FACTSET RESEARCH SYSTEMS INC

FORM S-1MEF

(Registration of Additional Securities (up to 20%))

Filed 6/28/1996

Address	ONE GREENWICH PLAZA
	GREENWICH, Connecticut 06830
Telephone	203-863-1500
CIK	0001013237
Industry	Computer Services
Sector	Technology
Fiscal Year	08/31

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 28, 1996

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

FACTSET RESEARCH SYSTEMS INC.

(Exact name of registrant as specified in its charter)

DELAWARE	7374	13-3362547
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Number)	(I.R.S. Employer Identification No.)

ONE GREENWICH PLAZA
GREENWICH, CONNECTICUT 06830
(203) 863-1500
(Addresss, including zip code, and telephone number, including area code, of registrant's principal executive offices)

HOWARD E. WILLE
CHAIRMAN & CHIEF EXECUTIVE OFFICER
FACTSET RESEARCH SYSTEMS INC.
ONE GREENWICH PLAZA
GREENWICH, CONNECTICUT 06830
(203) 863-1500
(Name, address, including zip code, and telephone number, including area code, of agent for service)

COPIES TO:

WILLIAM P. ROGERS, JR., ESQ.
CRAVATH, SWAINE & MOORE
WORLDWIDE PLAZA
825 EIGHTH AVENUE
NEW YORK, NEW YORK 10019
(212) 474-1270

SARAH JONES BESHAR, ESQ.
DAVIS POLK & WARDWELL
450 LEXINGTON AVENUE
NEW YORK, NEW YORK 10017
(212) 450-4131

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Registrastion Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. / /

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. /X/ Reg. No. 333-4238

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / / If the delivery of the

prospectus is expected to be made pursuant to Rule 434, please check the following box. / /

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED AGGREGATE OFFERING PRICE(1)	MAXIMUM AMOUNT OF REGISTRATION FEE
Common Stock, par value $.01 per share.....	64,339 shares	$17	$1,093,750	$378.00

(1) CALCULATED PURSUANT TO RULE 457 UNDER THE SECURITIES ACT.

STATEMENT PURSUANT TO RULE 462(b)

The contents contained in Registration Statement No. 333-4238 filed with the Commission on April 30, 1996, as amended by Amendment No. 1 thereto filed with the Commission on June 5, 1996, Amendment No. 2 therein filed with the Commission on June 26, 1996 are incorporated by reference into, and shall be deemed part of, this registration statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Greenwich, Connecticut, on June 28, 1996.

FACTSET RESEARCH SYSTEMS INC.

By: /s/ Howard E. Wille
Howard E. Wille
Chairman of the Board of Directors and Chief Executive Officer

Each person whose signature appears below appoints Howard E. Wille, as his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and anything appropriate or necessary to be done, as fully and for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in- fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Titles	Dates
/s/ Howard E. Wille Howard E. Wille	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	June 28, 1996
/s/ Charles J. Snyder Charles J. Snyder	President and Director	June 28, 1996
/s/ Ernest S. Wong Ernest S. Wong	Chief Financial Officer (Principal Accounting Officer)	June 28, 1996
Joseph E. Laird, Jr.	Director	June 28, 1996

EXHIBIT INDEX

Exhibit
Number

*5.1 Opinion of Cravath, Swaine & Moore. *23.1 Consent of Price Waterhouse, LLP.
*23.2 Consent of Cravath, Swaine & Moore (included in Exhibit 5.1). *24.1 Powers of attorney for the Company (contained on the signature page of this Registration Statement).
* Filed herewith.

Exhibit 5.1

[CRAVATH, SWAINE & MOORE LETTERHEAD]

June 28, 1996

Ladies and Gentlemen:

Reference is made to the initial public offering by FactSet Research Systems Inc., a Delaware corporation (the "Company"), of up to 3,593,750 shares of the Company's Common Stock, par value $0.01 per share (the "Shares"), pursuant to a Registration Statement on Form S-1 under the Securities Act of 1933, as amended (the "Act") and a Registration Statement filed in accordance with Rule 462(b) under the Act. The Shares include 468,750 shares which are subject to an over-allotment option granted by the selling stockholders (the "Selling Stockholders") to the Underwriters named in the Registration Statement.

As counsel for the Company, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records, and other instruments as we have deemed necessary or appropriate for the purposes of this opinion, including: (a) the Restated Certificate of Incorporation, as amended; (b) the By-Laws of the Company, as amended; (c) various corporate records and proceedings relating to the organization of the Company and the issuance of the Shares; and (d) a specimen certificate representing the Shares.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and validly issued and are fully-paid, non-assessable and not subject to any preemptive or similar rights.

We are furnishing this opinion solely for the benefit of the Company. This opinion may not be relied upon

by any other person or for any other purpose or used, circulated, quoted or otherwise referred to for any other purpose.

We consent to the use of this opinion as an Exhibit to the Registration Statement, and we consent to the reference to our firm under the caption "Legal Matters" in the Prospectus forming a part of the Registration Statement.

Very truly yours,

/s/ Cravath, Swaine & Moore

FactSet Research Systems Inc.
One Greenwich Plaza
Greenwich, Connecticut 06830

Exhibit 23.1

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the use in the Prospectus constituting part of this Registration Statement on Form S-1 of our report dated April 26, 1996, except as to Note 2 which is as of June 4, 1996, relating to the financial statements of FactSet Research Systems Inc., which appears in such Prospectus. We also consent to the references to us under the headings "Experts" and "Selected Historical Consolidated Financial Information" in such Prospectus. However, it should be noted that Price Waterhouse LLP has not prepared or certified such "Selected Historical Consolidated Financial Information."

/s/ Price Waterhouse LLP

PRICE WATERHOUSE LLP

New York, New York
June 28, 1996

End of Filing

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