

IHS Inc.  
Form 8-K  
April 10, 2014

---

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

---

FORM 8-K

---

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): April 9, 2014

Commission file number 001-32511

---

IHS INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

13 3769440  
(I.R.S. Employer  
Identification Number)

15 Inverness Way East  
Englewood, CO 80112  
(Address of principal executive offices)  
(300) 790-0600

(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: Not Applicable

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07. Submission of Matters to a Vote of Security Holders.

On April 9, 2014, IHS Inc. (the "Company" or "we" or "us" or "our") held its Annual Meeting of Stockholders in New York City, New York. At that meeting, the stockholders considered and acted upon three proposals pursuant to the Notice of Annual Meeting of Stockholders and as described in more detail in the Company's definitive proxy statement dated February 26, 2014 (the "Proxy Statement"). Of 68,053,423 shares eligible to vote as of February 18, 2014 (the "Record Date"), the holders of record of 62,580,788 shares were present at the meeting either in person or by proxy.

---

Proposal No. 1: Election of Directors. By the vote described below, the stockholders elected the following individuals as directors for three-year terms ending in 2017:

Director	For	Against	Abstain	Broker Non-Votes
Brian H. Hall	58,572,101	1,639,521	12,790	2,356,376
Balakrishnan S. Iyer	54,194,689	5,854,119	175,604	2,356,376
Jerre L. Stead	58,265,641	1,947,606	11,165	2,356,376

As previously reported in the current report on Form 8-K filed on January 16, 2014, C. Michael Armstrong retired from our Board of Directors effective April 9, 2014. In connection with Mr. Armstrong's retirement, in accordance with our Amended and Restated Bylaws, our Board of Directors adopted a resolution to reduce the number of directors of the Company from 10 to 9, effective April 9, 2014.

Proposal No. 2: Ratification of the Appointment of Independent Registered Public Accountants. By the vote described below, the stockholders ratified the appointment of Ernst & Young LLP as our independent registered public accountants:

	For	Against	Abstain	Broker Non-Votes
	55,021,464	7,550,611	8,713	N/A

Proposal No. 3: Advisory Vote to Approve Executive Compensation. By the vote described below, the stockholders approved (on an advisory, nonbinding basis) the compensation of our named executive officers as disclosed in the proxy statement:

	For	Against	Abstain	Broker Non-Votes
	51,416,528	8,732,640	75,244	2,356,376

As approved by our stockholders at our 2011 Annual Meeting, and as approved by our Board of Directors, we will continue holding this advisory vote on an annual basis until the next required advisory vote on the frequency of such stockholder votes on executive compensation.

**SIGNATURES**

Pursuant to the requirements 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.

IHS INC.

Date: April 10, 2014

By: /s/ Stephen Green  
 Stephen Green  
 Executive Vice President, Legal and  
 Corporate Secretary