

Verisk Analytics, Inc.
Form S-8
August 22, 2012

As filed with the Securities and Exchange Commission on August 22, 2012

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

Verisk Analytics, Inc.
(Exact Name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-2994223
(I.R.S. Employer
Identification No.)

545 Washington Boulevard
Jersey City, NJ 07310-1686

(Address including zip code of Principal Executive Offices)

Verisk Analytics, Inc. 2012 Employee Stock Purchase Plan
(Full title of the plan)

Kenneth E.
Thompson
Executive
Vice
President,
General
Counsel and
Corporate
Secretary
545
Washington
Boulevard
Jersey City,
NJ
07310-1686
(201)
469-2000

(Name, address and telephone number, including area code, of agent for service)

—
Copy to:
Jeffrey P.
Crandall
Davis Polk
&
Wardwell
LLP
450
Lexington
Avenue
New York,
New York
10017
(212)
450-4000

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 the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee (3) |
|--|-----------------------------|---|---|--------------------------------|
| Class A Common Stock, par value \$0.001 per share, to be issued under the Verisk Analytics, Inc. 2012 Employee Stock Purchase Plan | 2,000,000 | \$46.23 | \$92,460,000.00 | \$10,595.92 |
| Total Common Stock | | | | |

- (1) This Registration Statement on Form S-8 (this "Registration Statement") covers (i) shares of Class A Common Stock, par value \$0.001 per share ("Common Stock") of Verisk Analytics, Inc. (the "Registrant"), issuable pursuant to the Verisk Analytics, Inc. 2012 Employee Stock Purchase Plan (the "Plan"); and (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), any additional shares of Common Stock that become issuable under the Plan by reason of any stock dividend, stock split or other similar transaction.
- (2) Estimated pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, solely for the purpose of computing the registration fee on the basis of 95% of \$48.66, the average of the high and low prices reported for a share of Common Stock on the NASDAQ Global Select Market on August 16, 2012. Pursuant to the Plan, the exercise price per share of Common Stock will be 95% of the fair market value of a share of the Registrant's Common Stock on the Exercise Date of the applicable Offering Period (as such terms are defined in the Plan).
- (3) Rounded up to the nearest penny.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Item 1 and Item 2 of Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act. In accordance with the rules and regulations of the Securities and Exchange Commission and the instructions to Form S-8, such documents are not being filed with the Securities and Exchange Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K (Registration No. 001-34480) for the fiscal year ended on December 31, 2011.

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(b) All reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the filing of the form referred to in (a) above.

(c) The description of the Registrant's capital stock which is contained in the Registrant's Registration Statement on Form 8-A (Registration No. 001-34480), dated October 5, 2009, including any amendments or supplements thereto.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed

to be incorporated by reference in this Registration Statement and to be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein), modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Certain legal matters with respect to the offering of the shares of Common Stock registered hereby have been passed on by Kenneth E. Thompson, Esq., Executive Vice President, General Counsel and Corporate Secretary of the Registrant. Mr. Thompson is eligible to participate in the Plan.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent to the Registrant. The Delaware General Corporation Law provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise. Article Twelfth of the Registrant's Certificate of Incorporation provides for indemnification by the Registrant of its directors, officers and employees to the fullest extent permitted by the Delaware General Corporation Law.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions, or (iv) for any transaction from which the director derived an improper personal benefit. The Registrant's Certificate of Incorporation provides for such limitation of liability.

The Registrant maintains standard policies of insurance under which coverage is provided (a) to its directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act, and (b) to the Registrant with respect to payments which may be made by the Registrant to such officers and directors pursuant to the above indemnification provision or otherwise as a matter of law.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit
Number

- 4.1 Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to Amendment No. 6 to the Registrant's Registration Statement on Form S-1, dated September 21, 2009 (Registration No. 333-152973))

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- 4.2 Amended and Restated By-laws of the Registrant (incorporated herein by reference to Exhibit 3.2 to Amendment No. 6 to the Registrant's Registration Statement on Form S-1, dated September 21, 2009 (Registration No. 333-152973))
- 5 Opinion of Kenneth E. Thompson, Esq. (filed herewith)
- 23.1 Consent of Deloitte & Touche LLP (filed herewith)
- 23.2 Consent of Ehrhardt Keefe Steiner & Hottman PC (filed herewith)
- 23.3 Consent of Kenneth E. Thompson, Esq. (included in Exhibit 5)
- 24 Power of Attorney (included in the signature pages hereof)
- 99.1 Verisk Analytics, Inc. 2012 Employee Stock Purchase Plan, as amended (filed herewith)

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the Plan not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jersey City, State of New Jersey, on this 22nd day of August, 2012.

Verisk Analytics, Inc.

By: /s/ Frank J.
Coyne
Name: Frank J.
Coyne
Title: Chief
Executive
Officer and
Chairman of
the Board of
Directors

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Frank J. Coyne and Kenneth E. Thompson, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any and all additional registration statements pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|-----------------|
| /s/ Frank J. Coyne Frank J. Coyne | Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer) | August 22, 2012 |
| /s/ Mark V. Anquillare Mark V. Anquillare | Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | August 22, 2012 |
| /s/ J. Hyatt Brown J. Hyatt Brown | Director | August 22, 2012 |
| /s/ Glen A. Dell Glen A. Dell | Director | August 22, 2012 |
| /s/ Christopher M. Foskett Christopher M. Foskett | Director | August 22, 2012 |
| /s/ Constantine P. Iordanou Constantine P. Iordanou | Director | August 22, 2012 |
| /s/ John F. Lehman, Jr. John F. Lehman, Jr. | Director | August 22, 2012 |
| /s/ Samuel G. Liss Samuel G. Liss | Director | August 22, 2012 |
| /s/ Andrew G. Mills Andrew G. Mills | Director | May 16, 2012 |
| /s/ Thomas F. Motamed Thomas F. Motamed | Director | August 22, 2012 |

/s/ Arthur J. Rothkopf
Arthur J. Rothkopf

Director

August 22, 2012

/s/ David B. Wright
David B. Wright

Director

May 18, 2012

EXHIBIT INDEX

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