

IHS Inc.
Form SC 13G
September 06, 2007

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

IHS INC.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

451734107

(CUSIP Number)

June 12, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Edgar Filing: IHS Inc. - Form SC 13G

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1745 (3-06)

CUSIP No. 451734107

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).
THE WOODBRIDGE COMPANY LIMITED

N/A

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)
(b)

3. SEC Use Only

4. Citizenship or Place of Organization
ONTARIO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

5.	Sole Voting Power 4,399,000
6.	Shared Voting Power 0
7.	Sole Dispositive Power 4,399,000
8.	Shared Dispositive Power 0

9. Aggregate Amount Beneficially Owned by Each Reporting Person
4,399,000

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)
9.0%

12. Type of Reporting Person (See Instructions)
HC

Edgar Filing: IHS Inc. - Form SC 13G

CUSIP No. 451734107

Item 1.

- (a) Name of Issuer
IHS INC.
- (b) Address of Issuer's Principal Executive Offices
15 Inverness Way East

Englewood, CO 80112

Item 2.

- (a) Name of Person Filing
The Woodbridge Company Limited
- (b) Address of Principal Business Office or, if none, Residence
65 Queen Street West, Suite 2400 Toronto, Ontario M5H 2M8.
- (c) Citizenship
Ontario
- (d) Title of Class of Securities
Class A Common Stock
- (e) CUSIP Number
451734107

Item 3.

- If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
 - (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).
N/A

Edgar Filing: IHS Inc. - Form SC 13G

CUSIP No. 451734107

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

See the response(s) to Item 9 on the attached cover page(s).
- (b) Percent of class:

See the response(s) to Item 11 on the attached cover page(s).
- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote
 - (ii) See the response(s) to Item 5 on the attached cover page(s).
Shared power to vote or to direct the vote
 - (iii) See the response(s) to Item 6 on the attached cover page(s).
Sole power to dispose or to direct the disposition of
 - (iv) See the response(s) to Item 7 on the attached cover page(s).
Shared power to dispose or to direct the disposition of
- See the response(s) to Item 8 on the attached cover page(s).

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

See Exhibit 99.1

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: September 6, 2007

THE WOODBRIDGE COMPANY LIMITED

By : /s/ David Binet
Name: David W. Binet
Title: Executive Vice-President and Secretary

5

EXHIBIT NO.	EXHIBITS
------------------------	-----------------

99.1	Item 7 Information
------	--------------------

* Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

6

il immediately prior to the closing of the Merger. However, if any holder of outstanding Incentive Equity Awards terminated employment with the Issuer or any of its subsidiaries prior to the closing of the Merger, and any such Incentive Equity Awards remained outstanding following such termination in accordance with their terms, then such holder also received a Dividend Make-Whole Amount with respect to such outstanding Incentive Equity Awards.

5

Edgar Filing: IHS Inc. - Form SC 13G

Upon the Effective Time, the Voting Agreement terminated in accordance with its express terms.

In accordance with the Merger Agreement, upon the closing of the Merger, the certificate of incorporation and bylaws of the Issuer as in effect immediately prior to the closing of the Merger were amended and restated in accordance with the terms of the Merger Agreement and became the amended and restated certificate of incorporation and amended and restated bylaws of the Issuer, as the Surviving Corporation.

Upon the closing of the Merger and pursuant to the terms of the Merger Agreement, each of Jose Armario, Thomas A. Burke, Matthew Carter, Jr., Gretchen R. Haggerty, William H. Hernandez, Brian A. Kenney, Richard P. Lavin, Steven F. Leer and Jennifer F. Scanlon ceased to be directors of the Issuer.

Additionally, upon the closing of the Merger and pursuant to the terms of the Merger Agreement, (i) Jörg Schanow, who was the sole director of Merger Sub immediately prior to the closing of the Merger, became the sole director of the Issuer, as the Surviving Corporation, and (ii) the officers of the Issuer immediately prior to the closing of the Merger became the initial officers of the Issuer, as the Surviving Corporation. Immediately following and in connection with the closing of the Merger, each of (a) Jennifer F. Scanlon, President and Chief Executive Officer, (b) Matthew F. Hilzinger, Executive Vice President, Chief Financial Officer and Treasurer, (c) Brian J. Cook, Executive Vice President and Chief Administrative Officer, (d) Dominic A. Dannessa, Executive Vice President and Chief Customer and Innovation Officer, (e) Gregory D. Salah, Senior Vice President, USG Corporation and President, Gypsum, (f) Michelle M. Warner, Senior Vice President, General Counsel and Corporate Secretary, and (g) Jeannette A. Press, Vice President and Controller, ceased acting in their roles at the Issuer described above.

