

**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): **October 14, 2016**

**MORNINGSTAR, INC.**

(Exact name of registrant as specified in its charter)

**Illinois**  
(State or other  
jurisdiction  
of incorporation)

**000-51280**  
(Commission  
File Number)

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

**22 West Washington Street  
Chicago, Illinois**  
(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 7.01. Regulation FD Disclosure.**

On October 14, 2016, Morningstar, Inc. issued a press release announcing that it has entered into a definitive agreement to acquire PitchBook Data, Inc., a provider of data, research, and technology covering the breadth of the private capital markets, including venture capital, private equity, and mergers and acquisitions. A copy of the press release is filed as Exhibit 99.1.

Morningstar also published documents with questions and answers and a fact sheet regarding the transaction, copies of which are filed as Exhibits 99.2 and 99.3.

**Item 9.01. Financial Statements and Exhibits.**

Include the following information:

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued October 14, 2016.
99.2	Questions and Answers issued October 14, 2016.
99.3	Fact Sheet issued October 14, 2016.

## 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: October 14, 2016

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

**News Release**

22 West Washington Street  
Chicago  
Illinois 60602

Telephone: +1 312 696-6000  
Facsimile: +1 312 696-6009

**Morningstar Media Contacts:**

Nadine Youssef, +1 312-696-6601 or [nadine.youssef@morningstar.com](mailto:nadine.youssef@morningstar.com)  
Mary Kenefake, +1 312-348-3089 or [mary.kenefake@morningstar.com](mailto:mary.kenefake@morningstar.com)

**PitchBook Media Contact:**

Peter Escher, +1 206-795-4438 or [peter.escher@pitchbook.com](mailto:peter.escher@pitchbook.com)

Investors may submit questions to [investors@morningstar.com](mailto:investors@morningstar.com).

**FOR IMMEDIATE RELEASE****Morningstar to Acquire PitchBook Data; Agreement Will Combine Leading Providers of Public and Private Company Research**

CHICAGO, Oct. 14, 2016— Morningstar, Inc. (NASDAQ: MORN), a leading provider of independent investment research, today announced that it has entered into a definitive agreement to acquire PitchBook Data, Inc. PitchBook, founded in 2007, delivers data, research, and technology covering the breadth of the private capital markets, including venture capital, private equity, and mergers and acquisitions (M&A). PitchBook will maintain its brand and identity and will continue to be led by founder and chief executive officer John Gabbert.

Morningstar was an early investor in PitchBook and currently owns approximately 20 percent of the company. The company expects to pay approximately \$180 million (subject to working capital adjustments) for the remaining ownership interest in a transaction that values PitchBook at \$225.0 million.

Morningstar President Kunal Kapoor, who has served on the board of directors for PitchBook since 2012 and will become chief executive officer of Morningstar effective Jan. 1, 2017, said, "Both Morningstar and PitchBook share the goal of bringing transparency to the investment landscape, and PitchBook is in a great position to continue its strong growth trajectory as private markets and private companies are areas of rapidly growing investor interest. Data has always been Morningstar's sweet spot, and we look forward to working with PitchBook to help investors and advisors better understand and navigate this evolving area of the market. Over time, we plan to add some of Morningstar's proprietary research capabilities to this dataset, and we also see meaningful opportunities to expand the business globally."

“I reached out to Morningstar as a potential investor seven years ago because I admired the company’s entrepreneurial spirit and innovative products,” Gabbert said. “Joining forces with Morningstar will help us enter into our next stage of growth, including developing the next-generation version of our award-winning data and software platform, investing in our world-class sales and customer support functions, and expanding our business in Europe and Asia. As investors increasingly broaden their horizons beyond traditional public markets and investments, the multi-asset capabilities Morningstar is building will become even more valuable.”

Data on private capital markets is difficult to find and often in non-standard formats, and PitchBook has built a leading market position with its comprehensive private market datasets and robust research process. PitchBook’s client count has more than tripled over the past three years (to more than 1,800), and sales bookings have grown by a compound annual growth rate of more than 70 percent for the five years ended Dec. 31, 2015. The company’s PitchBook Platform and best-in-class user interface make it easy for clients to access data, discover new connections, and conduct research on potential investment opportunities. PitchBook covers the full lifecycle of venture capital, private equity and M&A, including the limited partners, investment funds, and service providers involved. With the acquisition of PitchBook, Morningstar will be able to apply its core data and software capabilities to a new client segment: private and institutional investors.

