IHS Inc.
Form DEF 14A
March 23, 2011
Table of Contents

SCHEDULE 14A

(Rule 14a-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant x Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

x Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Pursuant to §240.14a-12

IHS INC.

(Name of Registrant as Specified in Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials.

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Table of Contents

IHS INC.

15 Inverness Way East

Englewood, Colorado 80112

www.ihs.com

March 23, 2011

Dear IHS Shareholder:

We are pleased to invite you to attend our 2011 Annual Meeting of Shareholders. The Annual Meeting will be held at 10:00 a.m. Eastern Daylight Time, on Thursday, May 5, 2011, at The Waldorf=Astoria, 301 Park Avenue, New York City, New York.

Whether or not you attend the Annual Meeting, it is important that you participate. Your votes count. Please review the enclosed Proxy Card carefully to understand how you may vote by proxy. If you choose to cast your vote in writing, please sign and return your proxy promptly. A return envelope, requiring no postage if mailed in the United States, is enclosed for your convenience in replying. For your convenience, we have also arranged to allow you to submit your proxy electronically.

If you want to attend the Annual Meeting in person, please let us know in advance. Each shareholder of record has the opportunity to mark the Proxy Card in the space provided, or during the electronic voting process. If your shares are *not* registered in your name (for instance, if you hold shares through a broker, bank, or other institution), please advise the shareholder of record that you wish to attend; that firm will then provide you with evidence of ownership that will be required for admission to the meeting. Let us know if we can explain any of these matters or otherwise help you with voting or attending our annual meeting.

Remember that your shares cannot be voted unless you submit your proxy, in writing or electronically, or attend the Annual Meeting in person. Your participation is important to all of us at IHS, so please review these materials carefully and cast your vote.

We look forward to seeing you at the Annual Meeting.

Sincerely,

Stephen Green

General Counsel and Corporate Secretary

Table of Contents

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held Thursday, May 5, 2011

To our Shareholders:

IHS Inc. will hold its Annual Meeting of Shareholders at 10:00 a.m. Eastern Daylight Time, on Thursday, May 5, 2011, at The Waldorf=Astoria, 301 Park Avenue, New York City, New York.

We are holding this Annual Meeting to allow our shareholders to vote on several key topics:

- to elect four directors to serve until the 2014 Annual Meeting or until their successors are duly elected and qualified;
- to ratify the appointment of Ernst & Young LLP as our independent registered public accountants;
- to approve the amendment and restatement of the IHS Inc. 2004 Long-Term Incentive Plan;
- to increase the number of shares available for issuance under the Amended & Restated IHS Inc. 2004 Long-Term Incentive Plan;
- to approve, on an advisory, non-binding basis, the compensation of our named executive officers;
- to recommend, on an advisory, non-binding basis, whether an advisory vote on the compensation of our named executive officers should take place every one, two, or three years; and
- to transact such other business as may properly come before the Annual Meeting and any adjournments or postponements of the Annual Meeting.

Only shareholders of record at the close of business on March 7, 2011 (the Record Date) are entitled to notice of, and to vote, at this Annual Meeting and any adjournments or postponements of the Annual Meeting. For ten days prior to the Annual Meeting, a complete list of shareholders entitled to vote at the Annual Meeting will be available. To obtain that list, write to: IHS Inc., Attn: Corporate Secretary, 15 Inverness Way East, Englewood, Colorado 80112.

It is important that your shares are represented at this Annual Meeting.

Even if you plan to attend the Annual Meeting in person, we hope that you will promptly vote and submit your proxy by dating, signing, and returning the enclosed Proxy Card by mail, or by voting electronically.

Casting a vote by proxy will not limit your rights to attend or vote at the Annual Meeting.

By Order of the Board of Directors,

Stephen Green

General Counsel and Corporate Secretary

March 23, 2011

Table of Contents

TABLE OF CONTENTS

Table of Contents

Table of Contents

IHS INC.

PROXY STATEMENT

INFORMATION CONCERNING VOTING AND SOLICITATION

This Proxy Statement is being furnished to you in connection with the solicitation by the Board of Directors of IHS Inc., a Delaware corporation, of proxies to be used at the 2011 Annual Meeting of Shareholders and any adjournments or postponements thereof. The annual meeting will be held at to be held at 10:00 a.m. Eastern Daylight Time, on Thursday, May 5, 2011, at The Waldorf=Astoria, 301 Park Avenue, New York City, New York, and any adjournments or postponements thereof.

This Proxy Statement and the accompanying form of Proxy Card are being first sent to shareholders on or about March 23, 2011. References in this Proxy Statement to we, us, our, the Company, and IHS refer to IHS Inc. and our consolidated subsidiaries.

Appointment of Proxy Holders

The Board of Directors of IHS (the Board) asks you to appoint the following individuals as your proxy holders to vote your shares at the 2011 Annual Meeting of Shareholders:

Jerre L. Stead, Chairman and Chief Executive Officer;

Michael J. Sullivan, Executive Vice President and Chief Financial Officer; and

Stephen Green, Senior Vice President, General Counsel, and Corporate Secretary

You may make this appointment by voting the enclosed Proxy Card using one of the voting methods described below. If appointed by you, the proxy holders will vote your shares as you direct on the matters described in this Proxy Statement. In the absence of your direction, they will vote your shares as recommended by your Board.

Unless you otherwise indicate on the Proxy Card, you also authorize your proxy holders to vote your shares on any matters not known by your Board at the time this Proxy Statement was printed and that, under our Bylaws, may be properly presented for action at the Annual Meeting.

Who Can Vote

Only shareholders who owned shares of our common stock at the close of business on **March 7, 2011** the **Record Date** for the Annual Meeting can vote at the Annual Meeting.

Each holder of our Class A common stock is entitled to **one** vote for each share held as of the Record Date, March 7, 2011. As of the close of business on March 7, 2011, we had 64,838,960 shares of Class A common stock outstanding and entitled to vote.

There is no cumulative voting in the election of directors.

How You Can Vote

You may vote your shares at the Annual Meeting either in person, by mail, or electronically, as described below. Shareholders holding shares through a bank or broker should follow the voting instructions on the form of Proxy Card received.

Table of Contents

Voting by Mail or Internet. You may vote by proxy by dating, signing and returning your Proxy Card in the enclosed postage-prepaid return envelope. You may also use the Internet to transmit your voting instructions. If you vote by proxy, carefully review and follow the instructions on the enclosed Proxy Card. Giving a proxy will not affect your right to vote your shares if you attend the Annual Meeting and want to vote in person.

Voting at the Annual Meeting. Voting by proxy will not limit your right to vote at the Annual Meeting, if you decide to attend in person. Your Board recommends that you vote by proxy, as it is not practical for most shareholders to attend the Annual Meeting. If you hold shares through a bank or broker, you must obtain a proxy, executed in your favor, from the bank or broker to be able to attend and vote in person at the Annual Meeting.

Revocation of Proxies

Shareholders can revoke their proxies at any time before they are exercised in any of three ways:

- by voting in person at the Annual Meeting;
- by submitting written notice of revocation to the Corporate Secretary prior to the Annual Meeting; or
- by submitting another proxy properly executed and delivered of a later date, but prior to the Annual Meeting.

Quorum

A quorum, which is a majority of the outstanding shares entitled to vote as of the Record Date, must be present to hold the Annual Meeting. A quorum is calculated based on the number of shares represented by the shareholders attending in person and by their proxy holders. If you indicate an abstention as your voting preference, your shares will be counted toward a quorum but they will not be voted on any given proposal. Broker non-votes (see below) will be counted as shares of stock that are present and entitled to vote for the purpose of determining the presence of a quorum.

Required Vote

Our directors are elected by a plurality vote, which means that the four nominees receiving the most affirmative votes will be elected (**Proposal 1**). A withhold vote with respect to a director nominee will count as a vote against that nominee.

Each of the following proposals will be approved if they receive the affirmative vote of the majority of shares present in person or represented by proxy and entitled to vote:

Proposal 2, the ratification of our independent auditors;

Proposal 3, approval of the amendment and restatement of our Long-Term Incentive Plan;

Proposal 4, proposed increase in the number of shares available for issuance under our Long-Term Incentive Plan; and

Proposal 5, the advisory vote on executive compensation.

With respect to Proposals 2, 3, 4, and 5, abstentions will not be counted as votes cast on these proposals and will have no effect on the outcome.

Table of Contents

In tabulating the votes on **Proposal 6**, the advisory vote on frequency of future say on pay proposals, we will consider the frequency (one, two, or three years) receiving the most affirmative votes to be the preference of our shareowners in this non-binding advisory vote. Abstentions will not count as votes cast on this proposal and will not influence the outcome.

Please note that under current New York Stock Exchange rules brokers may no longer vote your shares on certain non-routine matters without your voting instructions. Accordingly, if you do not provide your broker or other nominee with instructions on how to vote your shares, it will be considered a broker non-vote and your broker or nominee will not be permitted to vote those shares on the election of directors (Proposal 1), approval of the amendment and restatement of our Long-Term Incentive Plan (Proposal 3), proposed increase in the number of shares available for issuance under our Long-Term Incentive Plan (Proposal 4), the advisory vote on executive compensation (Proposal 5), or the advisory vote on the frequency of future say on pay proposals (Proposal 6). Your broker or nominee will be entitled to cast broker non-votes on the ratification of independent auditors (Proposal 2).

We encourage you to provide instructions to your broker regarding the voting of your shares.

Confidentiality

It is our policy to maintain the confidentiality of all materials that identify individual shareowners except as may be necessary to meet any applicable legal requirements and, in the case of any contested proxy solicitation, as may be necessary to permit proper parties to verify the propriety of proxies presented by any person and the results of the voting. The inspectors of election and any employees associated with processing proxy cards or ballots and tabulating the vote are required to acknowledge their responsibility to comply with this policy of confidentiality.

Solicitation of Proxies

We pay the cost of printing and mailing the Notice of Annual Meeting, the Annual Report, and all proxy and voting materials. We have retained Georgeson Inc. to aid in the solicitation of proxies by mail, telephone, facsimile, e-mail and personal solicitation for a fee of $12,000, plus reasonable expenses. Our directors, officers, and other employees may participate in the solicitation of proxies by personal interview, telephone, or e-mail. No additional compensation will be paid to these persons for solicitation. We will reimburse brokerage firms and others for their reasonable expenses in forwarding solicitation materials to beneficial owners of our common stock.

Other Matters

Multiple IHS shareowners who share an address may receive only one copy of this Proxy Statement and the 2010 Annual Report from their bank, broker, or other nominee, unless the shareowner gives instructions to the contrary. We will deliver promptly a separate copy of this Proxy Statement and the 2010 Annual Report to any IHS shareholder who resides at a shared address and to which a single copy of the documents was delivered, if the shareholder make a request by contacting the Corporate Secretary, IHS, 15 Inverness Way East, Englewood, Colorado 80112, phone 303-790-0600. Multiple shareowners who share a single address and who receive multiple copies of the Proxy Statement and the 2010 Annual Report and who wish to receive a single copy of each at that address in the future will need to contact their bank, broker, or other nominee.

Table of Contents

Important Reminder

Please promptly vote and submit your proxy in writing or electronically.

To submit a written vote, you may sign, date, and return the enclosed Proxy Card in the postage-prepaid return envelope. To vote electronically, follow the instructions provided on the Proxy Card.

Voting by proxy will not limit your rights to attend or vote at the Annual Meeting.

4

Table of Contents

PROPOSAL 1

ELECTION OF DIRECTORS

Directors and Nominees

Pursuant to the authority granted to the Company s Board of Directors (the Board) by the Company s Amended and Restated By-Laws, the Board has determined that it be composed of nine directors, divided into three classes. Directors are elected for three-year terms and one class is elected at each Annual Meeting.

Four directors are to be elected at the 2011 Annual Meeting. These directors will hold office until the Annual Meeting in 2014, or until their respective successors have been elected and qualified. Each director nominee set forth below has consented to being named in this Proxy Statement as a nominee for election as director and has agreed to serve as a director if elected. In the event that any of the nominees should become unavailable prior to the Annual Meeting, proxies in the enclosed form will be voted for a substitute nominee or nominees designated by the Board, or the Board may reduce the number of directors to constitute the entire Board, in its discretion.

2011 NOMINEES FOR DIRECTOR

For more information about each director nominee, our continuing directors, and the operation of our Board see below under *Business Experience and Qualification of Directors*.

