

EDGAR ONLINE, INC.

PROXY

2009 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON JUNE 10, 2009

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS OF EDGAR ONLINE, INC.

The undersigned revokes all previous proxies, acknowledges receipt of the Notice of the Annual Meeting of Stockholders of EDGAR Online, Inc. (the "Company") to be held on June 10, 2009 and the Proxy Statement relating thereto, and appoints Philip D. Moyer, Chief Executive Officer and President, and John C. Ferrara, Chief Financial Officer, and each of them, the proxy of the undersigned, with full power of substitution, to vote all shares of the Company's common stock, par value \$0.01 per share (the "Common Stock," of which the undersigned is entitled to vote, either on his or her own behalf or on behalf of any entity or entities, at the Annual Meeting of Stockholders of the Company to be held at the Company's offices, 122 East 42nd Street, Suite 2400, New York, New York 10168 on Wednesday, June 10, 2009 at 10:00 a.m. local time (the "Annual Meeting"), and at any adjournment or postponement thereof, with the same force and effect as the undersigned might or could do if personally present thereat. The shares represented by this proxy, if it is properly executed, will be voted in the manner directed herein by the undersigned stockholder(s). **If no direction is made, the shares represented by this proxy will be voted "FOR" all nominees for director and "FOR" Proposal 2 and Proposal 3. To the extent permissible under applicable law, this proxy also delegates discretionary authority to vote on any matter that may properly come before the Annual Meeting, or any adjournment or postponement thereof.**

1. To elect seven directors to serve on the Board of Directors of the Company until the Company's 2010 Annual Meeting of Stockholders and until their successors are duly elected and qualified or until their earlier resignation or removal;

Elisabeth DeMarse	<input type="checkbox"/> FOR all nominees listed at left	<input type="checkbox"/> WITHHOLD AUTHORITY
Richard L. Feinstein	(except as written below to the	TO VOTE for all nominees listed
Mark Maged	contrary)	at left
Douglas K. Mellinger		
Philip D. Moyer		
John Mutch		
William J. O'Neill, Jr.		

Instruction: To withhold authority to vote for an individual nominee, write the nominee's name in the space provided above.

2. To consider and act upon a proposal to authorize, approve and adopt amendments to the Company's 2005 Stock Award and Incentive Plan to increase the number of shares of Common Stock available for award under such Plan and to make clear that, under such Plan, the Company may not reprice stock options or stock appreciation rights without stockholder approval;

FOR AGAINST ABSTAIN

3. To approve and ratify the appointment of BDO Seidman, LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2009; and

FOR AGAINST ABSTAIN

4. In accordance with the discretion of the proxy holders, to act upon all matters incident to the conduct of the Annual Meeting and upon other matters as may properly come before the Annual Meeting.

FOR AGAINST ABSTAIN

PLEASE MARK, DATE, SIGN AND MAIL THIS PROXY IN THE ENVELOPE PROVIDED FOR THIS PURPOSE.

Please print the name(s) appearing on each share certificate(s) over which you have voting authority:

Date: _____, 2009

Signature: _____

Signature if held jointly: _____

Note: When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If signer is a partnership, please sign in partnership name by authorized person.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be Held on June 10, 2009

This proxy statement and our 2008 annual report to stockholders are available at <http://www.edgar-online.com/About/InvestorRelations/ProxyMaterials.aspx>.