FORM 8-K

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

Date of Report (Date of earliest event reported): May 13, 2014

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

Morningstar, Inc. (Morningstar) held its Annual Shareholders’ Meeting on May 13, 2014, for the purpose of electing directors, approving the performance measures under the Morningstar, Inc. Incentive Plan (Incentive Plan), approving Morningstar’s executive compensation, and ratifying the appointment of KPMG LLP (KPMG) as Morningstar’s independent registered public accounting firm for 2014.

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Votes For</th>
<th>Votes Against</th>
<th>Abstentions</th>
<th>Broker Non-Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>Joe Mansueto</td>
<td>41,858,465</td>
<td>6,830</td>
<td>324,831</td>
<td>1,508,045</td>
</tr>
<tr>
<td>Don Phillips</td>
<td>42,092,764</td>
<td>11,857</td>
<td>85,505</td>
<td>1,508,045</td>
</tr>
<tr>
<td>Cheryl Francis</td>
<td>42,086,768</td>
<td>16,261</td>
<td>87,097</td>
<td>1,508,045</td>
</tr>
<tr>
<td>Steve Kaplan</td>
<td>42,083,770</td>
<td>5,383</td>
<td>100,973</td>
<td>1,508,045</td>
</tr>
<tr>
<td>Gail Landis</td>
<td>42,077,887</td>
<td>25,180</td>
<td>87,059</td>
<td>1,508,045</td>
</tr>
<tr>
<td>Bill Lyons</td>
<td>42,136,415</td>
<td>19,283</td>
<td>34,428</td>
<td>1,508,045</td>
</tr>
<tr>
<td>Jack Noonan</td>
<td>42,078,754</td>
<td>24,313</td>
<td>87,059</td>
<td>1,508,045</td>
</tr>
<tr>
<td>Paul Sturm</td>
<td>42,081,572</td>
<td>6,423</td>
<td>102,131</td>
<td>1,508,045</td>
</tr>
<tr>
<td>Hugh Zentmyer</td>
<td>42,062,388</td>
<td>25,933</td>
<td>101,805</td>
<td>1,508,045</td>
</tr>
</tbody>
</table>

The performance measures under the Incentive Plan were approved with the voting as follows:

<table>
<thead>
<tr>
<th>Votes For</th>
<th>Votes Against</th>
<th>Abstentions</th>
<th>Broker Non-Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>40,854,928</td>
<td>1,329,517</td>
<td>5,681</td>
<td>1,508,045</td>
</tr>
</tbody>
</table>

Morningstar’s executive compensation was approved with the voting as follows:

<table>
<thead>
<tr>
<th>Votes For</th>
<th>Votes Against</th>
<th>Abstentions</th>
<th>Broker Non-Votes</th>
</tr>
</thead>
<tbody>
<tr>
<td>42,145,175</td>
<td>29,855</td>
<td>15,096</td>
<td>1,508,045</td>
</tr>
</tbody>
</table>

The appointment of KPMG as Morningstar’s independent registered public accounting firm for 2014 was ratified with the voting as follows:

<table>
<thead>
<tr>
<th>Votes For</th>
<th>Votes Against</th>
<th>Abstentions</th>
</tr>
</thead>
<tbody>
<tr>
<td>43,685,142</td>
<td>7,180</td>
<td>5,849</td>
</tr>
</tbody>
</table>

Item 8.01. Other Events.

On May 13, 2014, Morningstar issued a press release announcing that its Board of Directors has approved a quarterly cash dividend of 17 cents per share payable July 31, 2014 to shareholders of record as of July 11, 2014. 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:

<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Description</th>
</tr>
</thead>
</table>
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 14, 2014

By:  /s/ Richard E. Robbins
Name:  Richard E. Robbins
Title:  General Counsel and Corporate Secretary
FOR IMMEDIATE RELEASE

Morningstar, Inc. Declares Regular Quarterly Dividend of 17 Cents Per Share

CHICAGO, May 13, 2014—The board of directors of Morningstar, Inc. (NASDAQ: MORN), a leading provider of independent investment research, today declared a quarterly dividend of 17 cents per share. The dividend is payable July 31, 2014 to shareholders of record as of July 11, 2014.

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 individuals, financial advisors, and institutions. Morningstar provides data on approximately 456,000 investment offerings, including stocks, mutual funds, and similar vehicles, along with real-time global market data on more than 12 million equities, indexes, futures, options, commodities, and precious metals, in addition to foreign exchange and Treasury markets. Morningstar also offers investment management services through its registered investment advisor subsidiaries and had approximately $164 billion in assets under advisement and management as of March 31, 2014. The company has operations in 27 countries.

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