Name	Age	Director Since	Position with Company
Jerre L. Stead	68	2000	Chairman of the Board, CEO
C. Michael Armstrong	72	2003	Director
Balakrishnan S. Iyer	54	2003	Director
Brian H. Hall	63	2008	Director

Vote Required and Recommendation

Directors are elected by a plurality vote, which means that the four nominees receiving the most affirmative votes will be elected.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR

THE ELECTION OF THESE NOMINEES

Table of Contents

PROPOSAL 2

Ratification of the Appointment of Independent Registered Public Accountants

Proposed Ratification

The Audit Committee of the Board (the Audit Committee), which is composed entirely of non-employee independent directors, has selected Ernst & Young LLP as the independent registered public accountants to audit our books, records, and accounts and those of our subsidiaries for the fiscal year 2011. The Board has endorsed this appointment. Ratification of the selection of Ernst & Young LLP by stockholders is not required by law. However, as a matter of good corporate practice, such selection is being submitted to the stockholders for ratification at the Annual Meeting. If the stockholders do not ratify the selection, the Board and the Audit Committee will reconsider whether or not to retain Ernst & Young LLP, but may, in its discretion, retain Ernst & Young LLP. Even if the selection is ratified, the Audit Committee, in its discretion, may change the appointment at any time during the year if it determines that such change would be in the best interests of IHS and its stockholders.

Ernst & Young LLP previously audited our consolidated financial statements during the ten fiscal years ended November 30, 2010. Representatives of Ernst & Young LLP will be present at the Annual Meeting. They will have an opportunity to make a statement, if they desire to do so, and will be available to respond to appropriate stockholder questions.

Audit and Non-Audit Fees

In connection with the audit of the 2010 financial statements, IHS entered into an engagement agreement with Ernst & Young LLP that set forth the terms by which Ernst & Young LLP has performed audit services for IHS. That agreement subjects IHS to alternative dispute resolution procedures and excludes the award of punitive damages in the event of a dispute between IHS and Ernst & Young LLP.

Aggregate fees for professional services rendered for us by Ernst & Young LLP for the years ended November 30, 2010 and 2009, respectively, were as follows:

	2010	**2009**
	(in thousands)	
Audit Fees	$ 2,159	$ 2,164
Audit-Related Fees	74	73
Tax Fees	129	110
All Other Fees		
Total	$ 2,362	$ 2,347

Audit Fees. Audit fees consist of fees billed for professional services rendered for the audit of our consolidated financial statements, the statutory audit of our subsidiaries, the review of our interim consolidated financial statements, and other services provided in connection with statutory and regulatory filings.

Table of Contents

Audit-Related Fees. Audit-related fees consist of fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company s consolidated financial statements and are not reported under Audit Fees. These services may include employee benefit plan audits, auditing work on proposed transactions, attestation services that are not required by regulation or statute, and consultations regarding financial accounting or reporting standards.

Tax Fees. Tax Fees consist of tax compliance consultations, preparation of tax reports, and other tax services.

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee has implemented pre-approval policies and procedures related to the provision of audit and non-audit services by Ernst & Young LLP. Under these procedures, the Audit Committee pre-approves both the type of services to be provided by Ernst & Young LLP and the estimated fees related to these services.

During the approval process, the Audit Committee considers the impact of the types of services and the related fees on the independence of the registered public accountant. The services and fees must be deemed compatible with the maintenance of such accountants independence, including compliance with rules and regulations of the U.S. Securities and Exchange Commission (the Commission) and the New York Stock Exchange (the NYSE). The Audit Committee does not delegate its responsibilities to pre-approve services performed by Ernst & Young LLP to management or to any individual member of the Audit Committee. Throughout the year, the Audit Committee will review any revisions to the estimates of audit and non-audit fees initially approved.

Vote Required and Recommendation

Ratification of the appointment of Ernst & Young LLP requires the affirmative vote of a majority of the shares present and voting at the Annual Meeting in person or by proxy. Unless marked to the contrary, proxies received will be voted **FOR** this Proposal 2 regarding the ratification of Ernst & Young LLP as our independent registered public accountants. In the event ratification is not obtained, the Audit Committee will review its future selection of our independent registered public accountants.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR

THE RATIFICATION OF ERNST & YOUNG LLP AS OUR

INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS.

Table of Contents

PROPOSAL 3

Approval of the Amendment and Restatement of the IHS Inc. 2004 Long-Term Incentive Plan

The Company is seeking stockholder approval of the Amended and Restated IHS Inc. 2004 Long-Term Incentive Plan (the Plan) for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (Section 162(m) of the Code), to increase the annual limit on covered employee compensation from $1.2 million to $2 million (see *Covered Employee Annual Incentive Award* below), and to extend the expiration date of the Plan from November 30, 2014, to November 30, 2018. See Proposal 4, below, for a proposal to increase the number of shares authorized for issuance under the Plan.

With this Proposal 3, the Company is asking its stockholders to approve the material terms providing for performance-based compensation under the Plan for the purposes of Section 162(m), to increase the annual limit on covered employee compensation from $1.2 million to $2.0 million (see *Covered Employee Annual Incentive Award* below), and to extend the expiration date of the Plan from November 30, 2014, to November 30, 2018. Section 162(m) requires that stockholders approve, at least every five years, the material terms of any compensation plan that provides for payment of performance-based compensation in order for that compensation to be fully deductible for federal income tax purposes. Under Section 162(m), the material terms concerning performance-based compensation are (i) eligibility for awards, (ii) individual grant limits on awards, and (iii) the business criteria that can be used as performance goals for awards. Our Board has directed that such material terms of the Plan be submitted to stockholders in 2011 for approval. If the stockholders approve this proposal, the performance-based compensation paid by the Company pursuant to the Plan will be fully deductible by the Company for income tax purposes under Section 162(m).

History and Purpose of the Plan

The Plan was originally approved by our Board on November 22, 2004 and by stockholders on November 30, 2004 to allow for issuance of up to 7,000,000 shares. On April 26, 2005, the Human Resources Committee of the Board (the Human Resources Committee) amended and restated the Plan in its entirety. On April 24, 2008, our stockholders approved an amendment to the Plan increasing the number of shares available for issuance under the Plan by 4,250,000 shares.

Summary of Section 162(m)

Section 162(m) generally provides that no federal income tax business expense deduction is permitted for annual compensation in excess of $1 million paid by a publicly-traded corporation to its chief executive officer and up to three other most highly compensated officers who are included in the summary compensation table in the Company s Proxy Statement, excluding the chief financial officer or principal financial officer (the covered employees), as determined in accordance with the applicable rules under the Securities Exchange Act of 1934 (the Exchange Act). Under the Code, however, there is no limitation on the deductibility of qualified performance-based compensation. Qualified performance-based compensation by the Company must be paid solely on account of the attainment of one or more objective performance goals established in writing by the Human Resources Committee. Goals that are substantially certain to be achieved may not be used. Performance goals may be based on one or more business criteria that apply to an individual, a business unit or the Company as a whole, but need not be based on an increase or positive result under the business criteria selected. These goals should also be based on an objective formula, such that a third party could calculate the award with knowledge of the relevant performance results. Under Section 162(m), stockholders must approve the types of performance goals and the maximum amount that may be paid to cover executive officers or the formula used to calculate such amount.

Payment of performance-based compensation pursuant to the Plan to a covered employee is contingent upon the attainment of one or more performance goals established in writing by the Human Resources Committee for a covered employee for each performance period. Performance goals will be based on one or more of the following business criteria: (i) net earnings or net income (before or after taxes); (ii) earnings per share; (iii) net sales or revenue growth; (iv) net operating profit; (v) return measures; (vi) cash flow; (vii) earnings before or after taxes, interest, depreciation and/or amortization, and/or lease payments or other rent obligations; (viii) gross or operating margins; (ix) productivity ratios; (x) share price (including growth measures and total stockholder return); (xi) expense targets; (xii) margins; (xiii) operating efficiency; (xiv) market share; (xv) customer satisfaction; (xvi) working capital targets; and (xvii) economic value added or EVA® (*i.e.*, net operating profit after tax, minus the sum of capital multiplied by the cost of capital).

Summary of the Plan

The following paragraphs provide a summary of the principal terms of the Plan and its operation. The following summary is qualified in its entirety by reference to the Plan, a copy of which is included as an appendix to this Proxy Statement.

Types of Awards; Eligibility. The Plan provides for the grant of the following types of incentive awards: (i) non-qualified stock options; (ii) incentive stock options; (iii) stock appreciation rights; (iv) restricted stock; (v) restricted stock units; (vi) performance units and performance shares; (vii) cash-based awards; (viii) other stock-based awards; and (ix) covered employee annual incentive awards. Our 2004 Directors Stock Plan, a sub-Plan under the Plan, provides for the grant of restricted stock, restricted stock units, and cash-based awards to non-employee directors as defined in that Plan. Our employees and employees of our affiliates, our directors, and any consultants, agents, advisors or independent contractors (with certain exclusions), who render services to us or any of our affiliates, are eligible to receive awards under the Plan.

Individual Grant Limitations. No individual may receive awards that relate to more than 500,000 shares in any calendar year. Separately, in the case of an award that is not valued in a way in which the limitation set forth in the preceding sentence would operate as an effective limitation satisfying applicable law, in any calendar year, no individual may receive awards authorizing the earning of an amount that exceeds the individual s annual amount, which for this purpose is equal to $5,000,000, plus the amount of the individual s unused annual limit as of the close of the previous calendar year.

As of March 7, 2011, approximately 4,700 employees and all of our non-employee directors were eligible to participate in the Plan.

Shares Subject to the Plan. The aggregate maximum number of shares that may be issued pursuant to awards under the Plan is currently 11,250,000 shares of Class A common stock, minus the number of shares relating to any award granted and outstanding as of, or subsequent to, the effective date under any of our other equity compensation plans, unless shares used to satisfy such award under other

Table of Contents

equity compensation plans are shares repurchased from the open market. Under the proposed amendment to the Plan discussed in Proposal 4, the maximum number of shares available for issuance will be 14,750,000, minus the number of shares relating to any award granted and outstanding as of, or subsequent to, the effective date under any of our other equity compensation plans, unless shares used to satisfy such award are shares repurchased from the open market. Shares issued under the Plan may be either treasury shares or shares originally issued for this purpose. Any rights to receive shares that terminate by expiration, forfeiture, cancellation or otherwise, pursuant to the terms of an award, will be available again for grant under the Plan. In addition, if the tax withholding requirements with respect to any Award are satisfied by tendering shares to the Company, those tendered shares will be held in Treasury and made available for issuance under the Plan. At the close of trading on March 7, 2011, the fair market value of a share of Class A common stock was $88.00.

In the event of a merger, consolidation, reorganization, recapitalization, separation, stock dividend, stock split, reverse stock split, split up, spin-off or other distribution of stock or property of the Company, combination of shares, exchange of shares, dividend in kind or other like change in capital structure or distribution (other than normal cash dividends) to stockholders of the Company, or any similar corporate event or transaction, the Company shall make, in its sole discretion, appropriate adjustments to the number of and kind of shares available for issuance under the Plan, the number and kind of shares subject to outstanding awards, the exercise or grant price applicable to outstanding awards, the annual award limits and other value determinations applicable to outstanding awards to prevent dilution or expansion of any participant s rights under the Plan.

Term of the Plan. With the approval of this amendment, the Plan will terminate on November 30, 2018, unless sooner terminated as provided in the Plan. After the termination date, no awards may be granted under the Plan, but any award previously granted under the Plan shall remain outstanding in accordance with the terms and conditions of the Plan.

Administration. The Plan is administered by the Human Resources Committee of the Board. The Human Resources Committee has authority to determine who is eligible to participate in the Plan, select individuals to whom awards will be granted, interpret the Plan, and prescribe and amend rules and regulations relating to the Plan. The Human Resources Committee may delegate to one or more of its members or to one or more of our officers or officers of our affiliates or to one or more agents or advisors such administrative duties or powers as it may deem advisable. The Human Resources Committee may, by resolution, authorize one or more of the Company s officers to designate employees and employees of our affiliates to be recipients of awards, provided, however, that grants to any employee who is subject to Section 16 of the Securities Exchange Act of 1934, as amended, will be made by the Human Resources Committee. All awards to non-employee directors are determined by our Board or the Human Resources Committee.

Options. The Human Resources Committee may grant nonqualified stock options and incentive stock options under the Plan. The Human Resources Committee determines the number of shares subject to each option and the exercise price of options granted under the Plan, provided that the exercise price must at least be equal to the fair market value of the Company s common stock on the date of grant. In addition, the exercise price of an incentive stock option granted to any participant who owns more than 10 percent of the total voting power of all classes of the Company s outstanding stock must be at least 110 percent of the fair market value of the common stock on the grant date. Options cannot be repriced without prior approval of the Company s stockholders.

