

IHS Inc.  
Form 10-K/A  
July 31, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-K/A**

Amendment No. 1

(Mark One)

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

For the fiscal year ended November 30, 2008

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-32511

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**IHS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**13-3769440**  
(IRS Employer  
Identification No.)

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15 Inverness Way East

Englewood, CO 80112

(Address of Principal Executive Offices)

(303) 790-0600

(Registrant's telephone number, including area code)

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Securities registered pursuant to Section 12(b) of the Act:

| <b>Title of each class</b>  | <b>Name of each exchange on which registered</b> |
|---|--|
| Class A Common Stock, \$0.01 par value per share<br>Series A junior participating preferred stock purchase rights<br>(attached to the Class A Common Stock) | New York Stock Exchange                          |

Securities registered pursuant to Section 12(g) of the Act:

None.

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.  YES  NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  YES  NO

Indicate by check mark if disclosure of delinquent filer pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-K or any amendment to the Form 10-K.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  YES  NO

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer   
Non-accelerated filer   
(Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).  YES  NO

The aggregate market value of the voting and non-voting common equity held by non-affiliates, based upon the closing price for the Common Stock as reported on the New York Stock Exchange composite tape on the last business day of the Registrant's most recently completed second fiscal quarter, was approximately \$ \_\_\_\_\_ million. All executive officers, directors, and holders of 5% or more of the outstanding Common Stock of the registrant have been deemed, solely for purposes of the foregoing calculation, to be affiliates of the registrant.

As of December 31, 2008, there were 62,798,001 shares of the registrant's Class A Common Stock outstanding.

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**Explanatory Note**

IHS Inc. (the Registrant) is filing this amendment to our Annual Report on Form 10-K for the year ended November 30, 2008 (the Form 10-K), filed with the U.S. Securities and Exchange Commission on January 23, 2009, solely to (i) correct a typographical error on the cover page that indicated 64,798,001 shares outstanding instead of 62,798,001 shares outstanding on December 31, 2008; and (ii) correct typographical errors contained on the power of attorney filed as Exhibit 24 to the Registrant's Form 10-K filed on January 23, 2009. As originally filed, the power of attorney inadvertently omitted the proper markings to reflect the conformed signature of each member of the registrant's board of directors. Each member of the board of directors did execute the power of attorney prior to filing the original Form 10-K, as reflected in the amended exhibit.

This amendment should be read in conjunction with the original Form 10-K, which continues to speak as of the date that the original Form 10-K was filed. Except as specifically noted above, this amendment does not modify or update any disclosures in the original Form 10-K. Accordingly, this amendment does not reflect events occurring after the filing of the original Form 10-K or modify or update any disclosures that may have been affected by subsequent events.

**PART IV**

**Item 15. Exhibits and Financial Statement Schedules**

(b) Index of Exhibits

The following exhibits are filed as part of this report:

| Exhibit Number | Description  |
|----------------|--|
| 24*            | Power of Attorney  |
| 31.1*          | Certification Pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2*          | Certification Pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |

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\* Filed electronically herewith.



**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on July 28, 2009.

IHS INC.

By: /s/ HEATHER MATZKE-HAMLIN  
Name: Heather Matzke-Hamlin  
Title: *Senior Vice President and Chief Accounting Officer*

Pursuant to the requirements of the Securities Act of 1933, as amended, this report has been signed by the following persons on behalf of the registrant and in the capacities indicated on July 28, 2009.

| <b>Signature</b>                                   | <b>Title</b>   |
|--|--|
| /s/ JERRE L. STEAD<br>Jerre L. Stead               | Chairman and Chief Executive Officer (Principal Executive Officer)                 |
| /s/ MICHAEL J. SULLIVAN<br>Michael J. Sullivan     | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| /s/ HEATHER MATZKE-HAMLIN<br>Heather Matzke-Hamlin | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)  |
| *<br>C. Michael Armstrong                          | Director   |
| *<br>Steven A. Denning                             | Director   |
| *<br>Ruann F. Ernst                                | Director   |
| *<br>Brian H. Hall                                 | Director   |
| *<br>Roger Holtback                                | Director   |
| *<br>Balakrishnan S. Iyer                          | Director   |
| *<br>Michael Klein                                 | Director   |
| *<br>Richard W. Roedel                             | Director   |

\*  
Christoph v. Grolman

Director

\*By: /s/ STEPHEN GREEN  
Stephen Green  
*Attorney-in-Fact*