IHS Inc.
Form 424B3
June 22, 2012

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to Be Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Class A common stock, par value $0.01 per share	10,000,000	$100.00	$1,000,000,000.00	$114,600
Series A junior participating preferred stock purchase rights(3)				

(1) Includes 1,304,347 shares of Class A common stock that may be purchased by the underwriter pursuant to its option to purchase additional shares of Class A common stock.

(2) Calculated in accordance with Rule 457(r) under the Securities Act.

(3) Each share of Class A common stock includes one series A junior participating preferred stock purchase right pursuant to a rights agreement between the registrant and the rights agent. The series A junior participating preferred stock purchase rights will initially trade together with the Class A common stock. The value attributable to the series A junior participating preferred stock purchase rights, if any, is reflected in the offering price of the Class A common stock.

Filed Pursuant to Rule 424(b)(3)
File No. 333-182193

Prospectus Supplement to Prospectus dated June 18, 2012

8,695,653 Shares

IHS Inc.

Class A Common Stock

All of the shares of Class A common stock in this offering are being sold by Conscientia Investment Limited, the selling stockholder. We will not receive any of the proceeds from the sale of the shares in this offering.

Our Class A common stock is listed on the New York Stock Exchange under the symbol "IHS." The last reported sale price of our Class A common stock on June 21, 2012 was $101.84 per share.

See "Risk Factors" beginning on page S-13 of this prospectus supplement and beginning on page 11 of our Annual Report on Form 10-K for the year ended November 30, 2011 to read about factors you should consider before buying our Class A common stock.

Neither the Securities and Exchange Commission (the "SEC") nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement and the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Initial price to public	$ 100.00	$ 869,565,300
Underwriting discount	$ 2.00	$ 17,391,306
Proceeds, before expenses, to selling stockholder	$ 98.00	$ 852,173,994

To the extent that the underwriter sells more than 8,695,653 shares of Class A common stock, the underwriter has the option to purchase up to an additional 1,304,347 shares from the selling stockholder at the initial price to public less the underwriting discount.

The underwriter expects to deliver the shares against payment in New York, New York on June 27, 2012.

Goldman, Sachs & Co.

Prospectus Supplement dated June 21, 2012

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the offering of Class A common stock and also adds to and updates information contained in the accompanying prospectus. The second part is the accompanying prospectus, which gives more general information. If information varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. You should read both this prospectus supplement and the accompanying prospectus together with the additional information described under "Where You Can Find More Information."

We, the selling stockholder and the underwriter have not authorized any person to provide you with any information other than the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus we provide to you that is required to be filed with the SEC. We, the selling stockholder and the underwriter take no responsibility for, and provide no assurance as to the reliability of, any other information that others may give to you. We, the selling stockholder and the underwriter are not making an offer to sell the Class A common stock in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus, any such free writing prospectus or the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

NON-GAAP FINANCIAL MEASURES

This prospectus supplement contains the following financial measures that are not calculated in accordance with accounting principles generally accepted in the United States ("GAAP"):

Adjusted EBITDA. Earnings before interest, taxes, depreciation and amortization ("EBITDA") is defined as net income plus or minus net interest, plus income taxes, depreciation and amortization. Adjusted EBITDA further excludes (i) non-cash items (e.g., stock-based compensation expense and non-cash pension and post-retirement expense) and (ii) items that management does not consider to be useful in assessing our operating performance (e.g., acquisition-related costs, restructuring charges, income or loss from discontinued operations, and gain or loss on sale of assets).

Adjusted Free Cash Flow. We define free cash flow as net cash provided by operating activities, less capital expenditures. We define adjusted free cash flow as net cash provided by operating activities, less capital expenditures, plus pension deficit funding.

Reconciliations of the most directly comparable GAAP measures to non-GAAP measures are provided under "Prospectus Supplement Summary Summary Selected Consolidated Financial Data" below.

We use these non-GAAP measures in our operational and financial decision-making, believing that such measures are useful to eliminate certain items in order to focus on what we deem to be more reliable indicators of ongoing operating performance and our ability to generate cash flow from operations. As a result, internal management reports used during monthly operating reviews feature the Adjusted EBITDA metrics. We also believe that investors may find non-GAAP financial measures useful for the same reasons, although investors are cautioned that non-GAAP financial measures are not a substitute for GAAP disclosures. EBITDA and Adjusted EBITDA are also used by many of our investors, research analysts, investment bankers, and lenders to assess our operating performance. For example, a measure similar to Adjusted EBITDA is required by the lenders under our term loan and revolving credit agreement.

Because not all companies use identical calculations, our presentation of non-GAAP financial measures may not be comparable to other similarly-titled measures of other companies. However, these measures can still be useful in evaluating our performance against our peer companies because management believes the measures provide users with valuable insight into key components of GAAP financial disclosures. For example, a company with greater GAAP net income may not be as appealing to investors if its net income is more heavily comprised of gains on asset sales. Likewise, eliminating the effects of interest income and expense moderates the impact of a company's capital structure on its performance.

All of the reconciling items from net income to Adjusted EBITDA are either (i) non-cash items (e.g., depreciation and amortization, stock-based compensation, non-cash pension and postretirement expense) or (ii) items that we do not consider to be useful in assessing our operating performance (e.g., income taxes, acquisition-related costs, restructuring charges, income or loss from discontinued operations, and gain or loss on sale of assets). In the case of the non-cash items, we believe that investors can better assess our operating performance if the measures are presented without such items because, unlike cash expenses, these adjustments do not affect our ability to generate free cash flow or invest in our business. For example, by eliminating depreciation and amortization from EBITDA, users can compare operating performance without regard to different accounting determinations such as useful life. In the case of the other items, we believe that investors can better assess operating performance if the measures are presented without these items because their financial impact does not reflect ongoing operating performance.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information contained elsewhere in this prospectus supplement or the accompanying prospectus, but it does not contain all of the information that you should consider before deciding to invest in our Class A common stock. You should read this entire prospectus supplement, including "Risk Factors," the accompanying prospectus, the documents incorporated by reference (including the "Risk Factors" therein) and the other documents to which we refer for a more complete understanding of this offering.

The terms "IHS," "we," "us" and "our" refer to IHS Inc. and, unless the context otherwise requires, its consolidated subsidiaries.

Our Company

We are the leading source of critical information, analytics, and workflow tools in areas that shape today's business landscape. We provide solutions that support customer workflows in strategy and analysis, energy technical, product engineering, supply chain, and EHS & Sustainability, and in customer industry sectors including Energy and Natural Resources, Chemicals, Technology, Media & Telecom, Manufacturing, Transportation, and Government, Defense and Security. Businesses and governments in more than 165 countries around the globe rely on our comprehensive content, expert independent analysis and flexible delivery methods to make high-impact decisions and develop strategies with speed and confidence.

We have been in business since 1959, were incorporated in the State of Delaware in 1994, and became a publicly traded company on the New York Stock Exchange in 2005. Headquartered in Englewood, Colorado, we employ over 6,000 people in more than 30 countries around the world.

Recent Developments

On June 18, 2012, we announced our financial results as of and for the quarterly period ended May 31, 2012. You should read the following information in conjunction with " Summary Selected Consolidated Financial Data" below and "Selected Financial Data" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the year ended November 30, 2011 and in our Quarterly Report on Form 10-Q for the quarterly period ended February 29, 2012, which are incorporated by reference herein, and our audited consolidated financial statements and unaudited condensed consolidated interim financial statements, and the related notes thereto, incorporated by reference herein. Our financial results for the three and six months ended May 31, 2012 do not necessarily indicate the results that can be expected for our 2012 fiscal year.

Ernst & Young LLP, our independent registered public accounting firm, has not audited or reviewed the financial information included in the following discussion. Accordingly, Ernst & Young LLP does not express an opinion or any other form of assurance with respect thereto.

We are currently preparing our Quarterly Report on Form 10-Q for the quarterly period ended May 31, 2012, which will be reviewed by Ernst & Young LLP. While we believe the financial information as of and for the quarterly period ended May 31, 2012 included in the following discussion fairly presents, in all material respects, our results of operations and financial condition as of the end of, and for, such quarterly period, the preparation of our Quarterly Report on Form 10-Q and the review by Ernst & Young LLP could result in changes to that financial information, and such changes may be material.

See " Summary Selected Consolidated Financial Data" beginning on page S-5 of this prospectus supplement.

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Revenue for the second quarter of 2012 totaled $387 million, a 20 percent increase over second quarter 2011 revenue of $323 million. Net income for the second quarter of 2012 was $44 million, or $0.66 per diluted share, compared to second quarter 2011 net income of $40 million, or $0.61 per diluted share.

Adjusted EBITDA totaled $120 million for the second quarter of 2012, up 26 percent from $95 million in the second quarter of 2011. Adjusted EBITDA is a non-GAAP financial measure used by management to measure operating performance. See "Non-GAAP Financial Measures" on page S-ii of this prospectus supplement and " Summary Selected Consolidated Financial Data" beginning on page S-5 of this prospectus supplement for more information about non-GAAP financial measures.

Second Quarter 2012 Details

Revenue for the second quarter of 2012 totaled $387 million, a 20 percent increase over second-quarter 2011 revenue of $323 million. The revenue increase was driven by seven percent organic growth and 14 percent acquisitive growth, with foreign currency movements decreasing revenue by one percent. The subscription-based business grew eight percent organically and represented 74 percent of total revenue.

	Three Months Ended May 31,		Absolute % change	Organic % change	Six Months Ended May 31,		Absolute % change	Organic % change
	2012	2011			2012	2011		
	(in thousands)				(in thousands)			
Subscription revenue	$ 287,254	$ 250,372	15%	8%	$ 560,644	$ 483,991	16%	8%
Non-subscription revenue	99,905	72,749	37%	4%	169,258	132,273	28%	(3)%
Total revenue	$ 387,159	$ 323,121	20%	7%	$ 729,902	$ 616,264	18%	6%

Compared to the second quarter of 2011, we grew our business overall in all three of our operating regions in the second quarter of 2012. The Americas segment increased its revenue during the second quarter by $36 million, or 18 percent, to $230 million. The Europe, Middle East and Africa ("EMEA") segment grew its second quarter revenue by $18 million, or 19 percent, to $114 million. The Asia Pacific ("APAC") segment's revenue was up $10 million, or 31 percent, to $43 million.

Adjusted EBITDA for the second quarter of 2012 was $120 million, up $25 million, or 26 percent, over the prior-year period. Operating income increased $8 million, or 15 percent, to $60 million. Americas' operating income increased $14 million, or 25 percent, to $69 million. EMEA's operating income was up $4 million, or 22 percent, to $24 million. APAC's operating income grew $2 million, or 17 percent, to $11 million.