The term of nonqualified stock options or incentive stock options granted under the Plan may not exceed ten years, except that with respect to any participant who owns 10 percent of the total voting

Table of Contents

power of all classes of the Company s outstanding stock, the term of an incentive stock option may not exceed five years. After termination of service with the Company, a participant may exercise the vested portion of his or her option for the period of time stated in his or her award document.

Stock Appreciation Rights. The Human Resources Committee may grant stock appreciation rights either alone or in tandem with stock options. A stock appreciation right is the right to receive the appreciation in fair market value of common stock between the exercise date and the date of grant. The Company can pay the appreciation in cash, shares of common stock, or any combination of cash and shares or in any other manner approved by the Human Resources Committee. Stock appreciation rights become exercisable at the times and on the terms established by the Human Resources Committee, subject to the terms of the Plan. Stock appreciation rights cannot be repriced without prior approval of the Company s stockholders.

After termination of service with the Company, a participant may exercise the vested portion of his or her stock appreciation right for the period of time stated in a participant s award document. In no event will a stock appreciation right be exercised later than the expiration of its term.

Restricted Stock. Awards of restricted stock are rights to acquire shares of Company common stock. Restricted stock vests in accordance with the terms and conditions established by the Human Resources Committee in its sole discretion and set forth in a participant s award document.

Restricted Stock Units. The Human Resources Committee may grant awards of restricted stock units. Restricted stock units are rights to acquire shares of the Company common stock or receive the dollar value equivalent of shares that vest in accordance with the terms and conditions established by the Human Resources Committee its sole discretion and set forth in a participant s award document.

Performance Units and Performance Shares. The Human Resources Committee may grant performance units and performance shares, which are awards that result in a payment to a participant only if the performance goals or other vesting criteria that the Human Resources Committee establishes are achieved or the awards otherwise vest. The Human Resources Committee establishes organizational, individual performance goals, or other vesting criteria in its discretion, which, depending on the extent to which they are met, determines the number and/or the value of performance units and performance shares to be paid out to participants.

Performance Measures. The performance goals applicable to an award to a participant who is a covered employee, as defined in Section 162(m), are intended to qualify such awards as performance-based compensation, as defined under Section 162(m). The performance goals upon which the payment or vesting of any award to a covered employee shall be limited to the following performance measures:

(i) net earnings or net income (before or after taxes); (ii) earnings per share; (iii) net sales or revenue growth; (iv) net operating profit; (v) return measures; (vi) cash flow; (vii) earnings before or after taxes, interest, depreciation and/or amortization, and/or lease payments or other rent obligations; (viii) gross or operating margins; (ix) productivity ratios; (x) share price (including growth measures and total stockholder return); (xi) expense targets; (xii) margins; (xiii) operating efficiency; (xiv) market share; (xv) customer satisfaction; (xvi) working capital targets; and (xvii) economic value added or EVA® (*i.e.*, net operating profit after tax, minus the sum of capital multiplied by the cost of capital).

Table of Contents

Awards that are intended to qualify as performance-based compensation may not be adjusted upward. The Human Resources Committee shall retain the discretion to adjust such awards downward, either on a formula basis or discretionary basis, or any combination thereof, as the Human Resources Committee deems appropriate.

Covered Employee Annual Incentive Award. The Human Resources Committee may designate covered employees who are eligible to receive a monetary payment in any Plan year based on a percentage of an incentive pool equal to the greater of: (i) 9 percent of the Company s consolidated operating earnings for the Plan year; (ii) 10 percent of the Company s operating cash flow for the Plan year; or (iii) 15 percent of the Company s net income for the Plan year. The Human Resources Committee shall allocate an incentive pool percentage to each designated covered employee for each Plan year. In no event may (1) any covered employee receive more than $2 million from the incentive pool; and (2) the sum of the incentive pool percentages for all covered employees cannot exceed 100 percent of the total pool.

Transferability of Awards. The Plan generally does not permit the transfer of Awards, although the administrator of the Plan has the discretion to provide for transferability of an award, and all rights with respect to an award granted to a participant generally are available during a participant s lifetime only to the participant.

Change in Control. In the event of a change in control of us, all then-outstanding non-qualified stock options, incentive stock options and stock appreciation rights will become fully vested and exercisable, and all other then-outstanding awards that vest on the basis of continuous service will vest in full and be free of restrictions, unless an award provides otherwise and except to the extent that a replacement award that satisfies the conditions stated in the Plan is provided to the participant. Upon a termination of employment or termination of directorship of a participant occurring in connection with or within one year of a change in control of us, all replacement awards held by the participant will become fully vested and (if applicable) exercisable and free of restrictions, and all non-qualified stock options, incentive stock options and stock appreciation rights held as of the date of the change in control or that constitute replacement awards will remain exercisable for not less than one year following the participant s termination of employment or until the stated expiration of the option or stock appreciation right, whichever period is shorter.

Amendment and Termination of the Plan. The Human Resources Committee has the authority to amend, alter, modify, suspend, or terminate the Plan, except that stockholder approval will be required for any amendment to the Plan to the extent required by any applicable law, regulation, or stock exchange rule. Any amendment, modification, alteration, suspension, or termination will not, without the consent of the participant, materially adversely affect any rights or obligations under any award previously granted.

Securities Authorized for Issuance Under Equity Compensation Plans

For information regarding compensation plans under which equity securities are authorized for issuance, see the table Equity Compensation Plan Information described in Proposal 4 below.

Table of Contents

Summary of Federal Tax Aspects of the Plan

The following paragraphs are a summary of the general U.S. federal income tax consequences to U.S. taxpayers and to the Company of awards granted under the Plan. Tax consequences for any particular individual may be different. The following assumes non-qualified stock options and incentive stock options have been granted at an exercise price per share at least equal to 100 percent of the fair market value of our common stock on the date of grant.

Nonqualified Stock Options. No taxable income is reportable when a nonqualified stock option with an exercise price equal to the fair market value of the Company s stock is granted to a participant. Upon exercise, the participant recognizes ordinary income in an amount equal to the excess of the fair market value (on the exercise date) of the shares purchased over the exercise price of the option. Any additional gain or loss recognized upon any later disposition of the shares is capital gain or loss.

Incentive Stock Options. No taxable income is reportable when an incentive stock option is granted or exercised (except for purposes of the alternative minimum tax, in which case the tax treatment is similar as the treatment applicable to nonqualified stock options). If the participant exercises the option and then later sells or otherwise disposes of the shares more than two years after the grant date and more than one year after the exercise date, the difference between the sale price and the exercise price will be taxed as capital gain or loss. If the participant exercises the option and then later sells or otherwise disposes of the shares before the end of the two- or one-year holding periods described above, he or she generally will have ordinary income at the time of the sale equal to the fair market value of the shares on the exercise date (or the sale price, if less) minus the exercise price of the option.

Stock Appreciation Rights. No taxable income is reportable when a stock appreciation right with an exercise price equal to the fair market value on the date of grant is granted to a participant. Upon exercise, the participant recognizes ordinary income in an amount equal to the amount of any cash received and the fair market value of any shares received. Any additional gain or loss recognized upon any later disposition of the shares is capital gain or loss.

Restricted Stock, Restricted Stock Units, Performance Units and Performance Shares. A participant generally does not have taxable income at the time an award of restricted stock, restricted stock units, performance shares or performance units are granted. Instead, he or she recognizes ordinary income in the first taxable year in which his or her interest in the shares underlying the award becomes either (i) freely transferable; or (ii) no longer subject to substantial risk of forfeiture. However, the recipient of a restricted stock award may elect to recognize income at the time he or she receives the award in an amount equal to the fair market value of the shares underlying the award (less any cash paid for the shares) on the date the award is granted.

Tax Effect for the Company. As set forth above, the Company is generally entitled to a tax deduction in connection with an award under the Plan in an amount equal to the ordinary income realized by a participant at the time the participant recognizes such income (for example, the exercise of a nonqualified stock option). Special rules limit the deductibility of compensation paid to the Company s Chief Executive Officer and to each of its three most highly compensated executive officers (excluding the Chief Financial Officer and the principal/chief financial officer). Under Section 162(m), the annual compensation paid to any of these specified executives is deductible only to the extent that it does not exceed $1,000,000. However, the Company can preserve the deductibility of certain compensation in excess of $1,000,000 if the conditions of Section 162(m) are met. These conditions include stockholder

Table of Contents

approval of the Plan, setting limits on the number of awards that any individual may receive, and for awards other than certain stock options, establishing performance criteria that must be met before the award actually will vest or be paid. The Plan has been designed to permit the Human Resources Committee to grant awards that qualify as performance-based for purposes of satisfying the conditions of Section 162(m), thereby permitting the Company to continue to receive a federal income tax deduction in connection with such awards.

THE FOREGOING IS ONLY A SUMMARY OF THE EFFECT OF FEDERAL INCOME TAXATION UPON PARTICIPANTS AND THE COMPANY WITH RESPECT TO THE GRANT AND EXERCISE OF AWARDS UNDER THE PLAN. IT DOES NOT PURPORT TO BE COMPLETE.

New Plan Benefits

New awards under the amended 2004 LTIP will be subject to the discretion of the Human Resources Committee of the Board of Directors. Thus future awards are not determinable.

Vote Required and Recommendation

Approval of the material terms of the Plan requires a majority of the shares present and voting at the Annual Meeting in person or by proxy.

The Board believes that it is in the best interest of the Company and its stockholders for the stockholders to approve the material terms of the Plan. Our named executive officers and directors have an interest in this proposal as they are eligible to receive awards under the Plan.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR

THE APPROVAL OF THE AMENDMENT AND RESTATEMENT

OF THE IHS INC. 2004 LONG-TERM INCENTIVE PLAN.

Table of Contents

PROPOSAL 4

Approval of a Proposal to Increase the Number of Shares Available for Issuance under the Amended and Restated IHS Inc. 2004 Long-Term Incentive Plan

The Company is seeking stockholder approval for an amendment of the Amended and Restated IHS Inc. 2004 Long-Term Incentive Plan (the Plan) to increase the number of shares issuable under the Plan by 3,500,000 shares.

If the stockholders approve this proposal, the only change to the current version of the Plan will be an increase in the number of shares available for issuance. Otherwise, all other provisions of the current version of the Plan will remain in effect, with the possible exceptions of amendments addressed in Proposal 3.

History and Purpose of the Plan

As discussed in Proposal 3 above, the Plan was originally approved by our Board on November 22, 2004 and by stockholders on November 30, 2004 to allow for issuance of up to 7,000,000 shares. On April 26, 2005, the Human Resources Committee amended and restated the Plan in its entirety. On April 24, 2008, our stockholders approved an amendment to the Plan increasing the number of shares available for issuance under the Plan by 4,250,000 shares.

Purpose of the Amendment

Through our Total Rewards Program (described in our *Compensation Discussion and Analysis* below) IHS has established a stock ownership culture among all of its employees worldwide. The Board believes this stock ownership culture provides a means for employees to develop a sense of proprietorship and personal involvement in the development and financial success of the Company, thereby advancing the interests of the Company and its stockholders. Since our initial public offering, IHS has created significant shareholder value, and our Board believes our employee ownership culture has had a critical role in driving this value. We have performed favorably compared to our peer group and against the major stock indices (*see* the performance comparison in the *Executive Summary* of the *Compensation Discussion and Analysis*). We believe that the equity component of our compensation helps to keep the interests of our employees and directors aligned with the interests of our stockholders. In addition, the performance-based nature of the grants we make to our senior executives creates further alignment with our shareholders and ensures that the company itself (not just the general markets) must perform well before payouts are earned.

As discussed in detail in the *Compensation Discussion and Analysis* section of this proxy statement, a significant portion of the compensation for each of our named executive officers is at-risk based on the future performance of our company and the value of our equity. In other words, bonus and performance equity incentives reward success only when objectives are achieved, including the performance objectives that directly benefit our shareholders.

Table of Contents

In order to continue offering equity components of our Total Rewards Program, which our Board believes to have been critical to our past performance and to be essential in the pursuit of our five-year strategic plan, the Board believes that shares available under the Plan must be replenished.

Since 2006, IHS has had in place a program which allows employees to surrender shares back to the Company upon the vesting of time- and performance-based restricted stock and units, for a value equal to their minimum statutory tax liability. IHS then pays the statutory tax on behalf of the employee. To more fully offset the dilutive effect of our employee equity programs, our board of directors this month approved a stock buyback program whereby IHS is authorized to acquire up to one million shares per year in the open market. IHS may execute on this program at its discretion, balancing dilution offset with other investment opportunities of the business, including acquisitions.

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth information as of March 7, 2011, our record date, with respect to compensation plans under which equity securities are authorized for issuance.