Based in Seattle, PitchBook had \$31.1 million in revenue for the trailing 12 months ended June 30, 2016. The company has more than 300 employees located in Seattle, New York, and London. Morningstar originally invested \$1.2 million in PitchBook as a Series A Preferred investor in September 2009 and another \$10.0 million as a Series B Preferred investor in January 2016. Subject to customary closing conditions, the two companies expect the transaction to close in the fourth quarter of 2016.

For more information, please see the accompanying fact sheet and Q&A, which are available at <http://global.morningstar.com/PitchBook>.

**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, and retirement plan providers and sponsors. Morningstar provides data on approximately 530,000 investment offerings, including stocks, mutual funds, and similar vehicles, along with real-time global market data on nearly 18 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 more than \$185 billion in assets under advisement and management as of June 30, 2016. The company has operations in 27 countries.

## **About PitchBook**

The award-winning PitchBook Platform is the industry's leading source for information on the private capital markets, including venture capital, private equity, and M&A. The Seattle-based company arms its clients with the most reliable and comprehensive data, empowering them to make more informed business decisions. Recognized as an Inc. Magazine fastest-growing company, PitchBook provides top-notch customer service to more than 1,800 clients—including some of the world's largest financial institutions. For more information, visit [PitchBook.com](http://PitchBook.com).

## **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," 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; failing to respond to technological change, keep pace with new technology developments, or adopt a successful technology strategy; liability related to our storage of personal information related to individuals as well as portfolio and account-level information; compliance failures, regulatory action, or changes in laws applicable to our investment advisory or credit rating operations; downturns in the financial sector, global financial markets, and global economy; the effect of market volatility on revenue from asset-based fees; the effect of changes in industry-wide issuance volume from commercial mortgage-backed securities; a prolonged outage of our database, technology-based products and services, or network facilities; challenges faced by our non-U.S. operations, including the concentration of data and development work at our offshore facilities in China and India; and trends in the mutual fund industry, including the increasing popularity of passively managed investment vehicles. 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, 2015. If any of these risks and uncertainties materializes, 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.

###

©2016 Morningstar, Inc. All rights reserved.

MORN-C

3 of 3

---

## Questions and Answers

### Morningstar to Acquire PitchBook Data; Agreement Will Combine Leading Providers of Public and Private Company Research

#### Background

- ▶ We've announced plans to acquire PitchBook Data, Inc. in a transaction that values PitchBook at \$225.0 million. Morningstar has been an investor in Seattle-based PitchBook since 2009. We already own approximately 20 percent of the company and will pay about \$180 million (subject to working capital adjustments) for the remaining stake. After the acquisition closes, PitchBook will become a wholly owned subsidiary of Morningstar.
- ▶ PitchBook is a leading data, software, and technology provider for professionals in venture capital, private equity, and mergers and acquisitions (M&A). The award-winning PitchBook Platform delivers comprehensive data coverage across the full lifecycle of private market transactions, from fundraising to investments to exits. PitchBook's data, delivered via a best-in-class user interface, includes the limited partners, investment funds, and service providers involved.
- ▶ As part of our previous investments in the company, Morningstar president Kunal Kapoor, who will become chief executive officer of Morningstar effective January 1, 2017, has been on PitchBook's board of directors since 2012.
- ▶ PitchBook's growth has been strong since its founding nine years ago, and it's poised for continued growth as venture capital, private equity, and M&A are areas of increasing investor interest.

#### General Questions

##### What is PitchBook?

PitchBook is a leading data, software, and technology provider for professionals in venture capital, private equity, and mergers and acquisitions. The award-winning PitchBook Platform delivers comprehensive data coverage across the full lifecycle of private market transactions, from fundraising to investments to exits. PitchBook's data, delivered via a best-in-class user interface, includes the limited partners, investment funds, and service providers involved.

##### Is PitchBook's dataset global?

PitchBook's data covers the venture capital, private equity, and M&A markets in the United States and globally (primarily in Europe).

