial sector, global markets, and global economy and its effect on our revenue from asset-based fees and credit ratings business; the failure of acquisitions and other investments to produce the results we anticipate; the failure to recruit, develop, and retain qualified employees; challenges faced by our non-U.S. operations, including the concentration of data and development work at our offshore facilities in China and India; liability relating to the acquisition or redistribution of data or information we acquire or errors included therein; and the failure to protect our intellectual property rights or claims of intellectual property infringement against us. A more complete description of these risks and uncertainties can be found in our filings with the Securities and Exchange Commission, including our Annual Report on Form 10-K for the year ended December 31, 2018. If any of these risks and uncertainties materialize, our actual future results may vary significantly from what we expected. We do not undertake to update our forward-looking statements as a result of new information or future events.

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