

Verisk Analytics, Inc.
Form S-8 POS
June 25, 2018

As filed with the Securities and Exchange Commission on June 25, 2018

Registration No. 333-183476

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

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT NO. 333-183476
UNDER
THE SECURITIES ACT OF 1933

Verisk Analytics, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware

26-2994223

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

**(I.R.S. Employer
Identification Number)**

545 Washington Boulevard

Jersey City, NJ 07310-1686

(Address of Principal Executive Offices)

Verisk Analytics, Inc. 2012 Employee Stock Purchase Plan

Verisk UK Sharesave Plan

(Full title of the plans)

Kenneth E. Thompson

Executive Vice President, General Counsel and Corporate Secretary

545 Washington Boulevard

Jersey City, NJ 07310-1686

(212) 469-2000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Jeffrey P. Crandall

Davis Polk & Wardwell LLP

450 Lexington Avenue

New York, NY 10017

(212) 450-4000

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth 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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

Verisk Analytics, Inc., a Delaware corporation (the Company or the Registrant), registered, pursuant to a Registration Statement on Form S-8 filed on August 22, 2012 (No. 333-183476) (the Registration Statement), the offer and sale of up to 2,000,000 shares of Class A Common Stock, par value \$0.001 per share (Common Stock), of the Company issuable under the Verisk Analytics, Inc. 2012 Employee Stock Purchase Plan (the ESPP), and 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 ESPP by reason of any stock dividend, stock split or other similar transaction. On June 8, 2018, the Company amended the ESPP to reduce the maximum number of shares of Common Stock available for issuance under the ESPP from 2,000,000 to 1,500,000 (the ESPP Amendment). On June 8, 2018 the Company adopted the Verisk UK Sharesave Plan (the UK Sharesave Plan). As a result of the adoption of the ESPP Amendment and the UK Sharesave Plan, 500,000 of the shares of Common Stock that were previously registered under the Registration Statement to be offered and sold pursuant to the ESPP are now available for issuance pursuant to the UK Sharesave Plan, and the number of shares of Common Stock available for issuance under the ESPP and UK Sharesave Plan in the aggregate is equal to the number of shares of Common Stock originally registered under the Registration Statement, with 1,500,000 shares of Common Stock available for issuance under the ESPP and 500,000 shares of Common Stock available for issuance under the UK Sharesave Plan.

PART II

Item 8. Exhibits.

**Exhibit
Number**

- | | |
|------|---|
| 99.1 | <u>Verisk Analytics, Inc. 2012 Employee Stock Purchase Plan, as amended (incorporated by reference to Exhibit 99.1 to Registrant's Form S-8 filed on August 22, 2012)</u> |
| 99.2 | <u>Amendment to the Verisk Analytics, Inc. 2012 Employee Stock Purchase Plan (filed herewith)</u> |
| 99.3 | <u>Verisk UK Sharesave Plan (filed herewith)</u> |

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 on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jersey City, State of New Jersey, on this 25th day of June, 2018.

Verisk Analytics, Inc.

By: /s/ Kenneth E. Thompson

Name: Kenneth E. Thompson

Title: Executive Vice President, General
Counsel and Corporate Secretary

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated below.

| Signature | Title | Date |
|-----------------------------|--|---------------|
| /s/ Scott G. Stephenson | President and Chief Executive Officer | June 25, 2018 |
| Scott G. Stephenson | (Principal Executive Officer) | |
| /s/ Lee M. Shavel | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | June 25, 2018 |
| Lee M. Shavel | | |
| /s/ David J. Grover | Vice President and Controller (Principal Accounting Officer) | June 25, 2018 |
| David J. Grover | | |
| /s/ Frank J. Coyne | Lead Independent Director | June 25, 2018 |
| Frank J. Coyne | | |
| /s/ Annell Bay | Director | June 25, 2018 |
| Annell Bay | | |
| /s/ Christopher M. Foscett | Director | June 25, 2018 |
| Christopher M. Foscett | | |
| /s/ Bruce Hansen | Director | June 25, 2018 |
| Bruce Hansen | | |
| /s/ Kathleen A. Hogenson | Director | June 25, 2018 |
| Kathleen A. Hogenson | | |
| /s/ Constantine P. Iordanou | Director | June 25, 2018 |
| Constantine P. Iordanou | | |
| /s/ John F. Lehman, Jr. | Director | June 25, 2018 |
| John F. Lehman, Jr. | | |
| /s/ Samuel G. Liss | Director | June 25, 2018 |
| Samuel G. Liss | | |

/s/ Andrew G. Mills

Director

June 25, 2018

Andrew G. Mills

/s/ Therese M. Vaughan

Director

June 25, 2018

Therese M. Vaughan

/s/ David B. Wright

Director

June 25, 2018

David B. Wright