Equity Compensation Plan Information

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	3,867,460(1)	$ 37.65(2)	1,418,946(3)
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total:	3,867,460	$ 37.65	1,418,946

(1) Includes (a) 2,871,564 restricted stock units and performance stock units at target performance levels that were issued with no exercise price or other consideration, (b) 764,312 shares reserved for issuance if above target performance levels on performance-based stock units are met, (c) 106,444 deferred stock units payable to non-employee directors upon their termination of service; (d) 8,640 restricted stock units that are payable in cash; and (d) 116,500 outstanding stock options.

(2) Calculation of the weighted-average exercise price is only for the 116,500 outstanding stock options described in footnote 1 above.

(3) Includes shares surrendered to the Company upon vesting of time- and performance-based restricted stock units for a value equal to their minimum statutory tax liability.

Dilution

IHS currently grants performance-based and time-based restricted stock units under the Plan. The Board believes a focus on units, as opposed to options or stock appreciation rights, better controls the dilutive effect of the Plan. For the last three years, the Company has been able to provide equity to all of its employees, creating a significant tie to performance measures, and maintaining a burn rate (defined as awards granted/weighted shares outstanding) of less than 3 percent per year.

Amendment of the Plan to Increase the Number of Shares Available for Issuance

Since the previous amendment of the Plan in April 2008, we have used a substantial portion of the current authorized share pool under the Plan for equity awards to our plan participants. As a result, the Human Resources Committee has approved an amendment to the Plan to increase the number of

16

Table of Contents

shares available for issuance under this Plan from 11.25 million shares to 14.75 million shares, subject to stockholder approval. Of the 11.25 million shares available under the Plan as of the Record Date, 5.96 million have been issued and are currently outstanding under the Plan; 3.87 million are currently reserved for outstanding awards; and 1.42 million are available for grant. If we receive approval for the 3.5 million additional shares requested in this Proposal 4, the number of shares available for grant will increase from 1.42 million shares to 4.92 million shares.

New Plan Benefits

New awards under the amended 2004 LTIP will be subject to the discretion of the Human Resources Committee of the Board of Directors. Thus future awards are not determinable.

Summary of the Plan and Federal Tax Aspects of the Plan

For a summary of the Plan and a summary of the Federal Tax Aspects of the Plan, please see the discussion in Proposal 3, above.

Vote Required and Recommendation

Approval of the material terms of the Plan and an amendment to the Plan requires a majority of the shares present and voting at the Annual Meeting in person or by proxy.

In accordance with applicable rules of the NYSE, our Board is asking stockholders to approve the amendment to the Plan. Our named executive officers and directors have an interest in this proposal as they are eligible to receive awards under the Plan.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR

THE PROPOSAL TO INCREASE THE NUMBER OF SHARES AVAILABLE FOR

ISSUANCE UNDER THE AMENDED AND RESTATED

IHS INC. 2004 LONG-TERM INCENTIVE PLAN.

Table of Contents

PROPOSAL 5

Advisory Vote on Executive Compensation

With this proposal, we are providing stockholders an opportunity to vote to approve, on an advisory, nonbinding basis, the compensation of our named executive officers as disclosed in this Proxy Statement. This proposal has been designed to meet the requirements of the recently enacted Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the Dodd-Frank Act).

As described in detail under the heading *Executive Compensation Compensation Discussion and Analysis*, our executive compensation programs are designed to (i) align executive compensation with key stakeholder interests; (ii) attract, retain, and motivate highly qualified executive talent; and (iii) provide appropriate rewards for the achievement of business objectives and growth in stockholder value. Under these programs, our named executive officers are rewarded for the achievement of specific individual and corporate goals, with an emphasis on creating overall stockholder value. As indicated by the performance charts below, our compensation programs have continued to be a key driver of shareholder value creation versus a selection of peer companies and market indices.

	Annualized Total Shareholder Return*		
Company	**1-Year**	**3-Year**	**5-Year**
ADVISORY BOARD CO	55.4%	-9.5%	0.0%
CORPORATE EXECUTIVE BRD CO	67.0%	-11.2%	-13.4%
DUN & BRADSTREET CORP	-0.8%	-0.9%	5.4%
EQUIFAX INC	16.2%	-0.1%	-0.7%
FACTSET RESEARCH SYSTEMS INC	44.1%	20.5%	19.1%
FAIR ISAAC CORP	10.0%	-9.7%	-11.7%
GARTNER INC	84.0%	23.7%	20.8%
MCGRAW-HILL COMPANIES	12.0%	-3.2%	-4.6%
MOODY S CORP	0.8%	-8.0%	-14.5%
MSCI INC	22.5%	0.5%	
THOMSON-REUTERS CORP	19.4%	0.5%	4.6%
IHS INC	**46.7%**	**9.9%**	**31.4%**
25th Percentile	**11%**	**-9%**	**-10%**
Median	**19%**	**-1%**	**0%**
75th Percentile	**50%**	**0%**	**5%**
IHS Percentile Rank	**73%**	**82%**	**100%**
S&P 500 COMP-LTD	15.1%	-2.8%	2.3%
DOW JONES INDUSTRIALS-30 STK	14.1%	-1.6%	4.3%
NASDAQ INDEX COMPOSITE	16.9%	0.0%	3.8%

* As of December 31, 2010

18

Table of Contents

Please read the *Compensation Discussion and Analysis* for additional details about our executive compensation programs, including information about the fiscal year 2010 compensation of our named executive officers. We would like to specifically point out the following highlights:

- Through the awards of performance and time-based restricted stock units, we have tied our named executive officers compensation opportunity directly to the value of our stock. We have emphasized long-term performance with stringent holding requirements and performance-based awards that focus on three-year performance objectives. Our named executive officers are required to retain, until termination of employment, 50 percent of their net after-tax shares of all restricted stock unit awards granted after they were named executive officers.

- Our CEO does not have an employment agreement.

- All NEO employment agreements contain a double trigger where an ownership change and termination of employment must both occur before any benefits, other than the acceleration of the vesting of stock awards, are due to the NEO. Additionally, new employment agreements do not provide for a tax gross-up with respect to the excise tax liability under Internal Revenue Code Section 4999 related to any Section 280G excess parachute payment.

- Beginning in 2010, the Board has eliminated all but *de minimis* perquisites to its executive officers.

- The independent compensation consultant retained by the Human Resources Committee of the Board of Directors is prohibited from doing any other work for the Company.

The Human Resources Committee continually reviews the compensation programs for our named executive officers to ensure they achieve the desired goals of aligning our executive compensation structure with our stockholders interests and current market practices. We are asking our stockholders to indicate their support for our named executive officer compensation program and practices as described in this Proxy Statement. This proposal, commonly known as a say-on-pay proposal, gives our stockholders the opportunity to express their views on our named executive officers compensation. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy, policies, and practices described in this Proxy Statement. Accordingly, we will ask our stockholders to vote on the following resolution at the Annual Meeting:

RESOLVED, that the stockholders hereby approve the policies and practices compensation of IHS s named executive officers as disclosed in this Proxy Statement pursuant to the compensation disclosure rules of the Commission (which includes the *Compensation Discussion and Analysis*, the compensation tables and related material).

The say-on-pay vote is advisory, and therefore not binding on the Company, the Human Resources Committee or our Board. Our Board and our Human Resources Committee value the opinions of our stockholders and, to the extent there is a significant vote against the named executive officer compensation policies and practices as disclosed in this Proxy Statement, we will consider our stockholders concerns and the Human Resources Committee will evaluate whether any actions are necessary to address those concerns.

Table of Contents

Unless you instruct us to the contrary, proxies will be voted **FOR** this Proposal 5 regarding named executive officer compensation policies and practices, as described in *Compensation Discussion and Analysis*, below, and the other related tables and disclosure in this Proxy Statement.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE APPROVAL OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF

THE COMMISSION.

Table of Contents

PROPOSAL 6

Advisory Vote on the Frequency of Executive Compensation Advisory Vote

The vote described in this proposal will enable our stockholders to indicate how frequently we should seek an advisory vote on the compensation of our named executive officers, as disclosed pursuant to the Commission s compensation disclosure rules, such as Proposal 5 included above. By voting on this Proposal 6, stockholders may indicate whether they would prefer an advisory vote on named executive officer compensation every one, two, or three years, or abstain from the vote.

After careful consideration of this Proposal 6, our Board recommends to you that an advisory vote on executive compensation that occurs every year (annually) is the most appropriate alternative for our investors and for IHS. Therefore, our Board recommends that you vote for one year intervals for the advisory vote on executive compensation.

In formulating its recommendation, our Board carefully considered the interval that would be most appropriate for our stockholders. The Board believes that an annual advisory vote on executive compensation will allow our stockholders to provide us with input on our compensation philosophy, policies, and practices as disclosed in the proxy statement.

The Human Resources Committee of the Board, which is composed entirely of independent directors, carefully considers a wide range of factors in the design and oversight of the compensation program to achieve those goals (see *Compensation Discussion and Analysis* later in this Proxy Statement). Our executive compensation program is intended to attract, motivate, and reward the executive talent required to achieve our corporate objectives and increase stockholder value. Our compensation program is designed to induce and reward performance over a multi-year period. As discussed in this Proxy Statement and our disclosures over the preceding years, our executive compensation program has remained consistent in both design and practice. Although we design our programs for the long term, we understand the need for shareholders to voice their opinion on our compensation programs more frequently.

We understand that our stockholders may have different views as to what is the best approach for IHS and we look forward to hearing from our stockholders on this Proposal.

You may cast your vote on your preferred voting frequency choosing the option of one year, two years, three years, or abstain from voting.

The option of one year, two years, or three years that receives the highest number of votes cast by stockholders will be the frequency for the advisory vote on executive compensation that has been selected by stockholders. While the result of this advisory vote will be considered by the Board of IHS as valuable feedback, this is an advisory resolution that is not binding on the Board, the Human Resources Committee, or IHS. The Board may decide that it is in the best interests of our stockholders and IHS to hold an advisory vote on executive compensation more or less frequently than the option approved by our stockholders.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE FOR THE OPTION OF ONCE EVERY YEAR AS THE FREQUENCY WITH WHICH STOCKHOLDERS ARE PROVIDED AN ADVISORY VOTE ON EXECUTIVE COMPENSATION, AS DISCLOSED PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE COMMISSION.

Table of Contents

Corporate Governance and Board of Directors

Board Leadership Structure

The Board of Directors of IHS believes strongly in the value of an independent board of directors. Of the nine members of our Board of Directors, seven are independent. This includes all members of the key board committees the Audit Committee, the Human Resources Committee, and the Nominating and Corporate Governance Committee. IHS has established a Lead Independent Director role with broad authority and responsibility, as described further below. The independent members of the Board of Directors also meet regularly without management, which meetings are chaired by the Lead Independent Director. Mr. Armstrong currently serves as Lead Independent Director and Mr. Stead currently serves as the Chairman and Chief Executive Officer of IHS.

The Board believes it is important to retain its flexibility to allocate the responsibilities of the offices of the Chairman and Chief Executive Officer in any way that it deems to be in the best interests of the Company at a given point in time. The Board may make a determination as to the appropriateness of its current policies in connection with the recruitment and succession of the Chairman of the Board and/or the CEO.

The Board presently believes that it is in the best interests of IHS and its stakeholders for the positions of Chairman and Chief Executive Officer to be combined. This structure provides for unified vision and leadership within the Company as well as plays a critical role in establishing and maintaining effective communications with the Company s external stakeholders, including shareholders, customers, suppliers, communities, and governments. Jerre Stead s service as both Chairman of the Board and Chief Executive Officer is optimal because Mr. Stead possesses detailed and in-depth knowledge of the business of IHS and the opportunities we have in the global marketplace and is thus best positioned to develop agendas that ensure that the Board s time and attention are focused on the most critical matters.

Each of the directors other than Jerre Stead and Christoph Grolman, are independent (see Independent and Non-Management Directors below), and the Board believes that the independent directors provide effective oversight of management. In addition, in October 2006, the Board of Directors appointed C. Michael Armstrong as the Company s Lead Independent Director. As Lead Independent Director, Mr. Armstrong s responsibilities include:

- scheduling meetings of the independent directors;
- chairing the separate meetings of the independent directors;
- serving as principal liaison between the independent directors and the Chairman and CEO on sensitive issues;
- communicating from time to time with the Chairman and CEO and disseminating information to the rest of the Board of Directors as appropriate;
- providing leadership to the Board of Directors if circumstances arise in which the role of the Chairman may be, or may be perceived to be, in conflict;
- reviewing the quality, quantity and timeliness of information provided to the Board;
- being available, as appropriate, for communication with shareholders; and

presiding over the annual self-evaluation of the Board of Directors.

