

Verisk Analytics, Inc.
Form 8-K
March 01, 2019

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) February 27, 2019

VERISK ANALYTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-34480
(Commission

File Number)
545 Washington Boulevard

26-2994223
(IRS Employer

Identification No.)

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Jersey City, New Jersey 07310

(Address of principal executive offices and zip code)

(201) 469-3000

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

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)). Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement

On February 27, 2019, Verisk Analytics, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) by and among the Company and HSBC Securities (USA) Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated as representatives of the underwriters named therein (the Underwriters), pursuant to which the Company agreed to sell to the Underwriters \$400,000,000 aggregate principal amount of its 4.125% Senior Notes due 2029 (the Securities). The Securities, which were offered and sold pursuant to the Underwriting Agreement, are registered pursuant to the Company s shelf registration statement on Form S-3 (File No. 333-216966), filed on March 27, 2017.

The Underwriting Agreement contains customary representations, warranties and covenants of the Company, conditions to closing, indemnification obligations of the Company and the Underwriters, and termination and other customary provisions.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the document which is filed as Exhibit 1.1 hereto and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
1.1	<u>Underwriting Agreement, dated February 27, 2019, by and among Verisk Analytics, Inc. and HSBC Securities (USA) Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated as representatives of the underwriters named therein.</u>
4.1	<u>Form of 4.125% Senior Notes due 2029.</u>

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 hereunto duly authorized.

VERISK ANALYTICS, INC.

Date: March 1, 2019

By: /s/ Kenneth E. Thompson
Name: Kenneth E. Thompson
Title: Executive Vice President, General

Counsel and Corporate Secretary