Subsequently, on April 24, 2019, (i) Jörg Schanow resigned as director of the Issuer and the following individuals were elected to the board of directors of the Issuer (the New USG Board of Directors): Alexander Knauf, Martin Stürmer, Dr. Enno Henze, and Christopher R. Griffin, and (ii) the New USG Board of Directors appointed Christopher R. Griffin as President, Chief Executive Officer, Chief Financial Officer and Treasurer of the Issuer.

Following the Effective Time, the shares of Common Stock that previously traded under the ticker symbol USG ceased trading on, and have been or are being delisted from, the New York Stock Exchange (the NYSE) and the Chicago Stock Exchange. On April 24, 2019, the NYSE informed the Issuer that it had filed the Form 25 with respect to the Common Stock with the Securities and Exchange Commission (the SEC). In addition, the Issuer intends to file a Form 15 with the SEC with respect to the Common Stock related to the termination of registration and suspension of reporting obligations under the Securities Exchange Act.

The foregoing descriptions of the Merger Agreement and the Voting Agreement are qualified in their entirety by the Merger Agreement and the Voting Agreement, copies of which are attached as Exhibit 2.1 and Exhibit 10.2, respectively, to the Schedule 13D filed by Gebr. Knauf on June 11, 2018 and are incorporated herein by reference.

The information set forth in or incorporated by reference into the Explanatory Note and under Items 3 and 5 of this Amendment is incorporated herein by reference in its entirety into this Item 4.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and supplemented to add the following at the end thereof:

The information set forth in or incorporated by reference into the Explanatory Note and Items 3 and 4 above is incorporated herein by reference in its entirety. As stated above, the descriptions herein of the Merger Agreement and the Merger do not purport to be complete and are qualified in their entirety by reference to the full text of the Merger Agreement, a copy of which is attached as Exhibit 2.1 to the Schedule 13D filed by Gebr. Knauf on June 11, 2018 and is incorporated herein by reference.

(a) and (b)

The Merger was consummated on April 24, 2019. As of the Effective Time, and as a result of the consummation of the Merger and pursuant to the Merger Agreement, the Reporting Persons own 14,758,258 shares of Common Stock, which represent 100% of the shares of Common Stock. Gebr. Knauf, through its applicable wholly-owned subsidiaries, has the sole power to vote, or to direct the vote of, and the sole power to dispose, or direct the disposition of, the shares of Common Stock.

(c) As described in Items 3 and 4 above, (i) Gebr. Knauf acquired, through its applicable wholly-owned subsidiaries, the Issuer, and (ii) as a result of the consummation of the Merger, the Reporting Persons own 100% of the Common Stock as of the Effective Time. Except as a result of the consummation of the transactions contemplated by

the Merger Agreement and as described in this Amendment or the Schedule 13D, there have been no transactions in shares of Common Stock by any Reporting Person during the past 60 days.

(d) To the knowledge of the Reporting Persons, no other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the securities of the Issuer reported herein.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information set forth in or incorporated by reference into the Explanatory Note and Items 3, 4 and 5 above is incorporated herein by reference in its entirety. Except as set forth herein, there are no contracts, understandings or relationships between the Reporting Persons and any other person with respect to the Common Stock.

Item 7. Material to be Filed as Exhibits.

Exhibit 2.1 Agreement and Plan of Merger dated as of June 10, 2018, among Gebr. Knauf KG, World Cup Acquisition Corporation and USG Corporation (previously filed as Exhibit 2.1 to the Schedule 13D filed by the Reporting Persons on June 11, 2018).

Exhibit 10.1 Debt Commitment Letter dated as of June 8, 2018, among UniCredit Bank AG, Commerzbank Aktiengesellschaft, Gebr. Knauf KG and World Cup Acquisition Corporation (previously filed as Exhibit 10.1 to the Schedule 13D filed by the Reporting Persons on June 11, 2018).

Exhibit 10.2 Voting Agreement dated as of June 10, 2018, among Gebr. Knauf KG, World Cup Acquisition Corporation and Berkshire Hathaway Inc. (previously filed as Exhibit 10.2 to the Schedule 13D filed by the Reporting Persons on June 11, 2018).

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

April 26, 2019

GEBR. KNAUF KG

/s/ Alexander Knauf
Alexander Knauf
General Partner

C & G VERWALTUNGS GMBH

/s/ Jörg Schanow
Jörg Schanow
General Manager