See "Non-GAAP Financial Measures" on page S-ii of this prospectus supplement and " Summary Selected Consolidated Financial Data" beginning on page S-5 of this prospectus supplement for more information about these non-GAAP measures.

Year-to-Date 2012

Compared to the prior year period, revenue for the six months ended May 31, 2012 increased $114 million, or 18 percent, to $730 million. Organic revenue growth was six percent overall and eight percent for the subscription-based portion of the business. Acquisitions added 14 percent, and foreign currency movements decreased revenue by one percent during the first six months of 2012. The Americas segment grew its revenue during the six months ended May 31, 2012, by

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$63 million, or 17 percent, to $437 million. The EMEA segment increased its year-to-date 2012 revenue by $33 million, or 19 percent, to $213 million. The APAC segment increased its revenue by $17 million, or 28 percent, to $80 million during the first six months of 2012.

Adjusted EBITDA for year-to-date 2012 increased $42 million, or 23 percent over the prior year period, to $224 million. Operating income increased $1 million, or one percent over the prior year period, year-over-year to $96 million. Americas' operating income was $120 million, up $16 million, or 15 percent, over the prior-year period. EMEA grew its year-to-date 2012 operating income to $45 million, up $9 million, or 24 percent, over the same period of 2011. APAC's operating income was $19 million, an increase of $1 million, or 8 percent, over last year.

Net income for the six months ended May 31, 2012 decreased $4 million, or six percent over the prior year period, to $68 million, or $1.02 per diluted share.

See "Non-GAAP Financial Measures" on page S-ii of this prospectus supplement and " Summary Selected Consolidated Financial Data" beginning on page S-5 of this prospectus supplement for more information about these non-GAAP financial measures.

Cash Flows

Excluding a $57 million pension funding contribution, we generated $235 million of cash flow from operations during the six months ended May 31, 2012, representing a 17 percent increase over last year's $201 million.

Balance Sheet

We ended the second quarter of 2012 with $268 million of cash and cash equivalents and $844 million of debt.

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THE OFFERING

Selling stockholder	Conscientia Investment Limited
Class A common stock offered by the selling stockholder	8,695,653 shares (or 10,000,000 shares if the underwriter's option to purchase additional shares is exercised in full)
Class A common stock outstanding before and after this offering	65,784,527 shares
Option to purchase additional shares	The selling stockholder has granted the underwriter an option to purchase up to 1,304,347 additional shares of Class A common stock exercisable within 30 days from the date of this prospectus supplement.
Voting rights	One vote per share of Class A common stock. The Class A common stock is our only class of common stock outstanding.
Use of proceeds	We will not receive any proceeds from this offering.
Risk factors	See "Risk Factors" beginning on page S-13 of this prospectus supplement and beginning on page 11 of our Annual Report on Form 10-K for the year ended November 30, 2011 for a discussion of risks you should consider before deciding to invest in our Class A common stock.
U.S. federal income tax considerations	For a discussion of certain U.S. federal income tax consequences of the holding and disposition of shares of our Class A common stock, see "Material U.S. Federal Income and Estate Tax Considerations for Non-U.S. Holders of Class A Common Stock."
Lock-Up	The selling stockholder has agreed, subject to certain exceptions, that for a period of 365 days after the date of this prospectus supplement, it will not offer or sell any shares of Class A common stock other than the shares offered hereby. In addition, we have agreed, subject to certain exceptions, that for a period of 90 days after the date of this prospectus supplement, we will not offer or sell any shares of Class A common stock. See "Underwriting."
New York Stock Exchange symbol	"IHS"

The outstanding share information appearing above is based on the number of shares outstanding as of June 15, 2012. Unless we specifically state otherwise, the information in this prospectus supplement does not reflect awards of our Class A common stock available for issuance under the Amended and Restated IHS Inc. 2004 Long-Term Incentive Plan (including the IHS Inc. Directors Stock Plan, which is a part of our long-term incentive plan).

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SUMMARY SELECTED CONSOLIDATED FINANCIAL DATA

The following summary selected consolidated financial data should be read in conjunction with, and are qualified in their entirety by reference to, our audited consolidated financial statements and unaudited consolidated interim financial statements, and the related notes thereto, incorporated by reference herein. The financial information presented below is derived from the press release dated June 18, 2012 announcing our financial results as of and for the quarterly period ended May 31, 2012 included as Exhibit 99.1 to our Current Report on Form 8-K furnished to the SEC on June 18, 2012 (which is not incorporated by reference herein). Our financial results for the three and six months ended May 31, 2012 do not necessarily indicate the results that can be expected for our 2012 fiscal year.

Ernst & Young LLP, our independent registered public accounting firm, has not audited or reviewed the following financial information. Accordingly, Ernst & Young LLP does not express an opinion or any other form of assurance with respect thereto.

We are currently preparing our Quarterly Report on Form 10-Q for the quarterly period ended May 31, 2012, which will be reviewed by Ernst & Young LLP. While we believe the financial information as of and for the quarterly period ended May 31, 2012 set forth below fairly presents, in all material respects, our results of operations and financial condition as of the end of, and for, such quarterly period, the preparation of our Quarterly Report on Form 10-Q and the review by Ernst & Young LLP could result in changes to that financial information, and such changes may be material.

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Condensed Consolidated Balance Sheets

(In thousands, except for share and per-share amounts)

(Unaudited)

	As of May 31, 2012	As of November 30, 2011
Assets		
Current assets:		
Cash and cash equivalents	$ 268,215	$ 234,685
Accounts receivable, net	289,055	326,009
Income tax receivable	22,264	25,194
Deferred subscription costs	51,363	43,136
Deferred income taxes	45,846	45,253
Other	31,195	23,801
Total current assets	707,938	698,078
Non-current assets:		
Property and equipment, net	146,236	128,418
Intangible assets, net	524,332	514,949
Goodwill, net	1,801,317	1,722,312
Prepaid pension asset	9,814	
Other	8,982	9,280
Total non-current assets	2,490,681	2,374,959
Total assets	$ 3,198,619	$ 3,073,037
Liabilities and stockholders' equity		
Current liabilities:		
Short-term debt	$ 170,196	$ 144,563
Accounts payable	38,648	32,428
Accrued compensation	46,323	57,516
Accrued royalties	24,149	26,178
Other accrued expenses	58,762	69,000
Deferred revenue	544,390	487,172
Total current liabilities	882,468	816,857
Long-term debt	673,865	658,911
Accrued pension liability	7,674	59,460
Accrued postretirement benefits	9,092	9,200
Deferred income taxes	126,958	123,895
Other liabilities	19,014	19,985
Commitments and contingencies		
Stockholders' equity:		
Class A common stock, $0.01 par value per share, 160,000,000 shares authorized, 67,621,367 and 67,527,344 shares issued, and 65,756,827 and 65,121,884 shares outstanding at May 31, 2012 and November 30, 2011, respectively	676	675
Additional paid-in capital	650,915	636,440
Treasury stock, at cost: 1,864,540 and 2,405,460 shares at May 31, 2012 and November 30, 2011, respectively	(111,091)	(133,803)

Retained earnings	998,285	930,619
Accumulated other comprehensive loss	(59,237)	(49,202)
Total stockholders' equity	1,479,548	1,384,729
Total liabilities and stockholders' equity	$ 3,198,619	$ 3,073,037

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Condensed Consolidated Statements of Operations

(In thousands, except for per-share amounts)

(Unaudited)

	Three Months Ended May 31,		Six Months Ended May 31,	
	2012	2011	2012	2011
Revenue:				
Products	$ 326,517	$ 276,082	$ 624,498	$ 536,678
Services	60,642	47,039	105,404	79,586
Total revenue	387,159	323,121	729,902	616,264
Operating expenses:				
Cost of revenue:				
Products	135,532	114,759	260,354	222,799
Services	29,739	26,446	51,507	45,072
Total cost of revenue (includes stock-based compensation expense of $1,662; $930; $2,979 and $1,784 for the three and six months ended May 31, 2012 and 2011, respectively)	165,271	141,205	311,861	267,871
Selling, general and administrative (includes stock-based compensation expense of $24,812; $18,361; $57,415 and $39,605 for the three and six months ended May 31, 2012 and 2011, respectively)	126,845	105,668	252,021	207,440
Depreciation and amortization	28,992	20,714	55,293	38,915
Restructuring charges	3,628	702	11,113	702
Acquisition-related costs	501	1,243	1,368	4,549
Net periodic pension and postretirement expense	1,997	775	3,997	1,548
Other expense (income), net	(566)	108	(1,302)	613
Total operating expenses	326,668	270,415	634,351	521,638
Operating income	60,491	52,706	95,551	94,626
Interest income	247	306	419	491
Interest expense	(4,886)	(2,145)	(9,780)	(3,807)
Non-operating expense, net	(4,639)	(1,839)	(9,361)	(3,316)
Income from continuing operations before income taxes	55,852	50,867	86,190	91,310
Provision for income taxes	(11,661)	(11,049)	(18,524)	(19,768)
Income from continuing operations	44,191	39,818	67,666	71,542
Income from discontinued operations, net		123		336
Net income	$ 44,191	$ 39,941	$ 67,666	$ 71,878
Basic earnings per share:				
Income from continuing operations	$ 0.67	$ 0.61	$ 1.03	$ 1.10
Income from discontinued operations, net	$	$	$	$ 0.01
Net income	$ 0.67	$ 0.61	$ 1.03	$ 1.11

Weighted average shares used in computing basic earnings per share	65,876	64,952	65,696	64,784
Diluted earnings per share:				
Income from continuing operations	$ 0.66	$ 0.61	$ 1.02	$ 1.09
Income from discontinued operations, net	$	$	$	$ 0.01
Net income	$ 0.66	$ 0.61	$ 1.02	$ 1.10
Weighted average shares used in computing diluted earnings per share	66,544	65,547	66,625	65,493

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Condensed Consolidated Statements of Cash Flows

(In thousands)

(Unaudited)