##### Why is Morningstar acquiring PitchBook?

This acquisition is a strategic fit for Morningstar for a few important reasons:

- ▶ We share a common goal of bringing transparency to the investment landscape, and the same dedication to operational excellence, customer service, and innovation. Both Morningstar and PitchBook are rooted in investment data and have entrepreneurial cultures.

## Questions and Answers

### Morningstar to Acquire PitchBook Data; Agreement Will Combine Leading Providers of Public and Private Company Research

- ▶ Data on the private capital markets is difficult to find and often in non-standard formats, and the award-winning PitchBook Platform delivers comprehensive data coverage across the full lifecycle of private market transactions, from fundraising to investments to exits. PitchBook's data, delivered via a best-in-class user interface, includes the limited partners, investment funds, and service providers involved.
- ▶ Data, along with research, has always been Morningstar's "sweet spot," underpinning all of our key investment areas. In addition, PitchBook's database will help accelerate our efforts in equity data (both private and public companies).
- ▶ Multi-asset portfolios are becoming the norm, and combining Morningstar's public company data with PitchBook's private capital data will give us one of the most comprehensive multi-asset datasets in the industry, helping us better meet the needs of our advisor and asset management clients.
- ▶ We'll gain access to a new client segment (private/institutional investors) but in an area we know well—data and software.

#### What are the benefits for PitchBook?

PitchBook's growth has been strong since its founding nine years ago, and it's poised for continued growth as venture capital, private equity, and M&A are areas of increasing investor interest. The two companies are a good fit, with a common goal of bringing transparency to the investment landscape, and both Morningstar and PitchBook have roots in investment data and entrepreneurial cultures.

PitchBook founder and CEO John Gabbert first reached out to Morningstar as a potential investor seven years ago because he admired Morningstar's entrepreneurial spirit and innovative products. Joining forces with Morningstar will help PitchBook enter into its next stage of growth, including developing the next-generation version of its award-winning data and software platform, investing in world-class sales and customer support capabilities, and expanding to reach private capital investors globally.

#### Where is PitchBook located? Will it remain in that location?

Its headquarters are in Seattle, Washington. PitchBook also has offices in London and New York. We plan to keep the headquarters in Seattle. If it makes sense based on the lease terms and space needs for both teams, we may eventually consider combining our facilities in London and New York (where Morningstar and PitchBook both have office locations).

#### How many employees does PitchBook have?

PitchBook has about 300 employees, most of whom are in Seattle. The company also has nearly 300 contractors who work in Ukraine and India.

## Questions and Answers

### Morningstar to Acquire PitchBook Data; Agreement Will Combine Leading Providers of Public and Private Company Research

#### Will these employees and contractors remain with PitchBook?

Yes.

#### Do you plan to integrate PitchBook's business operations with Morningstar?

PitchBook will continue to operate as an independent business. Founder and CEO John Gabbert will continue to lead the business, which will remain functionally separate in most respects, while collaborating with Morningstar on certain areas, such as data collection technologies. John will report to Kunal Kapoor, president, who will become Morningstar's chief executive officer on Jan. 1, 2017.

#### Will PitchBook's capabilities be integrated into Morningstar's products?

We'll be looking at ways to incorporate PitchBook's dataset into our products over time.

#### Will Morningstar keep PitchBook as a standalone product?

Yes.

#### Will the PitchBook brand remain intact?

We're planning to keep the PitchBook brand.

#### Will Morningstar's sales team be able to sell PitchBook data? When?

We'll be working out a plan for our sales teams to coordinate their efforts for enterprise-level sales and will be able to provide more information after the transaction closes.

#### Do Morningstar and PitchBook have many of the same clients?

We work with some of the same firms, but there isn't a lot of overlap.

#### Does this signal more acquisitions in the future?

We continue to evaluate acquisition opportunities in the same way we always have. We look for businesses that will help drive our strategy and expand our moat (i.e. our sustainable competitive advantage), with missions and cultures that are complementary to Morningstar.

### Financial Questions

#### When do you expect the acquisition will close?

We expect it to close in the fourth quarter of 2016.

#### What approvals are required before the transaction is finalized?

## Questions and Answers

### Morningstar to Acquire PitchBook Data; Agreement Will Combine Leading Providers of Public and Private Company Research

The acquisition is subject to customary closing conditions, including Hart-Scott-Rodino clearance.