The Board believes that these responsibilities appropriately and effectively complement the combined Chairman/Chief Executive Officer structure of IHS.

The Role of the Board of Directors in Risk Oversight

We believe that risk is inherent in innovation and the pursuit of long-term growth opportunities. Management at IHS is responsible for day-to-day risk management activities. The Board of Directors, acting directly and through its committees, is responsible for the oversight of the Company s risk management. With the oversight of the Board of Directors, IHS has implemented practices and programs designed to help manage the risks to which we are exposed in our business and to align risk-taking appropriately with our efforts to increase shareholder value.

Each committee reports regularly to the full Board of Directors on its activities. In addition, the Board of Directors participates in regular discussions among the Board and with IHS senior management on many core subjects, including strategy, operations, finance, human resources, and legal and public policy matters, in which risk oversight is an inherent element. The Board of Directors believes that the leadership structure described above under Board Leadership Structure facilitates the Board s oversight of risk management because it allows the Board, with leadership from the Lead Independent Director and working through its committees, including the independent Audit Committee, to participate actively in the oversight of management s actions.

Business Experience and Qualification of Board Members

The following discussion presents information about the persons who comprise the Board of Directors of IHS, including the four nominees for re-election.

C. Michael Armstrong, 72, has served as a member of our Board since December 2003. Mr. Armstrong served as Chairman of Comcast Corporation from 2002 until May 2004. He was Chairman and Chief Executive Officer of AT&T Corp. from 1997 to 2002, Chairman and Chief Executive Officer of Hughes Electronic Corporation from 1992 to 1997, and retired from IBM in 1991 as Chairman of IBM World Trade after a 31-year career. He was formerly on the board of Citigroup Inc. from 1989 through 2010. Mr. Armstrong is on the board of directors of Parsons Corporation and the Telluride Foundation, and is Vice Chairman of the board of trustees of Johns Hopkins University and Chairman of John Hopkins Medical Health Systems and Hospital.

Mr. Armstrong brings to the Board of Directors experience in executive roles and a background of leading global organizations in the technology industry. Through this experience, he has developed expertise in several valued areas including strategic development, business development, and finance.

Ruann F. Ernst, 64, has served as a member of our Board since December 2006. Dr. Ernst served as Chief Executive Officer of Digital Island, Inc. before retiring and was Chief Executive Officer and Chairperson of the board of Digital Island from 1998 until the company was acquired by Cable & Wireless, Plc. in 2001. Prior to Digital Island, Dr. Ernst worked for Hewlett Packard in various management positions, including General Manager, Financial Services Business Unit. Prior to that, she was Vice President for General Electric Information Services Company and a faculty member and Director of medical computing at the Ohio State University where she managed a biomedical computing and research facility. Dr. Ernst currently serves on the board of Digital Realty Trust and is Chairman of the Board of Red Planet Capital, a NASA technology venture. She also serves on the not-for-profit boards of the Ohio State University Foundation, the Fisher College of Business, and the Azimuth Foundation, dba Kids Sports Stars, where she is a founding board member and chair.

Table of Contents

Dr. Ernst brings to the Board of Directors a strong technical and computing background as well as skill in the development of information technology businesses. She also has extensive experience as a member of the board where strategic planning and long-term planning are critical to the success of the enterprise.

Christoph v. Grolman, 52, was appointed to our Board in March 2007. Mr. Grolman has served as Managing Director of TBG Limited (until 2009 TBG Holdings N.V.) since March 2007. From December 2006 to March 2007, Mr. Grolman served as Executive Director of TBG. From 2002 to 2006 he held the position of Executive Vice President of TBG, responsible for an industrial operating group and venture investments. Prior to joining TBG, he was a consultant with Roland Berger & Partner Management Consultants in Munich.

Mr. Grolman brings to our Board a wealth of experience in global business operations, strategic acquisitions, and financial strategies for a diverse portfolio of investments.

Brian H. Hall, 63, was appointed to our Board in March 2008. From January 2007 through August 2007, Mr. Hall served as Vice Chairman of Thomson Corporation. Previously, from 1998 through 2006, Mr. Hall served as President and CEO of Thomson Legal & Regulatory and West Publishing. Prior to joining Thomson, Mr. Hall was President of Shepard s and Executive Vice President of McGraw-Hill. Mr. Hall is currently a director of Archipelago Learning, Inc. He also serves on the board of trustees for the Cheyenne Mountain Zoo and the Intergenerational Foundation. Mr. Hall serves as Vice-Chairman and a member of the board of trustees of the Rochester Institute of Technology. He is a former board member of Bank One of Colorado Springs and Ryerson of Canada.

Mr. Hall brings to the Board many years of relevant industry experience gained in executive level positions in the information services industry.

Roger Holtback, 66, has served as a member of our Board since December 2003. Since 2001, Mr. Holtback has served as Chairman of Holtback Invest AB. From 1993 to 2001 he served as President and Chief Executive Officer of Bure Equity AB. From 1991 to 1993, he served as a member of the Group Executive Committee of SEB and Coordinating Chairman of SEB Sweden. From 1984 to 1990, he served as President and Chief Executive Officer of Volvo Car Corporation and Executive Vice President of AB Volvo. Mr. Holtback is currently Chairman of Finnveden Bulten AB, Rullpack AB, Thule AB, and the Swedish Exhibition Centre. He also serves as a member of the Stena Sphere Advisory Board as Senior Advisor to Nordic Capital.

Mr. Holtback brings significant operational and strategic experience gained during many years in a Chief Executive Officer position. The Board also benefits from his long experience as an outside public company board member and his vast experience and perspective as a European executive leader.

Balakrishnan S. Iyer, 54, has served as a member of our Board since December 2003. From October 1998 to June 2003, Mr. Iyer served as Senior Vice President and Chief Financial Officer of Conexant Systems, Inc. From 1997 to 1998, he was Senior Vice President and Chief Financial Officer of VLSI Technology Inc. and, from 1993 to 1997, he was Vice President, Corporate Controller of VLSI Technology Inc. Mr. Iyer serves on the board of directors of Life Technologies, Skyworks Solutions, Conexant Systems, Inc., Power Integrations, Inc., and QLogic Corporation.

Mr. Iyer provides to the Board of Directors expertise in corporate finance, accounting and strategy, including experience gained as the chief financial officer of two public companies. Mr. Iyer also brings a background in organizational leadership, and experience serving as a public company outside director.

Table of Contents

Michael Klein, 47, serves as an independent financial advisor to companies and government organizations, and as a special advisor to the United Nations World Food Program. Mr. Klein has served as a member of our Board since December 2003. From March 2008 through July 2008, Mr. Klein served as Chairman of the Institutional Clients Group of Citigroup Inc. He had previously served as Chairman & Co-Chief Executive Officer of Citi Markets & Banking since February 2007. Prior to 2007, Mr. Klein held a variety of positions at Citigroup or its predecessor firms.

Mr. Klein s deep experience in leading banking and financial service companies, allows him to contribute extensive financial management and strategic expertise. In addition, Mr. Klein brings to the Board of Directors market insights, including from his experience as an outside public company board member, and the Board of Directors benefits from his corporate governance knowledge.

Richard W. Roedel, 61, has served as a member of our Board since November 2004. Mr. Roedel also serves as a director of Sealy Corporation, Lorillard, Inc., Brightpoint, Inc, Six Flags Entertainment Corporation, and Luna Innovations Incorporated. Mr. Roedel is chairman of the audit committee for Brightpoint, Sealy, and Lorillard, as well as a member of the audit committee of Six Flags and Luna. Mr. Roedel also serves as the lead independent director of Lorillard and as the non-executive chairman of Luna. He is also a director of the Association of Audit Committee Members, Inc., a not-for-profit organization dedicated to strengthening audit committees, and Broadview Network Holdings, Inc, a private company. Mr. Roedel had previously served as a director and chairman of the audit committee of Dade Behring Holdings, Inc. from October 2002 until November 2007 when Dade was acquired by Siemens AG. Mr. Roedel served in various capacities at Take-Two Interactive Software, Inc. from November 2002 until June 2005, including chairman and chief executive officer. From 1971 through 2000, he was employed by BDO Seidman LLP, becoming an audit partner in 1980, later being promoted in 1990 to managing partner in Chicago and then managing partner in New York in 1994, and finally, in 1999, to chairman and chief executive officer. Mr. Roedel is a certified public accountant.

Mr. Roedel provides to the Board of Directors expertise in corporate finance, accounting, and strategy. He brings experience gained as the chief executive officer of several organizations. The Board of Directors also benefits from Mr. Roedel s experience serving as a public company outside director for several organizations.

Jerre L. Stead, 68, was elected Chief Executive Officer of IHS in September 2006 and has served as Chairman of our Board since December 1, 2000. From August 1996 until June 2000, Mr. Stead served as Chairman of the board of directors and Chief Executive Officer of Ingram Micro Inc. Prior to that, he served as Chief Executive Officer and Chairman of the board of directors at Legent Corporation, from January 1995 to August 1995. From May 1993 to December 1994, he was Executive Vice President of AT&T and Chairman and Chief Executive Officer of AT&T Corp. Global Information Solutions (NCR Corporation). From September 1991 to April 1993, he was President and Chief Executive Officer of AT&T Corp. Global Business Communication Systems (Avaya Corporation). Mr. Stead also serves on the board of directors of Brightpoint, Inc, Mindspeed Technologies, Inc, and Conexant, Inc.; however, he will be resigning from the board of directors of Conexant on the earlier of the closing of the acquisition of Conexant or June 30, 2011.

Mr. Stead has been involved in the leadership of IHS for more than 10 years and was previously the Chief Executive Officer of six different public companies. As Chairman and Chief Executive Officer, Mr. Stead brings to the Board of Directors his thorough knowledge of IHS business, strategy, people, operations, competition, and financial position. Mr. Stead provides recognized executive leadership and vision. In addition, he brings with him a global network of customer, industry, and government relationships.

Table of Contents

Organization of the Board of Directors

The Board held eight meetings during the fiscal year ended November 30, 2010. Each director attended at least 75 percent of the total regularly scheduled and special meetings of the Board and the committees on which they served. As stated in our Governance Guidelines, our board expects each director to attend our Annual Meeting of Shareholders, although attendance is not required. At the prior year s annual meeting, eight of our directors were in attendance.

Our Board has established three standing committees: the Audit Committee, the Human Resources Committee, and the Nominating and Corporate Governance Committee. We believe that all members of the Audit, Human Resources, and Nominating and Corporate Governance Committees meet the independence standards of the New York Stock Exchange and SEC rules and regulations. The Board has approved a charter for each of these committees, each of which can be found on our website at *www.ihs.com*.

Independent and Non-Management Directors

We believe that all of our directors other than Messrs. Stead and Grolman are independent directors, based on the independence standards described above. All of our directors other than Mr. Stead are non-management directors.

In accordance with the IHS Corporate Governance Guidelines, the independent directors designated C. Michael Armstrong as lead independent director. The lead independent director chairs executive sessions of the independent directors. During our 2010 fiscal year, the independent directors of the Board met four times without the presence of management.

Code of Conduct

We have adopted a Code of Business Conduct and Ethics as our code of ethics as defined by regulations promulgated under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. Our Code of Business Conduct and Ethics also meets the New York Stock Exchange requirements for a code of conduct. Our Code of Business Conduct and Ethics applies to our directors as well as all of our principal executive officers, our financial and accounting officers, and all other employees of IHS.

Our Code of Business Conduct and Ethics, as well as our Governance Guidelines, are available on our website at *www.ihs.com*. If we approve any substantive amendment to our Governance Guidelines or our Code of Conduct, or if we grant any waiver of the Code of Conduct to the Chief Executive Officer, the Chief Financial Officer, or the Chief Accounting Officer, we intend to post an update on the Investor Relations page of the Company s website (*www.ihs.com*) within five business days and keep the update on the site for at least one year.

Table of Contents

Communications with the Board

The Board has a process for shareholders or any interested party to send communications to the Board, including any Committee of the Board, any individual director, or our non-management directors. If you wish to communicate with the Board as a whole, with any Committee, with any one or more individual directors, or with our non-management directors, you may send your written communication to:

Stephen Green

General Counsel and Corporate Secretary

IHS Inc.

15 Inverness Way East

Englewood, Colorado 80112

Communications with Non-Management Directors

Interested parties wishing to reach our independent directors or non-management directors may address the communication to our lead independent director, Mr. Armstrong, on behalf of the non-management directors. Address such communications as follows:

C. Michael Armstrong

Lead Independent Director

IHS Inc.