	Six Months Ended May 31,	
	2012	**2011**
Operating activities:		
Net income	$ 67,666	$ 71,878
Reconciliation of net income to net cash provided by operating activities:		
Depreciation and amortization	55,293	38,915
Stock-based compensation expense	60,394	41,389
Excess tax benefit from stock-based compensation	(10,301)	(8,412)
Net periodic pension and postretirement expense	3,997	1,407
Pension and postretirement contributions	(65,704)	
Deferred income taxes	(7,166)	4,461
Change in assets and liabilities:		
Accounts receivable, net	44,078	32,166
Other current assets	(15,897)	(9,730)
Accounts payable	5,602	1,001
Accrued expenses	(28,916)	(24,365)
Income tax payable	12,739	(7,781)
Deferred revenue	55,948	60,106
Other liabilities	441	(54)
Net cash provided by operating activities	178,174	200,981
Investing activities:		
Capital expenditures on property and equipment	(31,674)	(32,531)
Acquisitions of businesses, net of cash acquired	(119,395)	(202,745)
Intangible assets acquired	(3,700)	(2,985)
Change in other assets	(1,851)	(2,317)
Settlements of forward contracts	(1,522)	(3,170)
Net cash used in investing activities	(158,142)	(243,748)
Financing activities:		
Proceeds from borrowings	85,000	335,000
Repayment of borrowings	(45,069)	(334,601)
Payment of debt issuance costs		(6,326)
Excess tax benefit from stock-based compensation	10,301	8,412
Proceeds from the exercise of employee stock options	76	2,144
Repurchases of common stock	(29,314)	(22,250)
Net cash provided by (used in) financing activities	20,994	(17,621)
Foreign exchange impact on cash balance	(7,496)	6,767
Net increase (decrease) in cash and cash equivalents	33,530	(53,621)
Cash and cash equivalents at the beginning of the period	234,685	200,735

Cash and cash equivalents at the end of the period	$	268,215	$	147,114

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Supplemental Revenue Disclosure

($ in thousands)

(Unaudited)

	Three Months Ended May 31,		Absolute % change	Organic % change*	Six Months Ended May 31,		Absolute % change	Organic % change*
	2012	2011			2012	2011		
Revenue by segment:								
Americas revenue	$ 230,468	$ 194,860	18%	6%	$ 437,388	$ 374,461	17%	4%
EMEA revenue	113,524	95,335	19%	9%	212,933	179,500	19%	7%
APAC revenue	43,167	32,926	31%	8%	79,581	62,303	28%	8%
Total revenue	$ 387,159	$ 323,121	20%	7%	$ 729,902	$ 616,264	18%	6%
Revenue by transaction type:								
Subscription revenue	$ 287,254	$ 250,372	15%	8%	$ 560,644	$ 483,991	16%	8%
Consulting revenue	29,531	18,953	56%	17%	54,937	35,469	55%	9%
Transaction revenue	17,415	14,315	22%	(8)%	30,003	27,638	9%	(5)%
Other revenue	52,959	39,481	34%	3%	84,318	69,166	22%	(9)%
Total revenue	$ 387,159	$ 323,121	20%	7%	$ 729,902	$ 616,264	18%	6%
Revenue by information domain:								
Energy revenue	$ 181,832	$ 139,441			$ 340,886	$ 261,095		
Product Lifecycle (PLC) revenue	124,091	106,794			234,820	206,984		
Security revenue	30,023	29,818			57,244	56,366		
Environment revenue	25,001	22,568			47,140	43,543		
Macroeconomic Forecasting and Intersection revenue	26,212	24,500			49,812	48,276		
Total revenue	$ 387,159	$ 323,121			$ 729,902	$ 616,264		

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Reconciliation of Consolidated Non-GAAP Financial Measures To

Most Directly Comparable GAAP Financial Measures

(In thousands, except for per-share amounts)

(Unaudited)

	Three Months Ended May 31,		Six Months Ended May 31,	
	2012	2011	2012	2011
Net income	$ 44,191	$ 39,941	$ 67,666	$ 71,878
Interest income	(247)	(306)	(419)	(491)
Interest expense	4,886	2,145	9,780	3,807
Provision for income taxes	11,661	11,049	18,524	19,768
Depreciation and amortization	28,992	20,714	55,293	38,915
EBITDA	$ 89,483	$ 73,543	$ 150,844	$ 133,877
Stock-based compensation expense	26,474	19,291	60,394	41,389
Restructuring charges	3,628	702	11,113	702
Acquisition-related costs	501	1,243	1,368	4,549
Non-cash net periodic pension and postretirement expense		704		1,407
Income from discontinued operations, net		(123)		(336)
Adjusted EBITDA	$ 120,086	$ 95,360	$ 223,719	$ 181,588

	Three Months Ended May 31,		Six Months Ended May 31,	
	2012	2011	2012	2011
Net cash provided by operating activities	145,191	121,713	178,174	200,981
Capital expenditures on property and equipment	(18,118)	(16,990)	(31,674)	(32,531)
Free cash flow	$ 127,073	$ 104,723	$ 146,500	$ 168,450
Pension deficit funding			57,000	
Adjusted free cash flow	$ 127,073	$ 104,723	$ 203,500	$ 168,450

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Reconciliation of Segment Non-GAAP Financial Measures To

Most Directly Comparable GAAP Financial Measures

(In thousands)

(Unaudited)

	Three Months Ended May 31, 2012				
	Americas	EMEA	APAC	Shared Services	Total
Operating income	$ 68,681	$ 24,066	$ 11,493	$ (43,749)	$ 60,491
Adjustments:					
Stock-based compensation expense				26,474	26,474
Depreciation and amortization	21,221	6,347	270	1,154	28,992
Restructuring charges	2,378	1,250			3,628
Acquisition-related costs	385	116			501
Adjusted EBITDA	$ 92,665	$ 31,779	$ 11,763	$ (16,121)	$ 120,086

	Three Months Ended May 31, 2011				
	Americas	EMEA	APAC	Shared Services	Total
Operating income	$ 55,042	$ 19,692	$ 9,861	$ (31,889)	$ 52,706
Adjustments:					
Stock-based compensation expense				19,291	19,291
Depreciation and amortization	15,319	4,798	47	550	20,714
Restructuring charges	338	364			702
Acquisition-related costs	913	330			1,243
Non-cash net periodic pension and postretirement expense				704	704
Adjusted EBITDA	$ 71,612	$ 25,184	$ 9,908	$ (11,344)	$ 95,360

	Six Months Ended May 31, 2012				
	Americas	EMEA	APAC	Shared Services	Total
Operating income	$ 119,985	$ 44,963	$ 19,488	$ (88,885)	$ 95,551
Adjustments:					
Stock-based compensation expense				60,394	60,394
Depreciation and amortization	41,758	10,181	321	3,033	55,293
Restructuring charges	9,377	1,505	231		11,113
Acquisition-related costs	1,252	116			1,368
Adjusted EBITDA	$ 172,372	$ 56,765	$ 20,040	$ (25,458)	$ 223,719

	Six Months Ended May 31, 2011				
	Americas	EMEA	APAC	Shared Services	Total
Operating income	$ 103,975	$ 36,246	$ 18,126	$ (63,721)	$ 94,626
Adjustments:					
Stock-based compensation expense				41,389	41,389
Depreciation and amortization	29,428	8,290	86	1,111	38,915
Restructuring charges	338	364			702
Acquisition-related costs	4,147	402			4,549
Non-cash net periodic pension and post-retirement expense				1,407	1,407
Adjusted EBITDA	$ 137,888	$ 45,302	$ 18,212	$ (19,814)	$ 181,588

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Supplemental Information

(In thousands)

(Unaudited)

	Three Months Ended May 31, 2012		Three Months Ended May 31, 2011	
	Pre-tax	After tax	Pre-tax	After tax
Stock-based compensation expense	$ 26,474	$ 17,202	$ 19,291	$ 12,476
Restructuring charges	$ 3,628	$ 2,448	$ 702	$ 452
Acquisition-related costs	$ 501	$ 501	$ 1,243	$ 1,255
Non-cash net periodic pension and postretirement expense	$	$	$ 704	$ 438
Income from discontinued operations, net	$	$	$ (212)	$ (123)

	Six Months Ended May 31, 2012		Six Months Ended May 31, 2011	
	Pre-tax	After tax	Pre-tax	After tax
Stock-based compensation expense	$ 60,394	$ 39,040	$ 41,389	$ 26,787
Restructuring charges	$ 11,113	$ 7,256	$ 702	$ 452
Acquisition-related costs	$ 1,368	$ 1,368	$ 4,549	$ 3,477
Non-cash net periodic pension and postretirement expense	$	$	$ 1,407	$ 873
Income from discontinued operations, net	$	$	$ (562)	$ (336)

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RISK FACTORS

The information below should be read in conjunction with the information under "Risk Factors" in our Annual Report on Form 10-K for the year ended November 30, 2011, which is incorporated by reference herein, and with the information under "Risk Factors" in any subsequent incorporated documents. See "Where You Can Find More Information."

Risks Related to the Offering

Future sales of our Class A common stock or the issuance of other equity may adversely affect the market price of our Class A common stock.

Sales of our Class A common stock could depress the market price of our Class A common stock and impair our ability to raise capital through the sale of additional equity or equity-related securities. We cannot predict the effect that future sales of our Class A common stock or other equity or equity-related securities would have on the market price of our Class A common stock.

The price of our Class A common stock may be volatile and may be affected by market conditions beyond our control.

Our share price is likely to fluctuate in the future because of the volatility of the stock market in general and a variety of other factors, many of which are beyond our control. Market fluctuations could result in volatility in the price of our Class A common stock, one possible outcome of which could be a decline in the value of your investment. In addition, if our operating results fail to meet the expectations of stock analysts or investors, or if we are perceived by the market to suffer a material adverse change in our business or suffer reputational damage, we may experience a significant decline in the trading price of our Class A common stock.

Provisions in our charter documents and under Delaware law could discourage a takeover that stockholders may consider favorable.

Certain provisions in our governing documents could make a merger, tender offer or proxy contest involving us difficult, even if such events would be beneficial to the interests of our stockholders. These provisions include our classified board, our supermajority voting requirements, and our adoption of a rights agreement, commonly known as a "poison pill." In addition, we are subject to certain Delaware anti-takeover provisions. Under Delaware law, a corporation may not engage in a business combination with any holder of 15% or more of its capital stock unless the holder has held the stock for three years or, among other things, the board of directors has approved the transaction. Accordingly, our board of directors could rely upon these or other provisions in our governing documents and upon Delaware law to prevent or delay an acquisition of us. See "Description of Capital Stock" in the accompanying prospectus.

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USE OF PROCEEDS

The selling stockholder will receive all of the net proceeds from the sale of the shares of Class A common stock offered hereby. We will not receive any proceeds from this offering.

CAPITALIZATION

The following table sets forth our cash and cash equivalents, short-term debt and capitalization as of May 31, 2012. This table should be read in conjunction with, and is qualified in its entirety by reference to, our audited consolidated financial statements and the unaudited condensed consolidated interim financial statements and the related notes thereto incorporated by reference in this prospectus supplement.

