

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**STEAD JERRE L**

(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)  
**CEO and Chairman of the Board**

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |   |
| Class A Common Shares           | 03/24/2016                           |  | G                              | V 54,550 D \$ 0   | 123,328   | D  |   |
| Class A Common Shares           | 05/16/2016                           |  | G                              | V 4,000 D \$ 0  | 119,328   | D  |   |
| Class A Common Shares           | 07/12/2016 <sup>(1)</sup>            |  | D                              | 119,328 D <u>(2)</u> 0  |   | D  |   |
| Class A Common                  | 07/12/2016 <sup>(1)</sup>            |  | D                              | 258,889 D <u>(3)</u> 0  |   | I  | By JMJS Group - II                                    |

Shares

LLP

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

**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.**

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(9-02)

**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 Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| STEAD JERRE L<br>C/O IHS INC.<br>15 INVERNESS WAY EAST<br>ENGLEWOOD, CO 80112 | X             |           | CEO and Chairman of the Board |       |

## 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).
- (2) 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

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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.

- Disposed of pursuant to the Merger Agreement in which each share of indirectly held IHS common stock issued and outstanding
- (3) 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.

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