15 Inverness Way East

Englewood, Colorado 80112

Depending on how the communication is addressed, either Mr. Armstrong or Mr. Green will review any communication received and will forward the communication to the appropriate director or directors based on how the communication is addressed and the subject matter.

Composition of Board Committees

The Board has three standing committees, with duties, current membership, and number of meetings for each as shown below.

Name	Audit	Human Resources	Nominating and Governance
C. Michael Armstrong		ü	Chair
Ruann F. Ernst		ü	
Christoph v. Grolman			
Brian H. Hall		Chair	ü
Roger Holtback	ü		
Balakrishnan S. Iyer	Chair		ü
Michael Klein		ü	
Richard W. Roedel	ü		

2010 Meetings	**10**	**6**	**3**

27

Table of Contents

Audit Committee

Members:

Balakrishnan S. Iyer, *Chairman*

Roger Holtback

Richard W. Roedel

The Audit Committee assists our Board in its oversight of (i) the integrity of our financial statements, (ii) our independent registered public accountant s qualifications, independence, and performance, (iii) the performance of our internal audit function, and (iv) our compliance with legal and regulatory requirements. The Audit Committee is governed by a charter. A more detailed description of the functions of the Audit Committee can be found in the Audit Committee Charter, a copy of which may be found at the Company s website *www.ihs.com*. As required by the Audit Committee Charter, all members of the Audit Committee meet the criteria for independence within the meaning of the standards established by the New York Stock Exchange, the Company s Corporate Governance Guidelines, and the Audit Committee Charter. Each member of the Audit Committee is financially literate and each member has accounting or related financial management expertise as required by New York Stock Exchange listing standards. In addition, the Board has determined that each member of the Audit Committee meets the definition of audit committee financial expert as defined in Item 407(d)(5)(ii) of Regulation S-K promulgated by the SEC.

Human Resources Committee

Members:

Brian H. Hall, *Chairman*

C Michael Armstrong

Ruann F. Ernst

Michael Klein

The Human Resources Committee has been created by our Board to (i) oversee our compensation and benefits policies generally, (ii) evaluate executive officer performance and review our management succession plan, (iii) oversee and set compensation for our executive officers, and (iv) prepare the report on executive officer compensation that the SEC rules require to be included in the Company s annual proxy statement. The Human Resources Committee is governed by a charter, a copy of which is available at the Company s website *www.ihs.com*. See Compensation Discussion and Analysis below for a more detailed description of the functions of the Human Resources Committee. All members of the Human Resources Committee are independent as required by our Corporate Governance Guidelines and the Human Resources Committee Charter.

Nominating and Corporate Governance Committee

Members:

C. Michael Armstrong, *Chairman*

Brian H. Hall

Balakrishnan S. Iyer

The Nominating and Corporate Governance Committee has been created by our Board to (i) identify individuals qualified to become board members and recommend director nominees to the Board, (ii) recommend directors for appointment to committees established by the Board, (iii) make

28

Table of Contents

recommendations to the Board as to determinations of director independence, (iv) oversee the evaluation of the Board, (v) make recommendations to the Board as to compensation for our directors, and (vi) develop and recommend to the Board our corporate governance guidelines and code of business conduct and ethics. The Nominating and Corporate Governance Committee is governed by a charter. A more detailed description of the functions of the Nominating and Corporate Governance Committee can be found under Director Nominations in this Proxy Statement, and in the Nominating and Corporate Governance Committee Charter, a copy of which can be found at the Company s website *www.ihs.com*. All members of the Nominating and Corporate Governance Committee are independent as required by our Corporate Governance Guidelines and the Nominating and Corporate Governance Committee Charter.

Director Nominations

Our Board nominates directors to be elected at each Annual Meeting of Shareholders and elects new directors to fill vacancies when they arise. The Nominating and Corporate Governance Committee has the responsibility to identify, evaluate, recruit, and recommend qualified candidates to the Board for nomination or election.

In addition to considering an appropriate balance of knowledge, experience and capability, the Board has as an objective that its membership be composed of experienced and dedicated individuals with diversity of backgrounds, perspectives, and skills. The Nominating and Corporate Governance Committee will select candidates for director based on the candidate s character, judgment, diversity of experience, business acumen, and ability to act on behalf of all shareholders (without regard to whether the candidate has been nominated by a shareholder).

The Nominating and Corporate Governance Committee believes that nominees for director should have experience, such as experience in management or accounting and finance, or industry and technology knowledge, that may be useful to IHS and the Board, high personal and professional ethics, and the willingness and ability to devote sufficient time to effectively carry out his or her duties as a director. The Nominating and Corporate Governance Committee believes it appropriate for at least one, and, preferably, multiple, members of the Board to meet the criteria established by the SEC for an audit committee financial expert, and for a majority of the members of the Board to meet the definition of independent director under the rules of the New York Stock Exchange. The Nominating and Corporate Governance Committee also believes it appropriate for certain key members of our management to participate as members of the Board.

Prior to each Annual Meeting of Shareholders, the Nominating and Corporate Governance Committee identifies nominees first by evaluating the current directors whose term will expire at the Annual Meeting and who are willing to continue in service. These candidates are evaluated based on the criteria described above, including as demonstrated by the candidate s prior service as a director, and the needs of the Board with respect to the particular talents and experience of its directors. In the event that a director does not wish to continue in service, the Nominating and Corporate Governance Committee determines not to re-nominate the director, or a vacancy is created on the Board as a result of a resignation, an increase in the size of the Board or other event, the Nominating and Corporate Governance Committee will consider various candidates for membership, including those suggested by the Nominating and Corporate Governance Committee members, by other Board members, by any executive search firm engaged by the Nominating and Corporate Governance Committee, or by any nomination properly submitted by a shareholder pursuant to the procedures for shareholder

Table of Contents

nominations for directors provided in Shareholder Proposals for the 2012 Annual Meeting in this Proxy Statement. As a matter of policy, candidates recommended by shareholders are evaluated on the same basis as candidates recommended by the Board members, executive search firms, or other sources.

Director Stock Ownership Guidelines

We believe that our nonemployee directors should have a significant equity interest in the Company. In order to promote equity ownership and further align the interests of our directors with management, a significant portion of our nonemployee directors overall compensation is given in equity, specifically in the form of deferred restricted stock units. These units vest in one year, but must be held in their entirety until after the director s service to the Company ends. Additionally, nonemployee directors may elect to receive a portion of their cash compensation in the form of deferred stock units. These units must also be held until after the director s service to the Company ends. The requirement to hold equity awards until after termination of service is applicable to all equity awards granted to nonemployee directors since January 2005.

Mr. Grolman was exempt from the director stock ownership requirements during 2010 because he was prohibited by his personal employment policy from holding IHS stock. Mr. Grolman has historically not received stock awards from the Company. Due to a change in his employer s policy, Mr. Grolman began receiving director stock awards with the fiscal year 2011 grant on December 1, 2010.

Director Compensation

Our nonemployee directors receive compensation for their service on our Board. The compensation is comprised of cash retainers, equity awards, and reimbursement of reasonable expenses.

	2010 ($)
Board Retainer	90,000
Committee Chair Retainer	
Audit Committee	30,000
all other Committees	17,500
Committee Member Retainer	
Audit Committee	15,000
all other Committees	10,000
Lead Independent Director Retainer	30,000
Annual Equity Award	150,000
Initial Equity Award	150,000

All equity awards for nonemployee directors will be issued pursuant to the IHS Inc. 2004 Directors Stock Plan. The Board Retainer and certain other retainers may be converted into deferred stock units or deferred under the IHS Inc. 2004 Directors Stock Plan.

We provide liability insurance for our directors and officers.

By agreement between Mr. Grolman and IHS, Mr. Grolman was not compensated in cash, stock, or other remuneration for his service as a director of IHS during 2010. Due to a change in his employer s policy, Mr. Grolman began receiving director stock awards with the fiscal year 2011 grant on December 1, 2010.

Table of Contents

Director Compensation During Fiscal Year 2010

The following table sets forth information concerning the compensation of our non-employee directors during the fiscal year ended November 30, 2010. Directors did not receive any stock option awards during fiscal year 2010.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($)(4)	Change in Pension Value and Nonqualified Deferred Compensation Earnings ($)(5)	Total ($)
C. Michael Armstrong	147,500	149,988	3,005	300,493
Steven A. Denning(1)	117,500(2)	149,988	3,005	270,493
Ruann F. Ernst	100,000	149,988		249,988
Christoph v. Grolman	(3)			
Brian Hall	100,000	149,988		249,988
Roger Holtback	105,000(2)	149,988		254,988
Balakrishnan S. Iyer	130,000	149,988		279,988
Michael Klein	100,000	149,988		249,988
Richard W. Roedel	105,000(2)	149,988		254,988

(1) Mr. Denning resigned from the IHS Board of Directors, effective January 28, 2011.

(2) Includes the value of deferred stock units granted to each of Messrs. Denning, Holtback, and Roedel. These three directors elected to receive deferred stock units rather than the following cash retainers: Mr. Denning, $117,500; Mr. Holtback, $90,000 (who deferred his board retainer only); Mr. Roedel, $105,000. The deferred units will be paid out in shares of IHS common stock after that director s service terminates.

(3) By agreement between IHS and Mr. Grolman, Mr. Grolman was not compensated for his service as a director of IHS during 2010.

(4) On each December 1, the first day of the Company s fiscal year, non-employee directors each receive an annual award of Restricted Stock Units with a market value of $150,000, rounded down to the nearest whole share. These units vest one year from the date of grant. The valuation of the stock awards reported in this table is the grant date fair value computed in accordance with FASB ASC Topic 718 for awards granted in fiscal year 2010. Any estimated forfeitures are excluded from values reported in this table. The aggregate number of unissued stock awards held by each director on November 30, 2010, the last day of fiscal year 2010, is as follows:

Name	Stock Awards Outstanding at Fiscal Year-End (#)(b)(c)
C. Michael Armstrong	14,477
Steven A. Denning	18,624
Ruann F. Ernst	13,388
Christoph v. Grolman	
Brian H. Hall	9,462

Roger Holtback	14,477
Balakrishnan S. Iyer	26,977(d)
Michael Klein	6,934
Richard W. Roedel(a)	14,477

(a) Mr. Roedel has gifted all of his Stock Awards to his spouse and disclaims beneficial ownership of these shares.

(b) Stock Awards Outstanding at Fiscal Year-End excludes deferred stock units awarded in lieu of cash retainers as follows: Mr. Denning, 6,534 deferred units; Mr. Hall, 2,199 deferred units; Mr. Holtback, 5,986 deferred units; and Mr. Roedel, 6,307 deferred units.

(c) Annual stock awards granted to directors since 2005 have a one-year vesting schedule, and payment of the shares is deferred until after the director s service to IHS terminates.

(d) Mr. Iyer s awards include 12,500 shares of restricted stock granted in December 2004 that will vest in July 2011.

(5) Prior to fiscal year 2010, Messrs. Armstrong and Denning had elected to defer certain annual retainers in cash. These deferred cash amounts earn interest at a rate of five percent each year and will be paid after the director s termination of service. None of our non-employee directors are eligible for a pension plan or similar benefit.

Table of Contents

Officers

Set forth below is information concerning our executive officers as of March 7, 2011.

Name	Age	Position
Jerre L. Stead	68	Chairman of the Board and Chief Executive Officer
Daniel Yergin	64	Executive Vice President and Strategic Advisor
Scott Key	52	President and Chief Operating Officer
Michael J. Sullivan	46	Executive Vice President and Chief Financial Officer
Jane Okun Bomba	48	Senior Vice President and Chief Sustainability, Investor Relations, and Communications Officer
David Carlson	70	Senior Vice President and Chief Technology Officer
Stephen Green	58	Senior Vice President and General Counsel
Heather Matzke-Hamlin	43	Senior Vice President and Chief Accounting Officer
Jeffrey Sisson	54	Senior Vice President and Chief Human Resources Officer
Richard G. Walker	47	Senior Vice President and Chief Strategy Officer

Executive officers are appointed by our Board. Information about Mr. Stead is provided under Directors in this Proxy Statement. A brief biography for each of our other executive officers follows.

Daniel Yergin was appointed Executive Vice President and Strategic Advisor for IHS in September 2006. Dr. Yergin also serves as Chairman of IHS CERA, a position he has held since 1983. Dr. Yergin founded CERA in 1982 and the business was acquired by IHS in 2004. He is a Pulitzer Prize winner, a member of the Board of the United States Energy Association, and a member of the National Petroleum Council and serves on the US Secretary of Energy Advisory Board. He chaired the US Department of Energy s Task Force on Strategic Energy Research and Development. He is also a Trustee of the Brookings Institution and a Director of the US-Russian Business Council and the New America Foundation. Dr. Yergin received his Bachelor of Arts degree from Yale University and his Doctor of Philosophy degree from the University of Cambridge, where he was a Marshall Scholar.