		As of May 31, 2012 ($ in thousands, except par value per share)
Cash and cash equivalents	$	268,215
Short-term debt	$	170,196
Long-term debt	$	673,865
Stockholders' equity		
Class A common stock, $0.01 par value per share, 160,000,000 shares authorized, 67,621,367 shares issued and 65,756,827 shares outstanding	$	676
Additional paid-in capital		650,915
Treasury stock, at cost, 1,864,540 shares		(111,091)
Retained earnings		998,285
Accumulated other comprehensive loss		(59,237)
Total stockholders' equity	$	1,479,548
Total capitalization	$	2,153,413

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PRICE RANGE OF CLASS A COMMON STOCK AND DIVIDEND POLICY

Our Class A common stock is listed on the New York Stock Exchange under the symbol "IHS." The following table sets forth for the indicated periods the high and low sale prices per share for our Class A common stock on the New York Stock Exchange:

	High	Low
Fiscal Year 2012 Quarters Ended:		
February 29, 2012	$ 94.74	$ 81.98
May 31, 2012	103.25	91.20
August 31, 2012 (through June 21, 2012)	106.53	96.00
Fiscal Year 2011 Quarters Ended:		
February 28, 2011	$ 84.35	$ 73.39
May 31, 2011	89.53	82.48
August 31, 2011	88.19	68.62
November 30, 2011	88.38	71.60
Fiscal Year 2010 Quarters Ended:		
February 28, 2010	$ 55.70	$ 49.46
May 31, 2010	56.73	48.22
August 31, 2010	64.67	50.81
November 30, 2010	75.74	62.29

We currently anticipate that we will retain all available funds for use in the operation and expansion of our business, and we do not anticipate paying any dividends in the foreseeable future. We have not paid a dividend since becoming a public company.

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SELLING STOCKHOLDER

The following table sets forth certain information regarding the beneficial ownership of our Class A common stock by Conscientia Investment Limited, the selling stockholder, immediately before and after this offering, assuming no exercise of the underwriter's option to purchase additional shares.

Selling Stockholder	Class A Common Stock Beneficially Owned Before This Offering(2)	Percentage of Voting Power of Class A Common Stock Beneficially Owned Before This Offering(2)	Class A Common Stock to Be Sold in This Offering	Class A Common Stock Beneficially Owned After This Offering(2)	Percentage of Voting Power of Class A Common Stock Beneficially Owned After This Offering(2)
Conscientia Investment Limited(1)	14,708,859	22.4%	8,695,653	6,013,206	9.1%

(1) This information was obtained from, or calculated based in part on, the Schedule 13G/A filed with the SEC by the selling stockholder on March 24, 2011. The sole owner of the selling stockholder is TBG Limited ("TBG"). TBG is wholly owned indirectly by TB Continuity II Trust (the "Trust"), of which Georg Heinrich Thyssen-Bornemisza is the sole primary beneficiary. The address of the selling stockholder is Level 8, Bay Street Complex, St. George's Bay, St Julian's STJ 3311, Malta.

(2) Beneficial ownership is determined in accordance with the rules of the SEC and includes voting or investment power with respect to the securities. A person is also deemed to be a beneficial owner of any securities of which that person has a right to acquire beneficial ownership within 60 days. The number of shares beneficially owned prior to and after this offering, and percentage of voting power, is based on 65,784,527 shares of Class A common stock outstanding on June 15, 2012.

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MATERIAL U.S. FEDERAL INCOME AND ESTATE TAX CONSIDERATIONS FOR NON-U.S. HOLDERS OF CLASS A COMMON STOCK

The following is a discussion of the material U.S. federal income and estate tax consequences of the ownership and disposition of our Class A common stock by a beneficial owner that is a "non-U.S. holder," other than a non-U.S. holder that owns, or has owned, actually or constructively, more than 5% of our Class A common stock. Except as otherwise described in the discussion of estate tax below, a "non-U.S. holder" is a person or entity that, for U.S. federal income tax purposes, is a:

- nonresident alien individual, other than certain former citizens and residents of the United States subject to tax as expatriates;
- foreign corporation; or
- foreign estate or trust.

A "non-U.S. holder" does not include an individual who is present in the United States for 183 days or more in the taxable year of disposition and is not otherwise a resident of the United States for U.S. federal income tax purposes. Such an individual is urged to consult his or her own tax advisor regarding the U.S. federal income tax consequences of the sale, exchange or other disposition of Class A common stock.

If a partnership or other pass-through entity (including an entity or arrangement treated as a partnership or other type of pass-through entity for U.S. federal income tax purposes) owns our Class A common stock, the tax treatment of a partner or beneficial owner of such entity may depend upon the status of such owner and the activities of such entity and by certain determinations made at the partner or beneficial owner level. Partners and beneficial owners in partnerships or other pass-through entities that own our Class A common stock should consult their own tax advisors as to the particular U.S. federal income and estate tax consequences applicable to them.

This discussion is based on the Internal Revenue Code of 1986, as amended (the "Code"), and administrative pronouncements, judicial decisions and final, temporary and proposed Treasury Regulations, changes to any of which subsequent to the date of this prospectus may affect the tax consequences described herein. This discussion does not address all aspects of U.S. federal income and estate taxation that may be relevant to non-U.S. holders in light of their particular circumstances and does not address any tax consequences arising under the laws of any state, local or foreign jurisdiction. Prospective holders are urged to consult their tax advisors with respect to the particular tax consequences to them of owning and disposing of Class A common stock, including the consequences under the laws of any state, local or foreign jurisdiction.

Dividends

As discussed under "Price Range of Class A Common Stock and Dividend Policy" above, we do not currently expect to pay dividends. In the event that we do pay dividends, dividends paid to a non-U.S. holder of Class A common stock generally will be subject to withholding tax at a 30% rate or a reduced rate specified by an applicable income tax treaty. In order to obtain a reduced rate of withholding, a non-U.S. holder will be required to provide an Internal Revenue Service Form W-8BEN certifying its entitlement to benefits under a treaty. Additional certification requirements apply if a non-U.S. holder holds our Class A common stock through a foreign partnership or a foreign intermediary.

The withholding tax does not apply to dividends paid to a non-U.S. holder who provides a Form W-8ECI, certifying that the dividends are effectively connected with the non-U.S. holder's

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conduct of a trade or business within the United States. Instead, the effectively connected dividends will be subject to regular U.S. income tax as if the non-U.S. holder were a United States person (as defined in the Code) unless an applicable treaty provides otherwise. A non-U.S. corporation receiving effectively connected dividends may also be subject to an additional "branch profits tax" imposed at a rate of 30% (or a lower treaty rate).

Gain on Disposition of Class A Common Stock

A non-U.S. holder generally will not be subject to U.S. federal income tax on gain realized on a sale or other disposition of our Class A common stock unless:

- the gain is effectively connected with a trade or business of the non-U.S. holder in the United States, subject to an applicable treaty providing otherwise; or

- we are or have been a U.S. real property holding corporation, as defined in the Code, at any time within the five-year period preceding the disposition or the non-U.S. holder's holding period, whichever period is shorter, and our Class A common stock has ceased to be traded on an established securities market prior to the beginning of the calendar year in which the sale or disposition occurs.

We believe that we are not, and do not anticipate becoming, a U.S. real property holding corporation.

Gain that is effectively connected with a U.S. trade or business will be subject to regular U.S. income tax as if the non-U.S. holder were a United States person, subject to an applicable treaty providing otherwise. A non-U.S. corporation with effectively connected gains may also be subject to additional "branch profits tax" imposed at a rate of 30% (or a lower treaty rate).

Information Reporting Requirements and Backup Withholding

Information returns will be filed with the Internal Revenue Service in connection with payments of dividends. A non-U.S. holder may have to comply with certification procedures to establish that it is not a United States person in order to avoid additional information reporting and backup withholding, with respect to payments of dividends and the proceeds from a sale or other disposition of Class A common stock. The amount of any backup withholding from a payment to a non-U.S. holder will be allowed as a credit against such holder's U.S. federal income tax liability and may entitle such holder to a refund, provided that the required information is timely furnished to the Internal Revenue Service.

FATCA Legislation

Provisions commonly referred to as "FATCA" will impose withholding of 30% on dividends (beginning in 2014) and sales proceeds (beginning in 2015) paid with respect to our Class A common stock to "foreign financial institutions" (which are broadly defined for this purpose and in general include non-U.S. investment vehicles) and certain other non-U.S. entities unless various U.S. information reporting and due diligence requirements have been satisfied. This withholding will be imposed on a foreign financial institution unless it undertakes certain diligence and reporting obligations in order to identify accounts held by certain U.S. persons or United States-owned foreign entities and annually report certain information about such accounts. This withholding tax will also be imposed on a non-financial foreign entity unless it either provides the withholding agent with a certification that it does not have any substantial United States owners or furnishes identifying information regarding each substantial United States owner. Under proposed Treasury Regulations, (i) if any withholding is imposed, a beneficial owner of our Class A common stock that is not a foreign financial institution generally will be entitled to a refund of any amounts withheld by

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filing a U.S. federal income tax return, and (ii) a beneficial owner that is a foreign financial institution, but not a "participating foreign financial institution" (as defined under FATCA) will be able to obtain a refund only to the extent an applicable treaty entitles the beneficial owner to an exemption from, or reduced rate of, tax on the payment that was subject to withholding under FATCA. Non-U.S. holders should consult their tax advisors regarding the implications of FATCA for their investment in our Class A common stock.

Federal Estate Tax

Individuals that are not citizens or residents of the United States for U.S. federal estate tax purposes, as well as entities the property of which is potentially includible in such an individual's gross estate for U.S. federal estate tax purposes (for example, a trust funded by such an individual and with respect to which the individual has retained certain interests or powers) should note that, absent an applicable treaty benefit, our Class A common stock will be treated as U.S. situs property subject to U.S. federal estate tax. The test for whether an individual is a resident of the United States for federal estate tax purposes differs from the test used for U.S. federal income tax purposes. Some individuals, therefore, may be nonresidents for U.S. federal income tax purposes, but not for U.S. federal estate tax purposes, and vice versa.

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UNDERWRITING

We, the selling stockholder and Goldman, Sachs & Co., as underwriter, have entered into an underwriting agreement with respect to the shares of Class A common stock being offered. Subject to certain conditions, the underwriter has agreed to purchase the number of shares of Class A common stock indicated in the following table.

Underwriter	Number of Shares
Goldman, Sachs & Co.	8,695,653
Total	8,695,653

The underwriter is committed to take and pay for all of the shares of Class A common stock being offered, if any are taken, other than the shares of Class A common stock covered by the option described below unless and until this option is exercised.

