

IHS Inc.  
Form 10-K/A  
February 16, 2007

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 10-K/A

Amendment no. 1

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

For the fiscal year ended November 30, 2006

OR

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

**IHS INC.**

Delaware

(Exact name of registrant as specified in its charter)

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

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

**15 Inverness Way East**

**Englewood, CO 80112**

(Address of Principal Executive Offices)

**(303) 790-0600**

(Registrant's telephone number, including area code)

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

Title of each class
Class A Common Stock, \$0.01 par value per share
Series A junior participating preferred stock purchase rights (attached to the Class A Common Stock)

Name of each exchange on which registered
New York Stock Exchange

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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 is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of accelerated filer and large accelerated filer in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

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 reporting 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 \$503 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, 2006, there were 45,038,538 shares of the registrant's Class A Common Stock outstanding and 13,750,000 shares of the registrant's Class B Common Stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

The information required by Part III of the Form 10-K, to the extent not set forth herein, is incorporated herein by reference from the registrant's definitive proxy statement for the Annual Meeting of Shareholders to be held on April 28, 2007, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the close of the registrant's fiscal year.

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**EXPLANATORY NOTE**

This Amendment No. 1 to the Annual Report on Form 10-K of IHS Inc. (the Annual Report ) for the fiscal year ended November 30, 2006 is being filed for the sole purpose of amending Exhibit 10.34, a portion of which was inadvertently omitted due to a financial printer error.

Except for the amendment to Exhibit 10.34, this Amendment No. 1 does not make any new disclosures, update prior disclosures, or attempt to reflect any events that occurred at a date subsequent to the original filing of the Annual Report.

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(b) The following exhibits are filed as part of this report:

Exhibit Number	Description
3.1*	Form of Amended and Restated Certificate of Incorporation
3.2*	Form of Amended and Restated By-Laws
4.1*	Form of Class A Common Stock Certificate
4.2*	Form of Registration Rights Agreement among IHS Inc. and Urvanos Investments Limited and Urvanis Investments Limited
4.3*	Form of Rights Agreement between IHS Inc. and Computershare Trust Company, Inc., as Rights Agent
10.1*	Amended and Restated Credit Agreement among IHS Inc., Information Handling Services Group Inc., Information Handling Services Inc., IHS Energy Group Inc., IHS Engineering Group UK Ltd., Petroconsultants S.A., KeyBank National Association, U.S. Bank National Association, Wells Fargo Bank, National Association, and the other lenders party thereto, dated as of January 7, 2005
10.2*	Amended and Restated Stock Purchase Agreement by and among Urvanis Investments Limited, Urvanos Investments Limited, IHS Inc., General Atlantic Partners 82, L.P., GAP Coinvestments III, LLC and GAP Coinvestments IV, LLC, dated as of October 6, 2005
10.3*	Employment Agreement by and between IHS Inc. and Michael J. Sullivan, dated as of November 1, 2004
10.4*	Amended and Restated IHS Inc. 2004 Long-Term Incentive Plan
10.5*	Amended and Restated IHS Inc. 2004 Directors Stock Plan
10.6*	IHS Inc. 2004 Long-Term Incentive Plan, Form of 2004 Restricted Stock Award
10.7*	IHS Inc. 2004 Long-Term Incentive Plan, 2004 Restricted Stock Award for Charles A. Picasso, dated as of December 23, 2004
10.8*	IHS Inc. 2004 Long-Term Incentive Plan, 2004 Restricted Stock Award for Jerre L. Stead, dated as of December 23, 2004
10.9*	IHS Inc. 2004 Long-Term Incentive Plan, 2004 Restricted Stock Award for H. John Oechsle, dated as of December 23, 2004
10.10*	IHS Inc. 2004 Long-Term Incentive Plan, Form of 2005 Performance Share Award IPO Senior Executive
10.11*	IHS Inc. 2004 Long-Term Incentive Plan, Form of 2005 Performance Share Award IPO Vice President and Senior Vice President Groups