#### What are the financial terms of the deal?

We'll acquire PitchBook based on a total company value of \$225.0 million. When the transaction is completed, we will pay approximately \$180 million (subject to working capital adjustments) because we already own about 20 percent of the company.

#### How will Morningstar pay for the acquisition?

We plan to fund the acquisition by expanding our existing revolving credit facility.

#### How large is PitchBook's annual revenue base?

PitchBook had \$31.1 million in revenue for the trailing 12 months ending June 30, 2016.

#### Is the company profitable?

No. The company has been investing heavily as it expands its business and has had a net operating loss for the past several years.

#### Do you anticipate any other costs related to the acquisition?

Yes. We'll incur additional operating expense related to the acquisition, including additional compensation costs related to management incentive plans as well as amortization expense for intangible assets.

#### Safe Harbor Statement under the Private Securities Litigation Reform Act of 2005

This document 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 maintain and protect our brand, independence, and reputation; 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; liability related to our storage of personal information related to individuals as well as portfolio and account-level information; compliance failures, regulatory action, or changes in laws applicable to our investment advisory or credit rating operations; downturns in the financial sector, global financial markets, and global economy; the effect of market volatility on revenue from asset-based fees; the effect of changes in industry-wide issuance volume from commercial mortgage-backed securities; a prolonged outage of our database, technology-based products and services, or network facilities; challenges faced by our non-U.S. operations, including the concentration of data and development work at our offshore facilities in China and India; and trends in the mutual fund industry, including the increasing popularity of passively managed investment vehicles. 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, 2015. 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.

## Morningstar and PitchBook: Acquisition Fact Sheet

On October 14, 2016, Morningstar, Inc., a leading provider of independent investment research, announced a definitive agreement to acquire PitchBook Data, Inc., which provides the industry's most comprehensive information on venture capital, private equity, and mergers and acquisitions.

### Transaction Details

Morningstar will pay approximately \$180 million in cash for the remaining 80% of the company that it does not already own (based on a total company value of \$225.0 million). Morningstar will fund the acquisition by expanding its existing revolving credit facility.

### Expected Closing

Fourth quarter of 2016, subject to customary closing conditions.

### Key Benefits of Combined Company

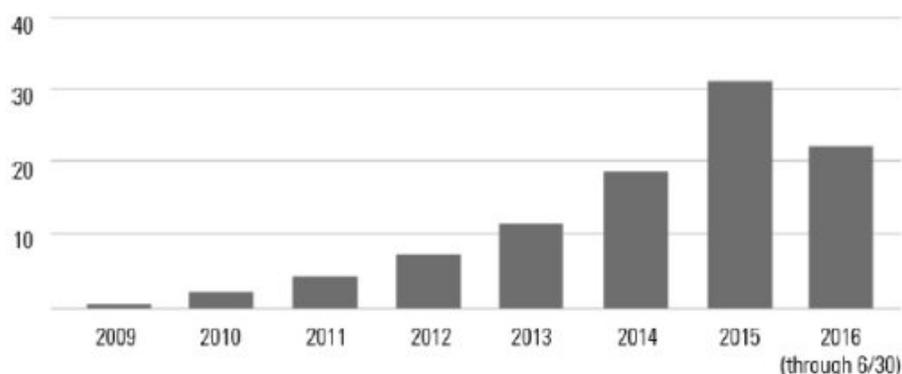
- ▶ We share a common goal of bringing transparency to the investment landscape and the same dedication to operational excellence, customer service, and innovation. Both Morningstar and PitchBook are rooted in investment data and have entrepreneurial cultures.
- ▶ Data on the private capital markets is difficult to find and often in non-standard formats, and the award-winning PitchBook Platform delivers comprehensive data coverage across the full lifecycle of private market transactions, from fundraising to investments to exits. PitchBook's data, delivered via a best-in-class user interface, includes the limited partners, investment funds, and service providers involved.
- ▶ Data, along with research, has always been Morningstar's "sweet spot," underpinning all of our key investment areas. In addition, PitchBook's database will help accelerate our efforts in equity data (both private and public companies).
- ▶ Multi-asset portfolios are becoming the norm, and combining Morningstar's public company data with PitchBook's private capital data will give us one of the most comprehensive multi-asset datasets in the industry, helping us better meet the needs of our advisor and asset management clients.
- ▶ We'll gain access to a new client segment (private/institutional investors) but in an area we know well—data and software.
- ▶ Joining forces with Morningstar will help PitchBook enter into its next stage of growth, including developing the next-generation version of its award-winning data and software platform, investing in its world-class sales and customer support capabilities, and expanding to reach private capital investors globally.

