

IHS Inc.
Form 10-Q/A
July 31, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended May 31, 2009

OR

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
(IRS Employer
Identification No.)

15 Inverness Way East
Englewood, CO 80112

(Address of Principal Executive Offices)

(303) 790-0600

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

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 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

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). o YES x NO

As of May 31, 2009, there were 63,151,447 shares of our Class A Common Stock outstanding.

Explanatory Note

IHS Inc. (the Registrant) is filing this amendment to our Quarterly Report on Form 10-Q for the quarter ended May 31, 2009, filed with the U.S. Securities and Exchange Commission on March 25, 2009, solely to amend Item 4 of Part I, Exhibit 31.1, and Exhibit 31.2 in response to an SEC comment letter dated July 7, 2009.

The details of the amendments are as follows:

1. Item 4 of Part I: Control and Procedures has been restated in its entirety to expressly tie our conclusions regarding disclosure controls and procedures with Rules 13a-15(e) and 15d-15(e) under the Exchange Act.
2. In both Exhibit 31.1 and Exhibit 31.2, the Section 302 certifications have been revised to omit the title of each certifying officer in the introductory paragraph of each exhibit.

This amendment should be read in conjunction with the original Form 10-Q, which continues to speak as of the date that the original Form 10-Q was filed. Except as specifically noted above, this amendment does not modify or update any disclosures in the original Form 10-Q. Accordingly, this amendment does not reflect events occurring after the filing of the original Form 10-Q or modify or update any disclosures that may have been affected by subsequent events.

PART I FINANCIAL INFORMATION

Item 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures.

Under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, the Company has evaluated the effectiveness of its disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act) as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act are effective to ensure that information required to be disclosed in the reports required to be filed or submitted under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and (ii) accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

PART II OTHER INFORMATION

Item 6. Exhibits

(a) Index of Exhibits

The following exhibits are filed as part of this report:

| Exhibit Number | Description |
|---------------------------|--|
| 31.1* | Certification Pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act |
| 31.2* | Certification Pursuant to Rules 13a-14(a) and 15d-14(a) of the Securities Exchange Act |

* Filed electronically herewith.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) 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, on July 28, 2009.

IHS INC.

By: /s/ Heather Matzke-Hamlin
Name: Heather Matzke-Hamlin
Title: Senior Vice President and Chief Accounting Officer