

IHS Inc.
Form 4
July 12, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROEDEL RICHARD

(Last) (First) (Middle)

C/O IHS INC., 15 INVERNESS WAY EAST

(Street)

ENGLEWOOD, CO 80112

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
IHS Inc. [IHS]

3. Date of Earliest Transaction (Month/Day/Year)
07/12/2016

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|-----------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Class A Common Shares | 07/12/2016 ⁽¹⁾ | | D | | 56,034 | D | (2) 0 | I | Held by Spouse |
| Class A Common Shares | 07/12/2016 ⁽¹⁾ | | D | | 3,101 | D | (3) 0 | I | Held by Profit Sharing Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| ROEDEL RICHARD C/O IHS INC. 15 INVERNESS WAY EAST ENGLEWOOD, CO 80112 | | X | | |

Signatures

/s/ Julio Martin, Attorney-in-Fact on Behalf of Reporting Person 07/12/2016

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On July 12, 2016, IHS Inc. ("IHS"), Markit Ltd. ("Markit") and Marvel Merger Sub, Inc. completed the merger (the "Merger") contemplated by the Agreement and Plan of Merger among such parties dated as of March 20, 2016 (the "Merger Agreement").
Disposed of pursuant to the Merger Agreement in which each share of IHS common stock issued and outstanding immediately prior to the consummation of the Merger was converted into 3.5566 shares of IHS Markit common shares with cash paid in lieu of fractional shares, and each unvested restricted stock unit ("RSU") outstanding immediately prior to the consummation of the Merger was assumed by IHS Markit and was converted into 3.5566 RSUs of IHS Markit (rounded up to the nearest whole share) with the same terms and conditions as were in effect immediately prior to the completion of the Merger.
- (3) Disposed of pursuant to the Merger Agreement in which each share of indirectly held IHS common stock issued and outstanding immediately prior to the consummation of the Merger was converted into 3.5566 shares of indirectly held IHS Markit common shares with cash paid in lieu of fractional shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.