

IHS Inc.
Form SC 13D/A
June 25, 2012

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

SCHEDULE 13D/A

**Under the Securities Exchange Act of 1934
(Amendment No. 2)**

IHS Inc.

(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE

(Title of Class of Securities)

451734107

(CUSIP Number)

Attn: Stephen Green

IHS Inc.

15 Inverness Way East

Englewood Colorado 80112

(303) 790-0600

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

June 22, 2012

(Date of Event which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 451734107

1. Names of Reporting Persons
TB Continuity II Trust
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions)
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization
Cayman Islands
- | | | |
|---|-----|---------------------------------------|
| Number of Shares Beneficially Owned by Each Reporting Person With | 7. | Sole Voting Power None |
| | 8. | Shared Voting Power 4,708,859 |
| | 9. | Sole Dispositive Power None |
| | 10. | Shared Dispositive Power 4,708,859 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,708,859
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
13. Percent of Class Represented by Amount in Row (11)
7.2%
14. Type of Reporting Person (See Instructions)
OO

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CUSIP No. 451734107

1. Names of Reporting Persons
Kaszony Limited
 2. Check the Appropriate Box if a Member of a Group (See Instructions)
 - (a)
 - (b)
 3. SEC Use Only
 4. Source of Funds (See Instructions)
OO
 5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
 6. Citizenship or Place of Organization
Malta
- | | | | |
|---|-----|---------------------------------------|--|
| | 7. | Sole Voting Power None | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 8. | Shared Voting Power 4,708,859 | |
| | 9. | Sole Dispositive Power None | |
| | 10. | Shared Dispositive Power 4,708,859 | |
11. Aggregate Amount Beneficially Owned by Each Reporting Person
4,708,859
 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
 13. Percent of Class Represented by Amount in Row (11)
7.2%
 14. Type of Reporting Person (See Instructions)
OO

Item 1. Security and Issuer

This Amendment No. 2 to Schedule 13D is filed by the undersigned, to amend the Schedule 13D filed by the undersigned, dated May 18, 2007, as amended by Amendment No. 1 dated June 21, 2012, and relates to the Class A common Stock, par value \$0.01 per share (the Common Stock), of IHS, Inc., a Delaware corporation (IHS or the Company). The Company's principal executive office is 15 Inverness Way East, Englewood, CO 80112.

Item 2. Security and Issuer

Item 2 is hereby amended and restated in its entirety as follows:

(a)-(b) This statement is filed on behalf of the TB Continuity II Trust (the Continuity II Trust) and Kaszony Limited, a company organized under the laws of Malta (Kazonzy, and together with the Continuity II Trust, the Reporting Persons). The address of the principal business office of each of the Reporting Persons is Level 8 Penthouse, Bay Street Complex, St. George's Bay, St. Julian's, STJ 3311, Malta.

(c) Kaszony is the sole trustee of the Continuity II Trust. The Continuity II Trust holds 100% of the outstanding capital stock of Favorita Holding Limited, a company organized under the laws of Malta (Favorita). Favorita's wholly owned subsidiary, TBG Limited, a company organized under the laws of Malta (TBG), is the 100% owner of Conscientia Investment Limited, a company organized under the laws of Malta (Conscientia). On June 21, 2012, Conscientia priced an underwritten secondary offering, registered pursuant to the Securities Act of 1933, as amended (the Securities Act), of 8,695,653 shares of Common Stock (the Offering). On June 22, 2012, the underwriter of the Offering exercised its option to purchase an additional 1,304,347 shares of Common Stock from Conscientia. The exercise of the option brings the total number of shares of Common Stock sold in the Offering to 10,000,000. The Offering is expected to close on June 27, 2012. At the date of this filing, Conscientia will own 4,708,859 shares of Common Stock, which represents approximately 7.2% of the outstanding shares of Common Stock.

Each director and executive officer of Kaszony is named on Schedule I to this filing. Schedule I sets forth the following information, which is incorporated by reference into this Item 2: (i) name; (ii) business address; (iii) present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted; and (iv) citizenship.

(d)-(e) During the last five years, neither of the Reporting Persons, nor any person named in Schedule I to this filing, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Kaszony was formed under the laws of Malta. The Continuity II Trust is a trust governed by the laws of the Cayman Islands.

Item 3. Source and Amount of Funds or Other Consideration

No change.

Item 4. Purpose of Transaction

Item 4 is hereby amended and restated in its entirety as follows:

On May 14, 2007, Thyssen Bornemisza Continuity Trust (the Former Trust) distributed all its assets to trusts for its beneficiaries, including the Continuity II Trust. The purpose of the distribution was to accomplish the Former Trust's trust purposes. The distribution was approved by the Grand Court of the Cayman Islands.

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(a) On June 21, 2012, Conscientia priced an underwritten secondary offering, registered pursuant to the Securities Act, of 8,695,653 shares of Common Stock (the Offering). On June 22, 2012, the underwriter of the Offering exercised its option to purchase an additional 1,304,347 shares of Common Stock from Conscientia. The exercise of the option brings the total number of shares of Common Stock sold in the Offering to 10,000,000. The Offering is expected to close on June 27, 2012. At the date of this filing, Conscientia will own 4,708,859 shares of Common Stock, which represents approximately 7.2% of the outstanding shares of Common Stock.

