

Morningstar, Inc.
Form DEFA14A
May 08, 2018

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- o Definitive Proxy Statement
- x Definitive Additional Materials
- o Soliciting Material under §240.14a-12

Morningstar, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
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 - (4) Proposed maximum aggregate value of transaction:
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 - (4) Date Filed:
-

22 West Washington Street

Chicago, IL 60602

**SUPPLEMENT TO PROXY STATEMENT DATED APRIL 6, 2018 FOR THE 2018 ANNUAL
SHAREHOLDERS MEETING TO BE HELD ON MAY 18, 2018**

EXPLANATORY NOTE:

The sole purpose of this supplement (this Supplement) to the definitive proxy statement of Morningstar, Inc. filed with the Securities and Exchange Commission on April 6, 2018 (the Proxy Statement) is to correct the table under the caption Board Committees and Charters on page 9 of the Proxy Statement. The table shows the members of each board committee as of the date of the Proxy Statement and the number of meetings held by each committee during 2017. The table incorrectly lists Kunal Kapoor as a member of the Nominating and Corporate Governance Committee and also incorrectly omits Robin Diamonte as a member of the Nominating and Corporate Governance Committee. The corrected table is set forth below and replaces the original table in the Proxy Statement in its entirety.

| Director | Audit | Compensation | Nominating and Corporate Governance |
|-----------------|--------------|---------------------|--|
| Joe Mansueto | | | |
| Kunal Kapoor | | | |
| Robin Diamonte | Member | | Member |
| Cheryl Francis | Chair | Member | |
| Steve Kaplan | | Chair | Member |
| Gail Landis | Member | | Member |
| Bill Lyons | | Member | Chair |
| Jack Noonan | Member | Member | |
| Caroline Tsay | Member | | Member |
| Hugh Zentmyer | Member | Member | |
| 2017 Meetings | 8 | 6 | 4 |

This Supplement should be read in conjunction with the Proxy Statement. Except as specifically presented in this Explanatory Note, all information set forth in the Proxy Statement remains unchanged. If you have already voted and would like to change or revoke your prior vote on any proposal, please refer to page 2 of the Proxy Statement for further information on how to do so.