# Morningstar and PitchBook: Acquisition Fact Sheet

## About PitchBook

- ▶ Clients served: approximately 1,800
- ▶ Key business/products: PitchBook Platform
- ▶ Number of employees: approximately 300 (mainly in Seattle, New York, and London)
- ▶ Headquarters: Seattle, Washington
- ▶ Other operations: The company also has nearly 300 contractors who work in Ukraine and India
- ▶ Founder and CEO: John Gabbert

## Growth in Sales Bookings (\$mil)

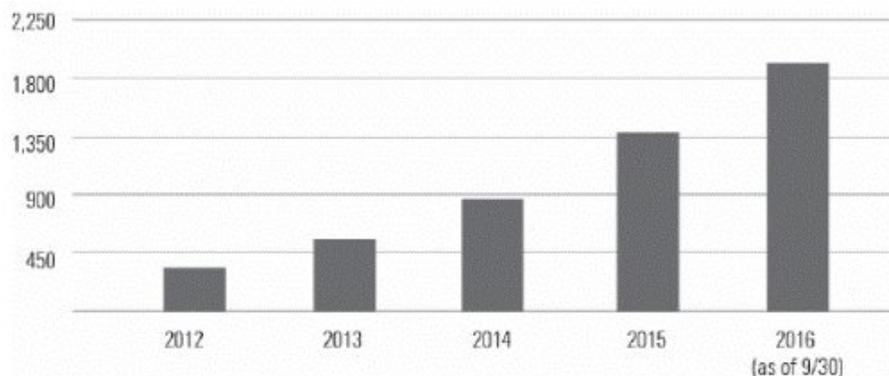


## High-Level Database Coverage

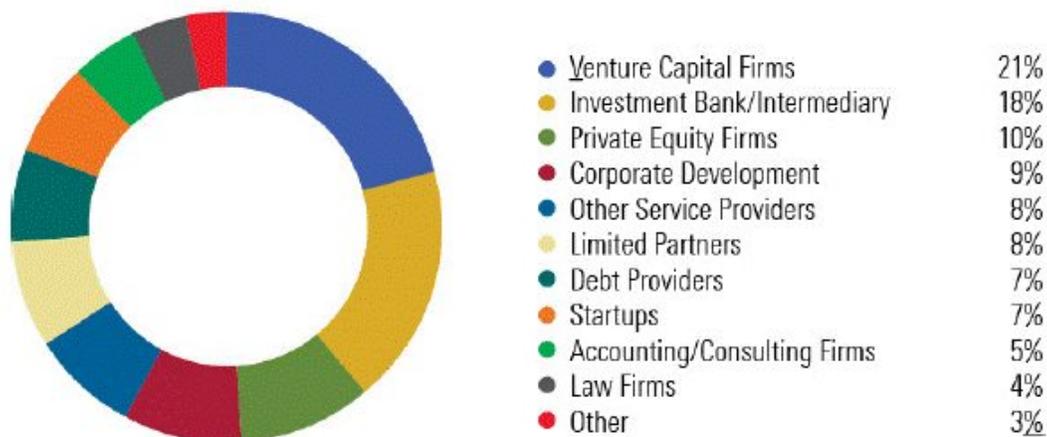
<b>Companies:</b>	<b>718,000</b>	<b>Investments:</b>	<b>533,000</b>
Pre-venture	124,000	Angel & seed	76,000
Venture capital	85,000	VC deals	158,000
Private equity	88,000	PE deals	108,000
M&A	116,000	Strategic M&A	138,000
Publicly listed	41,000	IPOs & PIPEs	27,000
Other private	317,000	<b>Investors:</b>	<b>162,000</b>
<b>Funds:</b>	<b>35,000</b>	Angels	24,000
Open	7,000	Incubators	2,600
Closed & evergreen	28,000	VC firms	14,000
<b>People:</b>	<b>1,170,000</b>	PE firms	11,000
<b>Service providers:</b>	<b>27,000</b>	Strategic acquirers	105,000
		<b>Limited partners:</b>	<b>23,000</b>