Scott Key has served as President and Chief Operating Officer of IHS since January 2011. He served as Senior Vice President, Global Products and Services, from January through December 2010.

Key joined IHS in 2003 to lead strategy, marketing and product teams for the IHS energy business,and has led transformation and growth across IHS operations in his eight years with the company. He was involved in supporting the IHS IPO, led corporate marketing and strategic planning, and has led acquisition integration efforts, including the largest IHS acquisitions. During his tenure at IHS, Key has held leadership positions that span each of the Company s information and insight assets in economics, energy, security, product lifecycle, and environment.

Previously, he served as President and Chief Operating Officer of IHS Global Insight since September 2008. Based in London in 2007-2008, he served as President and Chief Operating Officer of Jane s and chairman of IHS Fairplay. In addition, Key led the EMEA/APAC sales organization as IHS integrated sales team on a global basis. Based in Denver 2003-2007, he served as Senior Vice President of Corporate Strategy and Marketing, and led Energy Strategy, Products and Marketing. Prior to joining IHS in 2003, he served as a senior executive in Energy technology and services, based in Houston. Mr. Key served as deepwater development manager for Vastar Resources from 1998 to 2000 and was employed by Phillips Petroleum in a range of international and US domestic roles of increasing scope from 1987 to 1998. Mr. Key holds Bachelor of Science degrees in both physics and mathematics from the University of Washington in Seattle as well as a master s degree in geophysics from the University of Wyoming.

Table of Contents

Michael J. Sullivan served as Senior Vice President and Chief Financial Officer of IHS since October 1999 and was appointed Executive Vice President in March 2006. Prior to joining IHS, Mr. Sullivan was Director of Corporate Accounting from April 1997 to February 1998, and Director of Financial Planning and Analysis from February 1998 to October 1999, for Coors Brewing Company. Prior to joining Coors, he spent 10 years with PricewaterhouseCoopers (formerly Price Waterhouse) in audit services and the transaction support group. Mr. Sullivan holds a bachelor s degree in business administration and accounting from the University of Iowa.

Jane Okun Bomba was named Senior Vice President and Chief Sustainability, Investor Relations, and Communications Officer in March 2011. She previously served as Senior Vice President and Chief Customer Process Officer from August 2007 through March 2011 and as Senior Vice President, Investor Relations and Corporate Communications from November 2004 through August 2007. From 2002 to 2004, Ms. Okun Bomba was a partner with Genesis, Inc., a strategic marketing firm also specializing in investor relations. Prior to that, she was Vice President, Investor Relations and Corporate Communications of Velocom, Inc., from 2000 to 2001, and Executive Director, Investor Relations of Media One Group from 1998 to 2000. Prior to joining Media One, Ms. Okun Bomba headed Investor Relations at Northwest Airlines, where she also held multiple corporate finance positions. Ms. Okun Bomba holds a bachelor s degree and a master s degree in business administration from the University of Michigan.

David Carlson was named Senior Vice President and Chief Technology Officer in October 2009. Mr. Carlson previously served as Vice President of Product Development and Delivery since joining IHS in 2007. From 2005 to 2007, he was President and Chief Executive Officer of DMC Companies, a strategic consulting firm supporting customer-focused technology. During that time, Mr. Carlson briefly left DMC to accept the role of Senior Vice President of Financial Operations and Business Process Engineering for Kintera, Inc. during 2006 and 2007. Prior to joining DMC, Mr. Carlson held a series of senior executive roles, including Senior Vice President and Chief Information Officer for Kmart and Senior Vice President and Chief Technology Officer for Ingram Micro. Mr. Carlson holds several degrees from the University of Michigan, including a doctorate in industrial and operations engineering, a master s degree in industrial administration, and a bachelor s degree in mathematics.

Stephen Green has served as Senior Vice President and General Counsel of IHS since 2003. He was Vice President and General Counsel of IHS from 1996 to 2003 and was appointed Senior Vice President and General Counsel in December 2003. Mr. Green joined the legal department of TBG Holdings N.V. (TBG) in 1981. Mr. Green holds a bachelor s degree from Yale University and a law degree from Columbia Law School.

Heather Matzke-Hamlin has served as Senior Vice President and Chief Accounting Officer since February 2005. Prior to joining IHS, Ms. Matzke-Hamlin was Director of Internal Audit at Storage Technology Corporation from February 1999 to February 2005. Prior to joining StorageTek, she spent over nine years with PricewaterhouseCoopers (formerly Price Waterhouse) in audit services. Ms. Matzke-Hamlin holds a bachelor s degree in accounting from Indiana University and is a Certified Public Accountant in the state of Colorado.

Jeffrey Sisson was appointed Senior Vice President and Chief Human Resources Officer in January 2008. Previously, beginning in January 2005, he was Senior Vice President of Global Human Resources of IHS. From September 2002 to January 2005, Mr. Sisson was a Principal in Executive Partners, a private human resources consulting firm. From July 2001 to August 2002, Mr. Sisson was

Table of Contents

Senior Vice President, Human Resources for EaglePicher, Inc. From March 2000 to July 2001, he was Senior Director, Human Resources for Snap-on Incorporated. From February 1998 to February 2000, he was Director, Human Resources for Whirlpool Corporation. Mr. Sisson holds a bachelor s degree and a master s degree from Michigan State University.

Richard G. Walker was named Senior Vice President and Chief Strategy Officer in March 2011. He served previously as Senior Vice President with leadership responsibility in Strategy, Marketing, Corporate Development, and Alliances since joining IHS in December 2006. Prior to joining IHS, Mr. Walker was Chief Operating Officer at Autobytel Inc., where he had also served as Executive Vice President of Corporate Development and Strategy since January 2003. Previously, Mr. Walker served as Vice President for LoneTree Capital Management from August 2000 to December 2002. Prior to that, he was the Vice President of Corporate Development for MediaOne from April 1997 to July 2000. Prior to joining MediaOne, Mr. Walker had been with US WEST Communications since 1990, where he was Executive Director of Corporate Development and also held various leadership positions in investor relations, business development, and strategic marketing. Mr. Walker began his career in 1986 as a certified public accountant with Arthur Andersen & Co. in Atlanta, Georgia. Mr. Walker graduated *magna cum laude* with a bachelor of science degree in business from the University of Colorado and holds a master s degree in business administration from the Executive Program at the University of Denver.

Table of Contents

Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information as of March 7, 2011, as to shares of our Class A common stock beneficially owned by: (i) each person who is known by us to own beneficially more than five percent of our common stock, (ii) each of our executive officers listed in the Summary Compensation Table under Executive Compensation in this Proxy Statement, (iii) each of our directors, and (iv) all our directors and executive officers as a group. Unless otherwise stated below, the address of each beneficial owner listed on the table is c/o IHS Inc., 15 Inverness Way East, Englewood, Colorado 80112.

The percentage of common stock beneficially owned is based on 64,838,027 shares of Class A common stock outstanding as of the Record Date, March 7, 2011. There are no shares of Class B common stock outstanding, so no votes from that class may be voted. In accordance with SEC rules, beneficial ownership includes voting or investment power with respect to securities. To our knowledge, except as indicated in the footnotes to this table and pursuant to applicable community property laws, the persons named in the table each have sole voting and investment power with respect to all shares of common stock beneficially owned by them. No shares of common stock held by our directors or officers have been pledged.

	Class A Common Stock Shares Beneficially Owned	
Name of Beneficial Owner	**Number of Shares(1)**	**% of Class and Total Voting Power**
Jerre L. Stead(2)	534,170	*
Daniel Yergin	238,603	*
Scott Key	69,191	*
Michael J. Sullivan	63,340	*
Jeffrey R. Tarr(3)	86,810	*
C. Michael Armstrong	34,639	*
Steven A. Denning(4)	28,594	*
Ruann F. Ernst	15,450	*
Christoph v. Grolman	2,062	*
Brian H. Hall	15,097	*
Roger Holtback	34,930	*
Balakrishnan S. Iyer	29,039	*
Michael Klein	8,996	*
Richard W. Roedel(5)	43,789	*
All current directors and executive officers as a group (18 persons)	1,292,827	2.0%
Urvanos Investments Limited(6)	14,708,859	22.7%
T. Rowe Price Associates(7)	5,636,140	8.7%
The Woodbridge Company Limited(8)	4,544,409	7.0%

* Represents less than 1 percent.

(1) Number of shares beneficially owned includes stock options that are exercisable within 60 days of the record date, restricted stock, restricted stock units and deferred stock units held by the listed executive officers (our Named Executive Officers), non-employee directors, and all executive officers. The number of shares beneficially owned excludes performance-based awards held by our executive officers that are payable in common stock upon the achievement of certain performance goals.

Table of Contents

The stock options, restricted stock and restricted stock units included in beneficial ownership are as follows:.

Name of Beneficial Owner	Options Exercisable Within 60 days of March 7, 2011	Restricted Stock	Restricted Stock Units and Deferred Stock Units
Stead	75,000		41,667
Yergin	12,500		194,800
Key	5,000		46,000
Sullivan			16,000
Tarr			
Armstrong			16,539
Denning			
Ernst			15,450
Grolman			2,062
Hall			15,097
Holtback			23,968
Iyer		12,500	16,539
Klein			8,996
Roedel			24,289
All current executive officers and directors as a group (18 persons)	109,500	12,500	476,143

The excluded performance awards are as follows:

Name of Beneficial Owner	Number of Performance-Based Shares at Target Performance Level	Fiscal Years in Which Performance Will Be Measured
Stead	100,000	2011, 2012, 2013
Yergin	50,000	2011, 2012, 2013
Key	61,000	2011, 2012, 2013
Sullivan	65,000	2011, 2012, 2013
Tarr		2011, 2012, 2013
All current executive officers as a group (10 persons)*	447,100	2011, 2012, 2013

* None of our non-employee directors hold performance-based stock awards.

(2) Mr. Stead s reported beneficial ownership includes 258,889 shares held by JMJS II LLLP, a family trust.

(3) Ownership reported for Mr. Tarr, our former President and Chief Operating Officer, is as of December 31, 2010, the last day Mr. Tarr was subject to Section 16 as a reporting officer of IHS.

(4) Ownership reported for Mr. Denning is as of January 28, 2011, the last day Mr. Denning was subject to Section 16 as a director of IHS.

(5) Mr. Roedel s wife is the holder of all of his reported ownership. Mr. Roedel disclaims beneficial ownership of these shares.

(6) This information was obtained from American Stock Transfer & Trust Company, our transfer agent, and the security holder. Voting and investment decisions with respect to the common stock that is owned by Urvanos have historically been made by TBG Holdings N.V. (TBG), a Malta company, which is the indirect sole owner of the Urvanos Investments Limited (Urvanos). Based on information received from our shareholder, TBG is wholly owned indirectly by TB Continuity II Trust (the Trust), of which Georg Heinrich Thyssen-Bornemisza is the sole primary beneficiary. George Heinrich Thyssen-Bornemisza is the chairman of the board of directors of TBG. The address of Urvanos is 17 Grigoriou Xenopoulou Street, P.O. Box 54425, Limassol, Cyprus.

(7) These securities are owned by various individual and institutional investors, for which T. Rowe Price Associates, Inc. (Price Associates) serves as investment adviser with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial owner of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial owner of such securities. This information was obtained from the Schedule 13G/A filed with the SEC by T. Rowe Price Associates, Inc. on February 10, 2011.

(8) This information was obtained from American Stock Transfer & Trust Company, our transfer agent, representing shares owned as of March 7, 2011 by The Woodbridge Company Limited, 65 Queen Street West, Suite 2400, Toronto, Ontario, M5H 2M8.

Table of Contents

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who own more than 10 percent of a registered class of our equity securities, to file reports of ownership on Forms 3, 4, and 5 with the SEC. Officers, directors, and greater than 10 percent stockholders are required to furnish us with copies of all Forms 3, 4, and 5 that they file.

Based solely on our review of the copies of such forms we have received and written representations from certain reporting persons that they filed all required reports, we believe that, during the last fiscal year, all filings required under Section 16(a) applicable to the Company s officers, directors, and 10 percent stockholders were timely, with the exception of a late Form 4 filed during fiscal year 2010 for shares withheld to cover taxes related to a vesting of shares awarded to Mr. Carlson.

Table of Contents

Report of the Audit Committee

The following report of the Audit Committee does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any other filing by IHS under the Securities Act of 1933 or the Securities Exchange Act of 1934.