The underwriter has an option to buy up to an additional 1,304,347 shares of Class A common stock from the selling stockholder to cover sales by the underwriter of a greater number of shares of Class A common stock than the total number set forth in the table above. It may exercise that option for 30 days.

The following table shows the per share and total underwriting discounts and commissions to be paid to the underwriter by the selling stockholder. Such amounts are shown assuming both no exercise and full exercise of the underwriter's option to purchase 1,304,347 additional shares of Class A common stock.

Paid by the Selling Stockholder	No Exercise	Full Exercise
Per share	$ 2.00	$ 2.00
Total	$ 17,391,306	$ 20,000,000

Shares of Class A common stock sold by the underwriter to the public will initially be offered at the public offering price set forth on the cover of this prospectus. Any shares of Class A common stock sold by the underwriter to securities dealers may be sold at a discount of up to $1.20 per share from the public offering price. After the initial offering of the shares of Class A common stock, the underwriter may change the offering price and the other selling terms. The offering of the shares of Class A common stock by the underwriter is subject to receipt and acceptance and subject to the underwriter's right to reject any order in whole or in part.

The selling stockholder has agreed, subject to certain exceptions, that for a period of 365 days after the date of this prospectus supplement, it will not offer or sell any shares of Class A common stock. In addition, we have agreed, subject to certain exceptions, that for a period of 90 days after the date of this prospectus supplement, we will not offer or sell any shares of Class A common stock.

Our Class A common stock is listed on the New York Stock Exchange under the symbol "IHS."

In connection with the offering, the underwriter may purchase and sell shares of Class A common stock in the open market. These transactions may include short sales, stabilizing transactions and purchases to cover positions created by short sales. Short sales involve the sale by the underwriter of a greater number of shares of Class A common stock than it is required to purchase in the offering, and a short position represents the amount of such sales that have not been covered by subsequent purchases. A "covered short position" is a short position that is not greater than the amount of additional shares of Class A common stock for which the underwriter's option described above may be exercised. The underwriter may cover any covered short position

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by either exercising its option to purchase additional shares of Class A common stock or purchasing shares of Class A common stock in the open market. In determining the source of shares of Class A common stock to cover the covered short position, the underwriter will consider, among other things, the price of shares of Class A common stock available for purchase in the open market as compared to the price at which they may purchase additional shares of Class A common stock pursuant to the option described above. "Naked" short sales are any short sales that create a short position greater than the amount of additional shares of Class A common stock for which the option described above may be exercised. The underwriter must cover any such naked short position by purchasing shares of Class A common stock in the open market. A naked short position is more likely to be created if the underwriter is concerned that there may be downward pressure on the price of the Class A common stock in the open market after pricing that could adversely affect investors who purchase in the offering. Stabilizing transactions consist of various bids for or purchases of Class A common stock made by the underwriter in the open market prior to the completion of the offering.

Purchases to cover a short position and stabilizing transactions, as well as other purchases by the underwriter for its own account, may have the effect of preventing or retarding a decline in the market price of our Class A common stock, and may stabilize, maintain or otherwise affect the market price of the Class A common stock. As a result, the price of the Class A common stock may be higher than the price that otherwise might exist in the open market. The underwriter is not required to engage in these activities and may end any of these activities at any time. These transactions may be effected on the New York Stock Exchange, in the over-the-counter market or otherwise.

We estimate that the total expenses of the offering, excluding underwriting discounts and commissions, will be approximately $763,600. The selling stockholder has agreed that it will pay all expenses of the offering, including expenses incurred by us.

We and the selling stockholder have agreed to indemnify the underwriter against certain liabilities, including liabilities under the Securities Act of 1933.

The underwriter and its affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The underwriter and its affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for us, for which they received or will receive customary fees and expenses. An affiliate of the underwriter acts as a lender under our existing term loan and revolving credit facility.

In the ordinary course of their various business activities, the underwriter and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of ours (directly, as collateral securing other obligations or otherwise). The underwriter and its affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), the underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in

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that Relevant Member State (the Relevant Implementation Date) it has not made and will not make an offer of shares of Class A common stock to the public in that Relevant Member State prior to the publication of a prospectus in relation to the shares of Class A common stock which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of shares of Class A common stock to the public in that Relevant Member State at any time:

(a) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;

(b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43,000,000 and (3) an annual net turnover of more than €50,000,000, as shown in its last annual or consolidated accounts;

(c) to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the representatives for any such offer; or

(d) in any other circumstances which do not require the publication by us of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer of shares to the public" in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe the shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

The underwriter has represented and agreed that:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the shares in circumstances in which Section 21(1) of such Act does not apply to us; and

(b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the shares in, from or otherwise involving the United Kingdom.

Hong Kong

The shares of Class A common stock may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), or (ii) to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a "prospectus" within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the

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public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

Singapore

This prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the shares of Class A common stock may not be circulated or distributed, nor may the shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the shares of Class A common stock are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the shares under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

Japan

The shares of Class A common stock have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the Securities and Exchange Law) and the underwriter has agreed that it will not offer or sell any shares of Class A common stock, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

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VALIDITY OF SECURITIES

The validity of our Class A common stock offered hereby will be passed on for us and the selling stockholder by Davis Polk & Wardwell LLP, New York, New York, and for the underwriter by Sullivan & Cromwell LLP, New York, New York.

EXPERTS

The consolidated financial statements of IHS Inc. appearing in its Annual Report on Form 10-K for the year ended November 30, 2011 and Amendment No. 1 on Form 10-K/A to such Annual Report, and the effectiveness of IHS Inc.'s internal control over financial reporting as of November 30, 2011, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon included therein, and incorporated herein by reference. Such financial statements are incorporated herein in reliance upon the reports of Ernst & Young LLP pertaining to such financial statements and the effectiveness of our internal control over financial reporting as of the respective dates (to the extent covered by consents filed with the SEC) given on the authority of such firm as experts in accounting and auditing.

The audited historical financial statements of SMT Holding Corp. included in Exhibit 99.1 to IHS Inc.'s Amendment No. 1 to Current Report on Form 8-K dated October 21, 2011 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on authority of said firm as experts in auditing and accounting.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document that we file at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site at http://www.sec.gov, from which interested persons can electronically access our SEC filings, including the registration statement and the exhibits and schedules thereto.

The SEC allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus supplement, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and all documents we file pursuant to Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, on or after the date of this prospectus supplement and prior to the termination of the offering under this prospectus supplement (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

Annual Report on Form 10-K for the year ended November 30, 2011 filed with the SEC on January 23, 2012, and Amendment No. 1 on Form 10-K/A to such Annual Report filed with the SEC on February 8, 2012;

Definitive Proxy Statement on Schedule 14A for our 2012 Annual Meeting of Stockholders filed with the SEC on February 28, 2012 (but only the information set forth therein that is incorporated by reference into Part III of our Annual Report on Form 10-K for the year ended November 30, 2011);

Quarterly Report on Form 10-Q for the quarterly period ended February 29, 2012 filed with the SEC on March 26, 2012; and

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Current Report on Form 8-K/A filed with the SEC on October 21, 2011, Current Report on Form 8-K filed with the SEC on April 18, 2012, and Current Report on Form 8-K/A filed with the SEC on April 26, 2012.

You may request a copy of these filings at no cost, by writing or telephoning our investor relations department at IHS Inc., 15 Inverness Way East, Englewood, Colorado 80112, telephone number (303) 790-0600.

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PROSPECTUS

IHS Inc.

Class A Common Stock
Preferred Stock
Debt Securities

From time to time, we or a selling securityholder may offer Class A common stock, and we may offer preferred stock or debt securities. Specific terms of these securities will be provided in supplements to this prospectus.

Each time we or a selling securityholder offers any security pursuant to this prospectus, we will provide a prospectus supplement and attach it to this prospectus. The prospectus supplement will contain more specific information about the offering, including the names of any selling securityholder, if applicable. The prospectus supplement may also add, update or change information contained in this prospectus. This prospectus may not be used to offer or sell securities without a prospectus supplement describing the method and terms of the offering.

You should carefully read this prospectus and any accompanying prospectus supplement, together with the documents we incorporate by reference, before you invest in our Class A common stock, preferred stock or debt securities.

See "Risk Factors" beginning on page 11 of our Annual Report on Form 10-K for the year ended November 30, 2011 which is incorporated by reference herein, to read about factors you should consider before buying these securities.

Neither the Securities and Exchange Commission (the "SEC") nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

June 18, 2012

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We have not authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus or in any free writing prospectus prepared by us or on our behalf or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not making an offer of these securities in any jurisdiction where the offer is not permitted. You should not assume that the information contained in or incorporated by reference in this prospectus is accurate as of any date other than the date on the front of this prospectus.

The terms "IHS," "we," "us," and "our" refer to IHS Inc. and, unless the context otherwise requires, its consolidated subsidiaries.

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IHS INC.

We are the leading source of critical information, analytics, and workflow tools in areas that shape today's business landscape. We provide solutions that support customer workflows in strategy and analysis, energy technical, product engineering, supply chain, and EHS & Sustainability, and in customer industry sectors including Energy and Natural Resources, Chemicals, Technology, Media & Telecom, Manufacturing, Transportation, and Government, Defense and Security. Businesses and governments in more than 165 countries around the globe rely on our comprehensive content, expert independent analysis and flexible delivery methods to make high-impact decisions and develop strategies with speed and confidence.

We have been in business since 1959, were incorporated in the State of Delaware in 1994, and became a publicly traded company on the New York Stock Exchange in 2005. Headquartered in Englewood, Colorado, we employ over 6,000 people in more than 30 countries around the world.

Our principal executive offices are located at 15 Inverness Way, East Englewood, Colorado 80112, and our telephone number is (303) 790-0600. We also maintain a website at www.ihs.com where general information about us is available. Our website and the information contained therein is not incorporated into this prospectus or the registration statement of which it forms a part.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the SEC utilizing a "shelf" registration process. Under this shelf process, we or a selling securityholder may sell the securities described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities we or a selling securityholder may offer. Each time we or a selling securityholder sell securities, we will provide a prospectus supplement along with this prospectus that will contain specific information about the terms of that offering. The accompanying prospectus supplement may also add, update or change information contained in this prospectus. If the information varies between this prospectus and the accompanying prospectus supplement, you should rely on the information in the accompanying prospectus supplement. You should read both this prospectus and the accompanying prospectus supplement together with the additional information described under "Where You Can Find More Information."

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy any document that we file at the Public Reference Room of the SEC at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site at http://www.sec.gov, from which interested persons can electronically access our SEC filings, including the registration statement and the exhibits and schedules thereto.