Neither Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (b) through (i) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

(a)-(d) Each of the Reporting Persons may be deemed to be a beneficial owner of all the 4,708,859 shares of Common Stock owned by Conscientia, which represents approximately 7.2% of the outstanding shares of Common Stock. Each of the Reporting Persons has shared voting power and shared dispositive power with respect to such shares of Common Stock. Neither of the Reporting Persons effected any transactions in the Company's common stock during the sixty days preceding the date of this filing. Conscientia has the right to receive all dividends and all proceeds of any sale of the shares.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 is hereby amended and restated in its entirety as follows:

There are no contracts, arrangements, understandings or relationships between the Reporting Persons, or between either of the Reporting Persons and any person with respect to any securities of the Company, except that, because the Continuity II Trust is a trust and Kaszony is its trustee, the Continuity II Trust can only act by action of Kaszony.

The shares of Common Stock held by Conscientia were transferred to Conscientia by Urvanos Investment Limited (Urvanos). As the transferee of such shares from Urvanos, Conscientia has the benefit of the Amended and Restated Registration Rights Agreement, dated May 2, 2007, as amended by Amendment No. 1 to Registration Rights Agreement, dated as of September 18, 2008, between IHS and Urvanos (as so amended, the Registration Rights Agreement). Pursuant to the Registration Rights Agreement, Conscientia has the right to require IHS to register shares of Common Stock owned by Conscientia pursuant to the Securities Act.

Item 7. Material to Be Filed as Exhibits

| EXHIBIT | DOCUMENT |
|----------------|--|
| 1 | Joint Filing Agreement (incorporated herein by reference to Exhibit 1 to the Schedule 13D filed by the Reporting Persons on May 22, 2007) |
| 2 | Amended and Restated Registration Rights Agreement dated as of May 2, 2007 between IHS Inc. and Urvanos Investment Limited (incorporated herein by reference to Exhibit 4.4 to the Company's Post Effective Amendment No. 1 to Form S-3 (No. 333-141512) filed on May 21, 2007) |
| 3 | Amendment No. 1 to Registration Rights Agreement dated as of September 18, 2008 between IHS Inc. and Urvanos Investment Limited (incorporated herein by reference to Exhibit 99.1 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended February 28, 2009) |
| 4 | Power of Attorney of TB Continuity II Trust (incorporated by reference to Exhibit 4 to the Schedule 13D/A filed by the Reporting Persons on June 21, 2012) |
| 5 | Power of Attorney of Kaszony Limited (incorporated by reference to Exhibit 5 to Schedule 13D/A filed by the Reporting Persons on June 21, 2012) |

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 25, 2012

TB CONTINUITY II TRUST
By: Kaszony Limited, as Trustee

By: /s/ Clifford Thring
Name: Clifford Thring
Title: Attorney-in-Fact for TB Continuity II Trust

KASZONY LIMITED

By: /s/ Clifford Thring
Name: Clifford Thring
Title: Attorney-in-Fact for Kaszony Limited

SCHEDULE I

EXECUTIVE OFFICERS AND DIRECTORS OF KASZONY LIMITED

| Name, Address and Citizenship | Position with Kaszony Limited | Principal Occupation and Business Address |
|--|-------------------------------|---|
| Jeremy Kosky (British) 34 The Avenue Radlett Herts WD7 DW United Kingdom | Director | Legal Practioner c/o Kaszony Limited Level 8 Penthouse Bay Street Complex St. George s Bay St. Julian s, STJ 3311 Malta |
| Philipp Meran (Dutch) Wahringer Strasse 2-4 1080 Vienna Austria | Director | Legal Practioner c/o Kaszony Limited Level 8 Penthouse Bay Street Complex St. George s Bay St. Julian s, STJ 3311 Malta |
| Alexander Schwarzenberg (Austrian) Schloss Ratzenegg 9060 Moosberg Austria | Director | Businessman c/o Kaszony Limited Level 8 Penthouse Bay Street Complex St. George s Bay St. Julian s, STJ 3311 Malta |
| Anthonius van Laack (Dutch) CAN Looslaan 78 3054 BT Rotterdam The Netherlands | Director | Finance Director c/o Kaszony Limited Level 8 Penthouse Bay Street Complex St. George s Bay St. Julian s, STJ 3311 Malta |
| Stephen Paul Priestley (British) 6, The Valley Road Westcliffe, 2193 Johannesburg, South Africa | Director | Banker c/o Kaszony Limited Level 8 Penthouse Bay Street Complex St. George s Bay St. Julian s, STJ 3311 Malta |

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| | | |
|-----------------------------|-------------------|-----|
| Michael von Staudt | Company Secretary | N/A |
| Le Montaigne | | |
| 7 avenue de Grande-Bretagne | | |
| MC 98000, Monaco | | |

| | | |
|---------------------------|-------------------|-----|
| Clifford Guy Thring | Company Secretary | N/A |
| Apartment T7B23 | | |
| Favray Court, Tigne Point | | |
| TP 01, Sliema, Malta | | |