

FACTSET RESEARCH SYSTEMS INC
Form 10-Q/A
July 14, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q/A

Amendment No. 1

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

For the fiscal quarter ended February 29, 2004

OR

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

Commission File Number: 1-11869

FACTSET RESEARCH SYSTEMS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-3362547
(I.R.S. Employer Identification No.)

One Greenwich Plaza, Greenwich, Connecticut
(Address of principal executive office)

06830
(Zip Code)

Registrant's telephone number, including area code:

(203) 863-1500

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 is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). Yes No

The total number of shares of the registrant's common stock, \$.01 par value, outstanding on February 29, 2004, was 31,966,907.

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

FactSet Research Systems Inc.

Form 10 Q/A

Explanatory Note

Pursuant to Rule 12b-15 of the Securities Exchange Act of 1934, FactSet Research Systems Inc. hereby amends its Form 10-Q for the fiscal quarter ended February 29, 2004 by amending and restating Items 4 and 6 in their entirety.

Item 4. Submission of Matters to a Vote of Security Holders:

The Annual Meeting of Shareholders of FactSet Research Systems Inc. was held on January 8, 2004.

1. Three nominees to the Board of Directors were elected:

| <u>Director</u> | <u>Term</u> | <u>For</u> | <u>Not For</u> | <u>Abstain</u> |
|---------------------|-------------|------------|----------------|----------------|
| Scott A. Billeadeau | 3 yrs. | 30,525,095 | 1,269,038 | |
| Philip A. Hadley | 3 yrs. | 30,796,169 | 998,764 | |
| John C. Mickle | 3 yrs. | 30,618,333 | 1,176,600 | |

2. The appointment of PricewaterhouseCoopers LLP as independent public accountants of the Company was ratified:

| | |
|---------|------------|
| For | 31,191,748 |
| Not for | 468,825 |
| Abstain | 134,360 |

Item 6: Exhibits and Reports on Form 8-K:

(a) Exhibits:

EXHIBIT
NUMBER

DESCRIPTION

| | |
|-------|--|
| 10.2 | Amendment to 364-Day Credit Agreement, dated March 25, 2004* |
| 10.9 | Stock Purchase and Amendment Agreement, dated January 21, 2004, between the Company and Howard E. Wille* |
| 10.10 | Lease dated December 17, 2003, between the Company and Merritt 7 Venture L.L.C. (released from escrow on January 8, 2004)* |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer |
| 32.1 | Section 1350 Certification of Principal Executive Officer* |
| 32.2 | Section 1350 Certification of Principal Financial Officer* |

* Incorporated by reference to the Company quarterly report on Form 10-Q for the fiscal quarter ended February 29, 2004.

(b) Reports on Form 8-K:

We filed or furnished one report on Form 8-K during the quarter ended February 29, 2004. Information regarding the item on which we reported is as follows:

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| <u>Date Filed or Furnished</u> | <u>Item No.</u> | <u>Description</u> |
|--------------------------------|-------------------|---|
| December 16, 2003 | Items 7 and 12 | On December 16, 2003, we announced our results for the three months ended November 30, 2003.* |

* The furnished Form 8-K is not to be deemed filed or incorporated by reference into any filing.

SIGNATURE

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

FACTSET RESEARCH SYSTEMS INC.
Registrant

Date: July 14, 2004

/s/ ERNEST S. WONG
Ernest S. Wong,
Senior Vice President, Chief Financial Officer,
Treasurer and Secretary

EXHIBIT INDEX

| EXHIBIT NUMBER | |
|-------------------|---|
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer |

EXHIBIT 31.1

**Certification Pursuant To Rule 13a-14 Or 15d-14 Of The Securities Exchange Act Of 1934,
As Adopted Pursuant To Section 302 Of The Sarbanes-Oxley Act Of 2002**

SIGNATURE

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I, Philip A. Hadley, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of FactSet Research Systems Inc.;
2. Based on my knowledge, this quarterly 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 officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15e and 15d-15e) 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 officers 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 any significant role in the registrant's internal control over financial reporting.

Date: July 14, 2004

/s/ Philip A. Hadley
Philip A. Hadley
Chief Executive Officer

EXHIBIT 31.2

**Certification Pursuant To Rule 13a-14 Or 15d-14 Of The Securities Exchange Act Of 1934,
As Adopted Pursuant To Section 302 Of The Sarbanes-Oxley Act Of 2002**

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I, Ernest S. Wong, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of FactSet Research Systems Inc.;
2. Based on my knowledge, this quarterly 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 officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15e and 15d-15e) 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 officers 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 any significant role in the registrant's internal control over financial reporting.

Date: July 14, 2004

/s/ Ernest S. Wong
Ernest S. Wong
Chief Financial Officer