The SEC allows us to "incorporate by reference" the information we file with them, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and all documents we file pursuant to Section 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, on or after the date of this prospectus and prior to the termination of the offering under this prospectus and any prospectus supplement (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules):

- Annual Report on Form 10-K for the year ended November 30, 2011 filed with the SEC on January 23, 2012, and Amendment No. 1 on Form 10-K/A to such Annual Report filed with the SEC on February 8, 2012;

- Definitive Proxy Statement on Schedule 14A for our 2012 Annual Meeting of Stockholders filed with the SEC on February 28, 2012 (but only the information set forth therein that is incorporated by reference into Part III of our Annual Report on Form 10-K for the year ended November 30, 2011);

- Quarterly Report on Form 10-Q for the quarterly period ended February 29, 2012 filed with the SEC on March 26, 2012; and

- Current Report on Form 8-K/A filed with the SEC on October 21, 2011, Current Report on Form 8-K filed with the SEC on April 18, 2012, and Current Report on Form 8-K/A filed with the SEC on April 26, 2012.

You may request a copy of these filings at no cost, by writing or telephoning our investor relations department at IHS Inc., 15 Inverness Way East, Englewood, Colorado 80112, telephone number (303) 790-0600.

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SPECIAL NOTE ON FORWARD-LOOKING STATEMENTS

We have made statements in this prospectus and in the documents incorporated by reference that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In some cases, you can identify these statements by forward-looking words such as "may," "might," "will," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential," or "continue," the negative of these terms, and other comparable terminology. These forward-looking statements, which are subject to risks, uncertainties, and assumptions, may include projections of our future financial performance based on our growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance, or achievements to differ materially from the results, level of activity, performance, or achievements expressed or implied by the forward-looking statements. In particular, you should consider the risks outlined under "Risk Factors" in our Annual Report on Form 10-K for the year ended November 30, 2011.

Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance, or achievements. You should not rely upon forward-looking statements as predictions of future events.

We do not intend to update any of these forward-looking statements after the date of this prospectus to conform our prior statements to actual results or revised expectations.

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USE OF PROCEEDS

Unless otherwise indicated in a prospectus supplement, the net proceeds from the sale of the securities offered by us in this prospectus will be used for general corporate purposes, including working capital, acquisitions, retirement of debt and other business purposes.

We will not receive any proceeds from the sale of any securities by a selling securityholder.

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges for the periods indicated. The ratio of earnings to fixed charges was calculated by dividing earnings by fixed charges. Earnings were calculated by adding (1) income from continuing operations before income taxes and (2) interest expense (including amortization of any debt fees and any debt discount). Fixed charges were calculated by adding interest expense and the amortization of any debt fees and any debt discount.

Six Months Ended May 31, 2012	Year Ended November 30, 2011	November 30, 2010	November 30, 2009	November 30, 2008	November 30, 2007
7.92	10.81	23.70	26.58	9.43	28.56

SELLING SECURITYHOLDERS

The selling securityholders may include Conscientia Investment Limited ("Conscientia"), and any other stockholder who acquired its shares of Class A common stock directly or indirectly from Conscientia to the extent we have agreed to provide registration rights with respect to such shares. Any selling securityholders will be named in the applicable prospectus supplement.

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DESCRIPTION OF CAPITAL STOCK

General Matters

The following description of our capital stock and the relevant provisions of our certificate of incorporation, our bylaws and applicable provisions of law are summaries thereof and are qualified by reference to our certificate of incorporation and bylaws, copies of which have been filed with the SEC as exhibits to the registration statement of which this prospectus is a part or to our Annual Report on Form 10-K, and such applicable provisions of law.

Our authorized capital stock consists of 160,000,000 shares of Class A common stock, $0.01 par value, and 1,600,000 shares of preferred stock, which the board of directors may issue with or without par value. The Class A common stock is our only class of common stock outstanding.

Common Stock

Voting Rights. The holders of our Class A common stock are entitled to one vote per share on all matters to be voted upon by the stockholders. We have not provided for cumulative voting for the election of directors in our certificate of incorporation.

Dividend Rights. Subject to preferences that may be applicable to any outstanding preferred stock, the holders of Class A common stock are entitled to receive ratably such dividends, if any, as may be declared from time to time by the board of directors out of funds legally available therefor. See "Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities Dividend Policy" in our Annual Report on Form 10-K for the year ended November 30, 2011, which is incorporated by reference herein. In the event a dividend is paid in the form of shares of common stock or rights to acquire common stock, the holders of Class A common stock shall receive Class A common stock, or rights to acquire Class A common stock, as the case may be.

Conversion. Our Class A common stock is not convertible into any other shares of our capital stock. No class of common stock may be subdivided or combined unless the other class of common stock concurrently is subdivided or combined in the same proportion and in the same manner.

Liquidation Rights. In the event of liquidation, dissolution, distribution of assets or winding up, the holders of Class A common stock are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock, if any, then outstanding.

Other Matters. The Class A common stock has no preemptive or other subscription rights. There are no redemption or sinking fund provisions applicable to the Class A common stock. All outstanding shares of Class A common stock are fully paid and non-assessable, and the shares of Class A common stock to be issued upon completion of any offering pursuant to this prospectus will be fully paid and non-assessable.

Preferred Stock

When we offer to sell a particular series of preferred stock, we will describe the specific terms of such series in a supplement to this prospectus. The preferred stock will be issued under a certificate of designations relating to each series of preferred stock and is also subject to our certificate of incorporation.

The board of directors has the authority to issue preferred stock in one or more series and to fix the rights, preferences, privileges and restrictions thereof, including dividend rights, dividend rates, conversion rights, voting rights, terms of redemption, redemption prices, liquidation preferences and the number of shares constituting any series or the designation of such series, without any vote or action by

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the stockholders. The issuance of preferred stock may have the effect of delaying, deferring or preventing a change in control and may adversely affect the voting, dividend and other rights of the holders of common stock.

As of the date hereof, no shares of our preferred stock are outstanding and, other than shares of preferred stock that may become issuable pursuant to our rights agreement, we have no present plans to issue any shares of our preferred stock. See " Rights Agreement."

We have reserved 1,600,000 shares of our series A junior participating preferred stock to be made available upon exercise of our preferred share purchase rights.

All shares of preferred stock offered will be fully paid and non-assessable. Any shares of preferred stock that are issued may have priority over the Class A common stock with respect to dividend or liquidation rights or both.

The transfer agent for each series of preferred stock will be described in the prospectus supplement for such series.

Anti-Takeover Effects of Delaware Law and our Certificate of Incorporation and Bylaws

Under Delaware law, our certificate of incorporation and our bylaws contain certain provisions, which are summarized below, that:

- are expected to discourage coercive takeover practices and inadequate takeover bids;
- are designed to encourage persons seeking to acquire control of us to first negotiate with our board of directors;
- could have the effect of delaying, deferring or discouraging another party from acquiring control of us;
- could inhibit temporary fluctuations in the market price of our common stock that often result from actual or rumored hostile takeover attempts;
- could prevent changes in our management; and
- could make it more difficult to accomplish transactions that stockholders may otherwise deem to be in their best interests.

Classified Board. Our certificate of incorporation provides that our board of directors are divided into three classes of directors, with the classes to be as nearly equal in number as possible. As a result, approximately one-third of our board of directors are elected each year. The classification of directors has the effect of making it more difficult for stockholders to change the composition of our board. Our certificate of incorporation and bylaws provide that the number of directors will be fixed from time to time exclusively pursuant to a resolution adopted by a majority of the board but must consist of not less than three or more than fifteen directors.

Removal of Directors; Vacancies. Under the Delaware General Corporation Law (the "DGCL"), unless otherwise provided in our certificate of incorporation, directors serving on a classified board may be removed by the stockholders only for cause. Our certificate of incorporation and bylaws provides that directors may be removed only for cause and only upon the affirmative vote of the holders of at least $66^{2}/_{3}\%$ of the votes of the outstanding shares of our common stock entitled to be cast in the election of directors. In addition, our certificate of incorporation provides that any vacancies on our board of directors will be filled only by the affirmative vote of a majority of the remaining directors even if the number of directors voting would not constitute a quorum.

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Supermajority Provisions. The DGCL provides generally that the affirmative vote of a majority of the outstanding shares entitled to vote is required to amend a corporation's certificate of incorporation or bylaws, unless the certificate of incorporation requires a greater percentage. Our certificate of incorporation provides that the following provisions in the certificate of incorporation may be amended only by a vote of $66^{2}/_{3}\%$ or more of all of the votes of the outstanding shares of our common stock entitled to be cast:

- classified board, including the election and term of our directors;
- the removal of directors and the filling of vacancies on our board of directors;
- the prohibition on stockholder action by written consent;
- the ability to call a special meeting of stockholders being vested solely in the Chairman of our board of directors or our president or corporate secretary acting at the direction of our board of directors;
- the ability of our board of directors to adopt, amend and/or repeal our bylaws without a stockholder vote; and
- the amendment provision requiring that the above provisions be amended only with a $66^{2}/_{3}\%$ supermajority vote.

In addition, our certificate of incorporation grants our board of directors the authority to amend our bylaws without a stockholder vote in any manner that is consistent with the laws of the State of Delaware and our certificate of incorporation. Our certificate of incorporation also provides that the following provisions in our bylaws may be amended only by a vote of $66^{2}/_{3}\%$ or more of all of the votes of the outstanding shares of the Class A common stock entitled to be cast:

- the ability to call a special meeting of stockholders being vested solely in the Chairman of our board of directors or our president or secretary acting at the direction of our board of directors;
- the advance notice requirements for stockholder proposals and director nominations;
- the number, election and term of our directors;
- the removal of directors and the filling of vacancies on our board of directors; and
- the amendment provision requiring that the above provisions be amended only with a $66^{2}/_{3}\%$ supermajority vote.

Authorized but Unissued Capital Stock. The DGCL does not require stockholder approval for any issuance of authorized shares. In addition, the listing requirements of the New York Stock Exchange, which will apply to us so long as our Class A common stock is listed on the New York Stock Exchange, only require stockholder approval of certain issuances that equal or exceed 20% of the then-outstanding voting power or then-outstanding number of shares of Class A common stock (or, in the case of certain related-party and other transactions, 1% or 5% of the then-outstanding voting power or then-outstanding number of shares of Class A common stock).

The ability to issue authorized but unissued capital stock could enable our board of directors to issue shares to persons friendly to current management, which issuance could render more difficult or discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest or otherwise, and thereby protect the continuity of our management and possibly deprive the stockholders of opportunities to sell their shares of stock at prices higher than prevailing market prices.