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- 10.12\* IHS Inc. 2004 Long-Term Incentive Plan, Form of 2005 Performance Unit Award IPO Vice President and Senior Vice President Groups
- 10.13\* IHS Inc. 2004 Long-Term Incentive Plan, Form of 2005 Restricted Stock Award IPO Vice President and Senior Vice President Groups
- 10.14\* IHS Inc. 2004 Long-Term Incentive Plan, Form of 2005 Restricted Stock Unit Award IPO Vice President and Senior Vice President Groups
- 10.15\* IHS Inc. 2004 Long-Term Incentive Plan, Form of 2005 Restricted Stock Award IPO Senior Director and Director Groups
- 10.16\* IHS Inc. 2004 Long-Term Incentive Plan, Form of 2005 Restricted Stock Unit Award IPO Senior Director and Director Groups
- 10.17\* IHS Inc. 2004 Long-Term Incentive Plan, Form of 2005 Restricted Stock Award IPO All-Employee Award
- 10.18\* IHS Inc. 2004 Long-Term Incentive Plan, Form of 2005 Restricted Stock Unit Award IPO All-Employee Award
- 10.19\* IHS Inc. Employee Stock Purchase Plan
- 10.20\* IHS Supplemental Income Plan
- 10.21\* Summary of Non-Employee Director Compensation
- 10.22\* Form of Indemnification Agreement between the Company and its Directors
- 10.23\* IHS Executive Relocation Policy (2004)
- 10.24\* Letter to Charles Picasso regarding IHS Cherry Creek Country Club membership, dated February 16, 2005
- 10.25\* Indemnification Agreement by and between TBG Holdings N.V. and IHS Inc., dated as of March 8, 2005
- 10.26\* Amendment No. 1, dated as of May 17, 2005, to Indemnification Agreement by and between TBG Holdings N.V. and IHS Inc., dated as of March 8, 2005
- 10.27\* Contribution Agreement by and between Holland America Investment Corporation and HAIC, Inc., dated as of November 10, 2004
- 10.28 Employment Agreement by and between IHS Inc. and Jeffrey R. Tarr, dated as of December 1, 2004
- 10.29 Employment Agreement by and between IHS Inc. and Rohinton Mobed, dated as of November 1, 2004
- 10.30 Employment Agreement by and between IHS Energy Group Inc. and Daniel H. Yergin, dated as of September 1, 2004
- 10.31 Non-Competition Agreement by and between IHS Energy Group Inc. and Daniel H. Yergin, dated as of September 1, 2004
- 10.32 IHS Inc. 2004 Long-Term Incentive Plan, Form of 2007 Stock Option Award Senior Executive Level
- 10.33 IHS Inc. 2004 Long-Term Incentive Plan, Form of 2007 Stock Option Award Executive Level
- 10.34 IHS Inc. 2004 Long-Term Incentive Plan, Form of 2007 Restricted Stock Unit Award Senior Executive Level

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10.35	IHS Inc. 2004 Long-Term Incentive Plan, Form of 2007 Restricted Stock Unit Award Time-Based
10.36	IHS Inc. 2004 Long-Term Incentive Plan, Form of 2007 Restricted Stock Unit Award Performance-Based
21**	List of Subsidiaries of the Registrant
23.1	Consent of Ernst & Young LLP
24	Power of Attorney
31.1	Certification of the Chief Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act
31.2	Certification of the Chief Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act
32.1	Certification of the Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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\* Previously filed with the Securities and Exchange Commission as an exhibit to the Registration Statement on Form S-1 (No. 333-122565) of the Registrant and incorporated herein by reference.

\*\* Previously filed with the Securities and Exchange Commission as an exhibit to the Registration Statement on Form S-1 (No. 333-137671) of the Registrant and incorporated herein by reference.

Previously filed with the Securities and Exchange Commission as an exhibit to the Registrant's Quarterly Statement on Form 10-Q for the period ending February 28, 2006, and incorporated herein by reference.

Previously filed with the Securities and Exchange Commission as an exhibit to the Registrant's Annual Report on Form 10-K for the period ending November 30, 2006, and incorporated herein by reference.

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 February 15, 2007.

IHS INC.

By:

/s/ STEPHEN GREEN

Name:

Stephen Green

Title:

*Senior Vice President and  
General Counsel*

## EXHIBIT INDEX

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