# Morningstar and PitchBook: Acquisition Fact Sheet

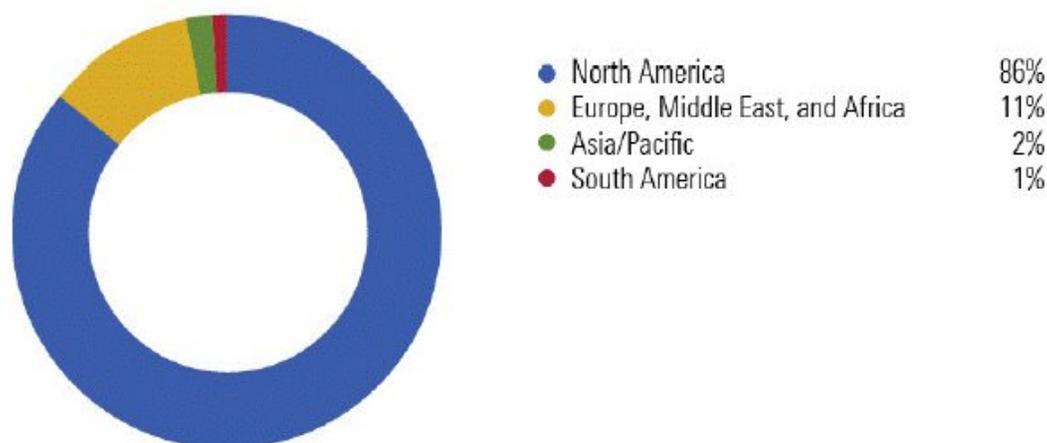
## Growth in Client Count



## Clients by Segment



## Clients by Region



# Morningstar and PitchBook: Acquisition Fact Sheet

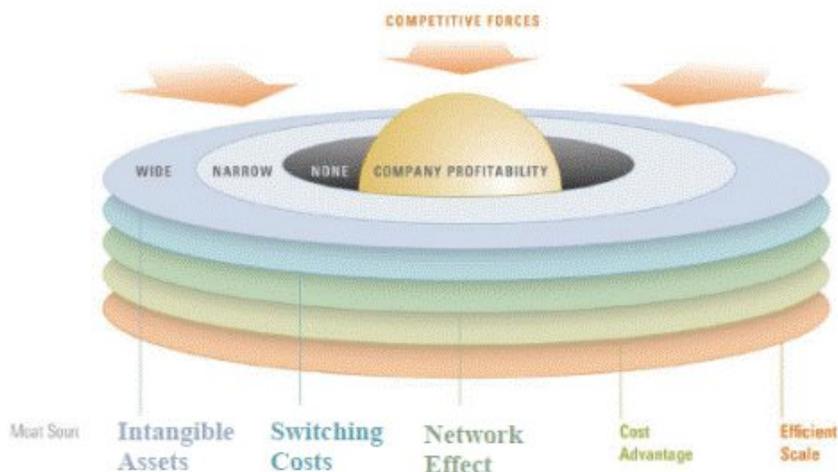
## Strategic Fit

PitchBook is a strategic fit for Morningstar because it adds an adjacent customer segment (private/institutional investors) and leverages our strength in data and software.



## Economic Moat

PitchBook's sources of moat are similar to Morningstar's—particularly the intangible assets associated with the value of its best-in-class data in an opaque area with high barriers to entry for gathering historical data. We believe joining forces will help strengthen the economic moat of both companies.



# Morningstar and PitchBook: Acquisition Fact Sheet

## Safe Harbor Statement under the Private Securities Litigation Reform Act of 2005

This fact sheet 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 maintain and protect our brand, independence, and reputation; 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; liability related to our storage of personal information related to individuals as well as portfolio and account-level information; compliance failures, regulatory action, or changes in laws applicable to our investment advisory or credit rating operations; downturns in the financial sector, global financial markets, and global economy; the effect of market volatility on revenue from asset-based fees; the effect of changes in industry-wide issuance volume from commercial mortgage-backed securities; a prolonged outage of our database, technology-based products and services, or network facilities; challenges faced by our non-U.S. operations, including the concentration of data and development work at our offshore facilities in China and India; and trends in the mutual fund industry, including the increasing popularity of passively managed investment vehicles. 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, 2015. 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.