Undesignated Preferred Stock. The ability to authorize undesignated preferred stock makes it possible for our board of directors to issue preferred stock with voting or other rights or preferences

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that could impede the success of any attempt to acquire us. These and other provisions may have the effect of deterring hostile takeovers or delaying changes in control or management of our company.

Limits on Written Consent and Special Meetings. Our certificate of incorporation prohibits stockholder action by written consent. It also provides that special meetings of our stockholders may be called only by the Chairman of our board of directors or by our president or corporate secretary at the direction of our board of directors.

Advance Notice Requirements for Nominations. Our bylaws contain advance notice procedures with regard to stockholder proposals related to the nomination of candidates for election as directors. These procedures provide that notice of stockholder proposals related to stockholder nominations for the election of directors must be received by our corporate secretary, in the case of an annual meeting, no later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the anniversary date of the immediately preceding annual meeting of stockholders. However, if the annual meeting is called for a date that is more than 30 days before or more than 70 days after that anniversary date, notice by the stockholder in order to be timely must be received not earlier than the close of business on the 120th day prior to such annual meeting or not later than the close of business on the later of the 90th day prior to such annual meeting or the tenth day following the day on which public announcement is first made by us of the date of such meeting. If the number of directors to be elected to our board of directors at an annual meeting is increased and there is no public announcement by us naming the nominees for the additional directorships at least 100 days prior to the first anniversary of the preceding year's annual meeting, a stockholder's notice will be considered timely, but only with respect to nominees for the additional directorships, if it is delivered to our corporate secretary not later than the close of business on the tenth day following the day on which such public announcement is first made by us.

Stockholder nominations for the election of directors at a special meeting must be received by our corporate secretary no earlier than the close of business on the 120th day prior to such special meeting and not later than the close of business on the later of the 90th day prior to such special meeting or the tenth day following the day on which public announcement is first made of the date of such special meeting and of the nominees proposed by our board of directors to be elected at such meeting.

A stockholder's notice to our corporate secretary must be in proper written form and must set forth information related to the stockholder giving the notice and the beneficial owner (if any) on whose behalf the nomination is made, including:

- the name and record address of the stockholder and the beneficial owner;
- the class and number of shares of our capital stock which are owned beneficially and of record by the stockholder and the beneficial owner;
- a representation that the stockholder is a holder of record of our stock entitled to vote at that meeting and that the stockholder intends to appear in person or by proxy at the meeting to bring the nomination before the meeting; and
- a representation as to whether the stockholder or the beneficial owner intends or is part of a group which intends to deliver a proxy statement or form of proxy to holders of at least the percentage of our outstanding capital stock required to elect the nominee, or otherwise to solicit proxies from stockholders in support of such nomination.

As to each person whom the stockholder proposes to nominate for election as a director, the notice must include:

- all information relating to the person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to the Securities Exchange Act of 1934, as amended; and

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the nominee's written consent to being named in the proxy statement as a nominee and to serving as a director if elected.

Advance Notice of Stockholder Proposals. Our bylaws also contain advance notice procedures with regard to stockholder proposals not related to director nominations. These notice procedures, in the case of an annual meeting of stockholders, are the same as the notice requirements for stockholder proposals related to director nominations discussed above insofar as they relate to the timing of receipt of notice by our corporate secretary.

A stockholder's notice to our corporate secretary must be in proper written form and must set forth, as to each matter the stockholder and the beneficial owner (if any) proposes to bring before the meeting:

a description of the business desired to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and, if such business includes a proposal to amend our bylaws, the language of the proposed amendment), the reasons for conducting the business at the meeting and any material interest in such business of such stockholder and beneficial owner on whose behalf the proposal is made;

the name and record address of the stockholder and beneficial owner;

the class and number of shares of our capital stock which are owned beneficially and of record by the stockholder and the beneficial owner;

a representation that the stockholder is a holder of record of our stock entitled to vote at the meeting and that the stockholder intends to appear in person or by proxy at the meeting to propose such business; and

a representation as to whether the stockholder or the beneficial owner intends or is part of a group which intends to deliver a proxy statement or form of proxy to holders of at least the percentage of our outstanding capital stock required to approve or adopt the business proposal, or otherwise to solicit proxies from stockholders in support of such proposal.

Limitations on Liability and Indemnification Matters. The DGCL authorizes corporations to limit or eliminate the personal liability of directors to corporations and their stockholders for monetary damages for breaches of directors' fiduciary duties. Our certificate of incorporation includes a provision that eliminates the personal liability of directors for actions taken as a director, except for liability:

for breach of duty of loyalty;

for acts or omissions not in good faith or involving intentional misconduct or knowing violation of law;

under Section 174 of the DGCL (unlawful dividends); or

for transactions from which the director derived improper personal benefit.

Our certificate of incorporation and bylaws provide that we must indemnify our directors and officers to the fullest extent authorized by the DGCL. We are also expressly authorized to carry directors' and officers' insurance providing indemnification for our directors, officers and certain employees for some liabilities. We believe that these indemnification provisions and insurance are useful to attract and retain qualified directors and executive officers.

The limitation of liability and indemnification provisions in our certificate of incorporation and bylaws may discourage stockholders from bringing a lawsuit against directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise

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benefit us and our stockholders. In addition, your investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers.

There is currently no pending material litigation or proceeding involving any of our directors, officers or employees for which indemnification is sought.

Rights Agreement. We entered into a rights agreement in conjunction with our initial public offering. Pursuant to our rights agreement, one series A junior participating preferred stock purchase right (a "Class A right") was issued for each share of our Class A common stock outstanding on the date that offering was completed. The Class A rights were issued subject to the terms of our rights agreement.

Our board of directors adopted our rights agreement to protect our stockholders from coercive or otherwise unfair takeover tactics. However, our rights agreement may also prevent takeovers that you would consider beneficial to you or us.

In general terms, our rights agreement works by imposing a significant penalty upon any person or group that acquires 15% or more of our outstanding Class A common stock without the approval of our board of directors. We provide the following summary description below. However, this description is only a summary, is not complete, and should be read together with our entire rights agreement, which has been publicly filed with the SEC as an exhibit to the registration statement of which this prospectus is a part.

Our board of directors authorized the issuance of one Class A right for each share of Class A common stock outstanding on the date hereof.

Our Class A rights initially trade with, and are inseparable from, the Class A common stock. Our Class A rights are evidenced only by Class A certificates that represent shares of our Class A common stock. New rights will accompany any new shares of Class A common stock we issue after the date hereof until the date on which the rights are distributed as described below.

Each of our Class A rights will allow its holder to purchase from us one one-hundredth of a share of our series A junior participating preferred stock for $100.00, once the rights become exercisable. Prior to exercise, our Class A rights do not give their holders any dividend, voting or liquidation rights.

Our Class A rights will not be exercisable until:

- ten business days after the public announcement that a person or group has become an "acquiring person" by obtaining beneficial ownership of 15% or more of our outstanding Class A common stock or, if earlier,

- ten business days (or a later date determined by our board of directors before any person or group becomes an acquiring person) after a person or group begins a tender or exchange offer that, if completed, would result in that person or group becoming an acquiring person.

Our rights agreement contains provisions excluding TBG Holdings N.V., Urvanos Investments Limited and certain of their transferees from the operation of the adverse terms of our rights agreement.

Until the date our Class A rights become exercisable, our certificates of Class A common stock also evidence our Class A rights, and any transfer of shares of the Class A common stock constitutes a transfer of our Class A rights. After that date, our Class A rights will separate from the Class A common stock and be evidenced by book entries by the rights agent and by Class A rights certificates that we will mail to all eligible holders of our Class A common stock. Any of our Class A rights held by an acquiring person are void and may not be exercised.

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If a person or group becomes an acquiring person, all holders of our Class A rights except the acquiring person may, for the then applicable exercise price, purchase shares of our Class A common stock with a market value of twice the then applicable exercise price, based on the market price of our Class A common stock prior to such acquisition.

If we are later acquired in a merger or similar transaction after the date our Class A rights become exercisable, all holders of our Class A rights except the acquiring person may, for the then applicable exercise price, purchase shares of the acquiring corporation with a market value of twice the then applicable exercise price, based on the market price of the acquiring corporation's stock prior to such merger.

Each one one-hundredth of a share of our series A junior participating preferred stock, if issued:

- will not be redeemable;
- will entitle holders to quarterly dividend payments of an amount equal to the greater of (i) $0.01 per share and (ii) the dividend paid on one share of our Class A common stock;
- will entitle holders upon liquidation to receive an amount equal to the payment made on one share of our Class A common stock;
- will have the same voting power as one share of our Class A common stock; and
- if shares of our Class A common stock are exchanged via merger, consolidation or a similar transaction, will entitle holders to a payment equal to the payment made on one share (as may be adjusted) of our Class A common stock.

The value of one one-hundredth interest in a share of our series A junior participating preferred stock purchasable upon exercise of each right should approximate the value of one share of our Class A common stock. Our Class A rights will expire on November 10, 2015.

Our board of directors may redeem our Class A rights for $0.01 per right at any time before any person or group becomes an acquiring person. If our board of directors redeems any of our Class A rights, it must redeem all of our Class A rights. Once our Class A rights are redeemed, the only right of the holders of our Class A rights will be to receive the redemption price of $0.01 per right. The redemption price will be adjusted if we have a stock split or stock dividends of the Class A common stock.

After a person or group becomes an acquiring person, but before an acquiring person owns 50% or more of our outstanding Class A common stock, our board of directors may extinguish our Class A rights by exchanging one share of our Class A common stock or an equivalent security for each Class A right other than Class A rights held by the acquiring person.

Our board of directors shall adjust the purchase price of our series A junior participating preferred stock, the number of shares of our series A junior participating preferred stock issuable and/or the number of our outstanding rights to prevent dilution that may occur from a stock dividend, a stock split or a reclassification of our preferred stock or Class A common stock. No adjustments to the purchase price of our series A junior participating preferred stock of less than 1% will be made.

The terms of our rights agreement may be amended by our board of directors without the consent of the holders of our Class A rights. After a person or group becomes an acquiring person, our board of directors may not amend the agreement in a way that adversely affects holders of our Class A rights.

Delaware Anti-Takeover Statute. We are subject to the provisions of Section 203 of the Delaware General Corporation Law regulating corporate takeovers. In general, Section 203 prohibits a publicly held Delaware corporation from engaging, under certain circumstances, in a business combination with

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an interested stockholder for a period of three years following the time the person became an interested stockholder unless:

- prior to the time the person became an interested stockholder, the board of directors of the corporation approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;

- upon completion of the transaction that resulted in the stockholder becoming an interested stockholder, the stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the voting stock outstanding (but not the outstanding voting stock owned by the interested stockholder) those (1) shares owned by persons who are directors and also officers and (2) shares owned by employee stock plans in which employee participants do not have the right to determine confidentially whether shares held subject to the plan will be tendered in a tender or exchange offer; or

- at or subsequent to the time the person became an interested stockholder, the business combination is approved by the board of directors and authorized at an annual or special meeting of stockholders, and not by written consent, by the affirmative vote of at least $66^{2}/_{3}\%$ of the outstanding voting stock which is not owned by the interested stockholder.

The application of Section 203 may limit the ability of stockholders to approve a transaction that they may deem to be in their interests.

Under Section 203, a "business combination" generally includes a merger, asset or stock sale, or other similar transaction with an interested stockholder, and an "interested stockholder" is generally a person who, together with its affiliates and associates, owns or, in the case of affiliates or associates of the corporation, owned 15% or more of a corporation's outstanding voting securities within three years prior to the determination of interested stockholder status.

Listing

Our Class A common stock is listed on the New York Stock Exchange under the symbol "IHS."

Transfer Agent and Registrar

The transfer agent and registrar for our Class A common stock is American Stock Transfer & Trust Company, LLC.

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DESCRIPTION OF DEBT SECURITIES

This section describes the general terms and provisions of the debt securities that we may issue. We may offer secured or unsecured debt securities which may be senior, subordinated or junior subordinated, and which may be convertible. The debt securities will be issued under one or more separate indentures between us and a designated trustee. The applicable prospectus supplement and/or other offering materials will describe the specific terms of the debt securities offered through that prospectus supplement as well as any general terms described in this section that will not apply to those debt securities. To the extent the applicable prospectus supplement or other offering materials relating to an offering of debt securities are inconsistent with this prospectus, the terms of that prospectus supplement or other offering materials will supersede the information in this prospectus.

The prospectus supplement relating to any series of debt securities that we may offer will contain the specific terms of the debt securities. These terms may include the following:

- the title and principle aggregate amount of the debt securities;
- whether the debt securities will be senior, subordinated or junior subordinated;
- whether the debt securities will be secured or unsecured;
- whether the debt securities are convertible or exchangeable into other securities;
- the percentage or percentages of principle amount at which such debt securities will be issued;
- the interest rate(s) or the method for determining the interest rate(s);
- the dates on which interest will accrue or the method for determining dates on which interest will accrue and dates on which interest will be payable;
- the person to whom any interest on the debt securities will be payable;
- the places where payments on the debt securities will be payable;
- the maturity date;
- redemption or early repayment provisions;
- authorized denominations;
- form;

amount of discount or premium, if any, with which such debt securities will be issued;

whether such debt securities will be issued in whole or in parting the form of one or more global securities;

the identity of the depositary for global securities;

whether a temporary security is to be issued with respect to such series and whether any interest payable prior to the issuance of definitive securities of the series will be credited to the account of the persons entitled thereto;

the terms upon which the beneficial interests in a temporary global security may be exchanged in whole or in part for beneficial interests in a definitive global security or for individual definitive securities;

any covenants applicable to the particular debt securities being issued;

any defaults and events of default applicable to the particular debt securities being issued;

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the guarantors of each series, if any, and the extent of the guarantees (including provisions relating to seniority, subordination, security and release of the guarantees), if any;

any applicable subordination provisions for any subordinated debt securities;

any restriction or condition on the transferability of the debt securities;

the currency, currencies, or currency units in which the purchase price for, the principal of and any premium and any interest on, such debt securities will be payable;

the time period within which, the manner in which and the terms and conditions upon which we or the purchaser of the debt securities can select the payment currency;

the securities exchange(s) on which the securities will be listed, if any;

whether any underwriter(s) will act as market maker(s) for the securities;

the extent to which a secondary market for the securities is expected to develop;

our obligations or right to redeem, purchase of repay debt securities under a sinking fund, amortization or analogous provision;

provisions relating to covenant defeasance and legal defeasance;

provisions relating to satisfaction and discharge of the indenture;

provisions relating to the modification of the indenture both with and without consent of holders of debt securities issued under the indenture; and

additional terms not inconsistent with the provisions of the indenture.

General

We may sell the debt securities, including original issue discount securities, at par or at a substantial discount below their stated principal amount. Unless we inform you otherwise in a prospectus supplement, we may issue additional debt securities of a particular series without the consent of the holders of the debt securities of such series outstanding at the time of issuance. Any such additional debt securities, together with all other outstanding debt securities of that series, will constitute a single series of securities under the applicable indenture. In addition, we will describe in the applicable prospectus supplement material U.S. federal income tax considerations and any other special considerations for any debt securities we sell which are denominated in a currency or currency unit other than U.S. dollars. Unless we inform you otherwise in the applicable prospectus supplement, the debt securities will not be listed on any securities exchange.

We expect most debt securities to be issued in fully registered form without coupons and in denominations of $1,000 and integral multiples thereof. Subject to the limitations provided in the indenture and in the prospectus supplement, debt securities that are issued in registered form may be transferred or exchanged at the corporate office of the trustee or the principal corporate trust office of the trustee, without the payment of

any service charge, other than any tax or other governmental charge payable in connection therewith.

If specified in the applicable prospectus supplement, certain of our subsidiaries will guarantee the debt securities. The particular terms of any guarantee will be described in the related prospectus supplement.

Global Securities

Unless we inform you otherwise in the applicable prospectus supplement, the debt securities of a series may be issued in whole or in part in the form of one or more global securities that will be

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deposited with, or on behalf of, a depositary identified in the applicable prospectus supplement. Global securities will be issued in registered form and in either temporary or definitive form. Unless and until it is exchanged in whole or in part for the individual debt securities, a global security may not be transferred except as a whole by the depositary for such global security to a nominee of such depositary or by a nominee of such depositary to such depositary or another nominee of such depositary or by such depositary or any such nominee to a successor of such depositary or a nominee of such successor. The specific terms of the depositary arrangement with respect to any debt securities of a series and the rights of and limitations upon holders of beneficial interests in a global security will be described in the applicable prospectus supplement.

Governing Law

The indenture and the debt securities will be construed in accordance with and governed by the laws of the State of New York, without regard to conflicts of laws principles thereof.

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PLAN OF DISTRIBUTION

We or a selling securityholder may sell the securities in any of three ways (or in any combination) from time to time:

- through underwriters, brokers or dealers;
- directly to a limited number of purchasers or to a single purchaser; or
- through agents.

The prospectus supplement will set forth the terms of the offering of such securities, including:

- the name or names of any underwriters, dealers or agents and the amounts of securities underwritten or purchased by each of them; and
- the public offering price of the securities and the proceeds to us or to the selling securityholders, as the case may be, and any discounts, commissions or concessions allowed or reallowed or paid to dealers.

Any public offering price and any discounts or concessions allowed or reallowed or paid to dealers may be changed from time to time.

We or the selling securityholders may effect the distribution of the securities from time to time in one or more transactions either:

- at a fixed price or at prices that may be changed;
- at market prices prevailing at the time of sale;
- at prices relating to such prevailing market prices; or
- at negotiated prices.

If underwriters are used in the sale of any securities, the securities will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. The securities may be either offered to the public through underwriting syndicates represented by managing underwriters, or directly by underwriters. Generally, the underwriters' obligations to purchase the securities will be subject to certain conditions precedent. The underwriters will be obligated to purchase all of the securities if they purchase any of the securities (other than any securities purchased upon exercise of any over-allotment option).

We or the selling securityholders may sell the securities through agents from time to time. The prospectus supplement will name any agent involved in the offer or sale of the securities and any commissions paid to them. Generally, any agent will be acting on a best efforts basis for the period of its appointment.

Any underwriters, broker-dealers and agents that participate in the distribution of the securities may be deemed to be "underwriters" as defined in the Securities Act. Any commissions paid or any discounts or concessions allowed to any such persons, and any profits they receive on resale of the securities, may be deemed to be underwriting discounts and commissions under the Securities Act. We will identify any underwriters or agents and describe their compensation in a prospectus supplement. Maximum compensation to any underwriters, dealers or agents will not exceed 8% of the maximum aggregate offering proceeds.

Underwriters or agents may purchase and sell the securities in the open market. These transactions may include over-allotment, stabilizing transactions, syndicate covering transactions and penalty bids. Over-allotment involves sales in excess of the offering size, which creates a short position. Stabilizing

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transactions consist of bids or purchases for the purpose of preventing or retarding a decline in the market price of the securities and are permitted so long as the stabilizing bids do not exceed a specified maximum. Syndicate covering transactions involve the placing of any bid on behalf of the underwriting syndicate or the effecting of any purchase to reduce a short position created in connection with the offering. The underwriters or agents also may impose a penalty bid, which permits them to reclaim selling concessions allowed to syndicate members or certain dealers if they repurchase the securities in stabilizing or covering transactions. These activities may stabilize, maintain or otherwise affect the market price of the securities, which may be higher than the price that might otherwise prevail in the open market. These activities, if begun, may be discontinued at any time. These transactions may be effected on any exchange on which the securities are traded, in the over-the-counter market or otherwise.

Our Class A common stock is listed on the New York Stock Exchange under the symbol "IHS."

Agents and underwriters may be entitled to indemnification by us and, if applicable, the selling securityholders, against certain civil liabilities, including liabilities under the Securities Act, or to contribution with respect to payments which the agents or underwriters may be required to make in respect thereof.

Agents and underwriters may be customers of, engage in transactions with, or perform services for us in the ordinary course of business.

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VALIDITY OF SECURITIES

The validity of the securities in respect of which this prospectus is being delivered will be passed on for us by Davis Polk & Wardwell LLP, New York, New York.

EXPERTS

The consolidated financial statements of IHS Inc. appearing in its Annual Report on Form 10-K for the year ended November 30, 2011 and Amendment No. 1 on Form 10-K/A to such Annual Report, and the effectiveness of IHS Inc.'s internal control over financial reporting as of November 30, 2011, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon included therein, and incorporated herein by reference. Such financial statements are, and audited financial statements to be included in subsequently filed documents will be, incorporated herein in reliance upon the reports of Ernst & Young LLP pertaining to such financial statements and the effectiveness of our internal control over financial reporting as of the respective dates (to the extent covered by consents filed with the SEC) given on the authority of such firm as experts in accounting and auditing.

The audited historical financial statements of SMT Holding Corp. included in Exhibit 99.1 to IHS Inc.'s Amendment No. 1 to Current Report on Form 8-K dated October 21, 2011 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, independent accountants, given on authority of said firm as experts in auditing and accounting.

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8,695,653 Shares

IHS Inc.

Class A Common Stock

Goldman, Sachs & Co.