The Audit Committee provides assistance to the Board in fulfilling its legal and fiduciary obligations in matters involving the Company s accounting, auditing, financial reporting, internal control, and legal compliance functions by approving the services performed by the Company s independent registered public accountants and reviewing their reports regarding the Company s accounting practices and systems of internal accounting controls as set forth in a written charter adopted by the Board. The Company s management is responsible for preparing the Company s financial statements. The independent registered public accountants are responsible for auditing those financial statements. The Audit Committee is responsible for overseeing the conduct of these activities by the Company s management and the independent registered public accountants.

To fulfill that responsibility, the Audit Committee has regularly met and held discussions with management and the independent registered public accountants. Management represented to the Audit Committee that the Company s consolidated financial statements for fiscal year 2010 were prepared in accordance with generally accepted accounting principles and the Audit Committee has reviewed and discussed the consolidated financial statements with management and the independent registered public accountants.

The Audit Committee has discussed with the independent registered public accountants matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees), as amended. As part of that review, the Committee received the written disclosures and the letter required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant s communications with the Audit Committee concerning independence, and the Committee has discussed the independent registered public accounting firm s independence from the Company and its management, including any matters in those written disclosures. Additionally, the Audit Committee considered whether the provision of non-audit services was compatible with maintaining such accountants independence.

The Audit Committee has discussed with internal accountants and independent registered public accountants, with and without management present, its evaluations of the Company s internal control over financial reporting, and the overall quality of the Company s financial reporting.

In reliance on the reviews and discussions with management and the independent registered public accountants referred to above, the Audit Committee approved the inclusion of the audited financial statements for fiscal year 2010 in the IHS Annual Report on Form 10-K for filing with the SEC.

Respectfully submitted on March 23, 2011, by the members of the Audit Committee of the Board:

Mr. Balakrishnan S. Iyer, *Chairman*

Mr. Roger Holtback

Mr. Richard W. Roedel

Table of Contents

Report of the Human Resources Committee

The following report of the Human Resources Committee does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any other filing by IHS under the Securities Act of 1933 or the Securities Exchange Act of 1934.

The Human Resources Committee of the Board has reviewed and discussed with Company management the Compensation Discussion and Analysis section of this Proxy Statement, as required by Item 402(b) of SEC Regulation S-K. Based on such review and discussion, the Human Resources Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement.

Respectfully submitted on March 23, 2011 by the members of the Human Resources Committee of the Board:

Mr. Brian H. Hall, *Chairman*

Mr. C. Michael Armstrong

Dr. Ruann F. Ernst

Mr. Michael Klein

Table of Contents

Compensation Discussion and Analysis

Introduction

The Compensation Discussion and Analysis will focus on the following:

- the objectives of our executive compensation program, including the performance it is designed to motivate and reward;
- the elements of our executive compensation program and their purposes; and
- how we make compensation decisions and determine the amount of each element of compensation, in general and in fiscal year 2010.

Executive Summary

This past November marked the five-year anniversary of the Company s initial public offering. During that time, our company has been constantly evolving and improving, in every part of the organization and in every corner of the world. Despite navigating through the constant current of change, the fundamentals of our organization have remained consistent: a focus on delighting the customer in everything we do and creating value and opportunity for our shareholders and colleagues.

At the time of the IPO, we designed a compensation and incentive structure that focused on our key business objectives and has been instrumental in driving performance. We believe this structure works as evidenced by our total shareholder return, as compared to our peers, and the broader indices.

	Annualized Total Shareholder Return*		
Company	**1-Year**	**3-Year**	**5-Year**
ADVISORY BOARD CO	55.4%	-9.5%	0.0%
CORPORATE EXECUTIVE BRD CO	67.0%	-11.2%	-13.4%
DUN & BRADSTREET CORP	-0.8%	-0.9%	5.4%
EQUIFAX INC	16.2%	-0.1%	-0.7%
FACTSET RESEARCH SYSTEMS INC	44.1%	20.5%	19.1%
FAIR ISAAC CORP	10.0%	-9.7%	-11.7%
GARTNER INC	84.0%	23.7%	20.8%
MCGRAW-HILL COMPANIES	12.0%	-3.2%	-4.6%
MOODY S CORP	0.8%	-8.0%	-14.5%
MSCI INC	22.5%	0.5%	
THOMSON-REUTERS CORP	19.4%	0.5%	4.6%
IHS INC	**46.7%**	**9.9%**	**31.4%**
25th Percentile	**11%**	**-9%**	**-10%**
Median	**19%**	**-1%**	**0%**
75th Percentile	**50%**	**0%**	**5%**
IHS Percentile Rank	**73%**	**82%**	**100%**
S&P 500 COMP-LTD	15.1%	-2.8%	2.3%
DOW JONES INDUSTRIALS-30 STK	14.1%	-1.6%	4.3%
NASDAQ INDEX COMPOSITE	16.9%	0.0%	3.8%

* As of December 31, 2010

40

Table of Contents

In order to achieve superior results, it is imperative to have a performance-based culture with compensation programs that are linked to and reward performance. We have created such a culture at IHS, and we have done so through the alignment of our objectives, measures and reward systems across all levels of the organization.

Our compensation philosophy is critical to the creation of a performance-based culture; it rewards colleagues for performance, for demonstrating our values and for sharing mutual accountability for the long-term success of IHS. This compensation philosophy has been a significant contributor to our success not only in 2010, but in the five years we have been a public company. We have also built a strong alignment with stockholders though our equity program a critical element of our performance-based culture. The average pay mix for the Chairman/CEO and other executive officers is shown below and reflects this important alignment.

Our compensation programs drive the behaviors necessary to meet or exceed our corporate objectives. Such success ultimately rewards all IHS stakeholders: customers, colleagues, and you, our valued shareowners.

The structure of our executive compensation programs is no different in terms of supporting our company s overall objectives. Well-structured executive compensation arrangements require balance. This is because compensation needs must reflect many important business variables and time frames. Specifically, among the most important variables that must be managed include:

- Alignment with company strategy and performance across time, i.e., short-, intermediate-, *and* long-term performance;
- Design that properly encourages the necessary tradeoffs between short-term results and greater long-term value;
- Attraction and retention of key executive talent;
- Competitiveness with prevailing practices in both level and mix of pay;
- Program design and overall mix of compensation consistent with *both* managerial effectiveness and sound governance;
- Equitable and sensible progression of opportunities across senior positions;
- Consistent program design that can be reasonably applied to a broader cross-section of positions other than just NEOs;
- Sensible, sustainable, and proportionate sharing of company success between shareholders and employees.

Table of Contents

Balancing these reinforcing (and competing) objectives is what the programs at IHS are intended to do. We believe the programs and related pay opportunities allow us to achieve these objectives in a prudent and effective way. The executive compensation structure at IHS is straightforward, competitive in the marketplace, has a strong emphasis on performance (more than many), and is one that shareholders can strongly support.

We have implemented this structure in a way that supports and properly balances the items outlined above.

Objectives of the Executive Compensation Program

The objectives of our executive compensation program are to:

- align executive compensation with key stakeholder interests;
- attract, retain and motivate highly qualified executive talent; and
- provide appropriate rewards for the achievement of business objectives and growth in stockholder value.

Table of Contents

Design of the Total Compensation Program

Our executive compensation program consists of several elements. The following table outlines details of each element.

Component	Purpose	Philosophy Statement
Base Salary	Pay for expertise and experience	Generally, targeted at the 50th percentile of peer companies
	Attract and retain qualified executives	Actual salaries also based on individual experience, expertise, and performance
Short-Term Incentives	Pay for demonstration of our core competencies	Opportunity generally targeted at the 50th percentile
	Motivate superior operational and financial performance	Provide for increased opportunity when performance exceeds goals
	Provide annual recognition of performance	Measures intended to foster customer delight, sustainable year-over year growth, and value creation
	Align performance and rewards with competitive opportunities	
Long-Term Incentives	Align executives with stockholders	Appropriate target opportunities based on a review of multiple reference points:
	Provide incentives to drive long-term value creation	Market data (50th – 75th percentiles)
	Ensure long-term retention	Individual and company performance
	Align with competitive practices	Predominant focus on long-term incentive vehicles that reward for results based on long-term financial drivers of shareholder value
		Intended to maintain a meaningful and yet forfeitable ownership stake denominated in our stock
Executive Retirement Benefits	Contribute to a competitive total rewards package	Programs are consistent with those of employees generally, plus restoration for retirement benefits capped by limits imposed by the Internal Revenue Code on compensation that counts as retirement-eligible

43

Table of Contents

Component	Purpose	Philosophy Statement
Employment Agreements	Attract and retain critical talent, particularly for those roles with a high demand for their expertise and services	Benefit levels set conservatively compared to peer group practices
	Institute a measure of protection by requiring non-compete and non-solicitation provisions as a condition of employment	Protect executives in the case of job loss (except for any termination for cause)
		For change-in-control protection, help ensure that executives consider all appropriate transactions to increase stockholder value

Overview of Executive Compensation Decisions During Fiscal Year 2010

The Human Resources Committee of the Board (the Committee) considered a variety of factors in making compensation decisions in fiscal year 2010:

- experience, responsibilities, and individual and overall company performance;
- internal equity among senior executives;
- role an executive plays in our succession planning efforts;
- competitive market data and trends; and
- alignment with three key stakeholders stockholders, customers, and colleagues.

These factors are particularly important in designing compensation arrangements to attract and motivate executives in the markets in which IHS competes.

The Committee also takes into account the necessary balance between appropriately motivating our executives and ensuring that the compensation program does not encourage excessive risk-taking. We believe the balance between short- and long-term incentives supports our shareholders desire that we deliver results while ensuring financial soundness of our company over the long term. For fiscal year 2010, the Committee concluded that the compensation program adequately managed risk-taking incentives, including the application of both our annual and long-term incentive plans. Specifically, we continued to rely on our long-term performance measures, stock ownership guidelines, and robust internal controls over financial reporting to ensure that performance-based awards are earned on the basis of accurate financial data. Based on this analysis, the Committee concluded that our compensation programs, both executive and broad-based, provide multiple effective safeguards to protect against unnecessary risk-taking, effectively balancing risk and reward in the best interest of our shareholders.

The Committee engages an outside consultant for counsel on executive compensation matters. At the beginning of the year, its outside advisor, Hewitt Associates, undertook a separation of a significant portion of its North American Executive Compensation Practice in order to respond to the need for greater independence in its executive compensation services. This separation resulted in the creation of a new, stand-alone, independent consultancy, Meridian Compensation Partners, LLC. Accordingly, the Committee s advisor is now Meridian. Meridian only engages in executive compensation and related governance matters and therefore does not perform other unrelated services.

The Committee periodically reviews benchmarking data provided by its external consultant. The advisor provides market references for base salary, short-term incentives, and long-term incentives. Given the volatility in the market, the Committee also reviews overall trend data as it relates to long-term incentives. The peer group in fiscal year 2010 was based on companies that have similar business operations to IHS and are generally considered comparable companies with respect to business results. Our peer group for compensation benchmarking consists of the following companies:

IHS Peer Group for Compensation Benchmarking

Advisory Board Company	FactSet Research Systems Inc.	Moody s Corporation
The Corporate Executive Board Company	Fair Isaac Corporation	MSCI, Inc.
The Dun & Bradstreet Corporation	Gartner, Inc.	Thomson Reuters Corporation
Equifax Inc.	McGraw-Hill Companies	

After reviewing the benchmark data, the Committee considered the recommendations of our Chief Executive Officer (CEO) for each of the Named Executive Officers (NEOs), excluding the CEO, for base salary adjustments, target short- term incentive levels, and long-term incentive grants. In preparing recommendations and in presenting those recommendations to the Committee, the CEO will work as necessary in conjunction with the Chief Human Resources Officer to understand the relevant market comparisons, internal equity, succession planning and other relevant individual executive considerations. In general, the CEO s pay recommendations considered the following:

- performance versus stated individual and Company business objectives;
- the critical nature of each executive officer to the Company s future success;
- market data and the need to retain critical leadership talent.

For the CEO s compensation, the Committee discussed his compensation in executive session without the CEO present.

In 2010, the Committee considered the following factors in setting the compensation for the CEO: strong company performance, particularly in light of economic conditions; Mr. Stead s experience level, leadership, and individual performance for the year; and Mr. Stead s results in building teamwork and collaboration across our global organization as we continue to focus on delighting our customers. The Committee and Mr. Stead have agreed to put more emphasis on pay at risk in his compensation than is given in our stated philosophy.

During fiscal year 2010, the Committee also reviewed tally sheets to ensure that it had a complete understanding of the value of all compensation being delivered currently, as well as potential value in the future. In addition, the Committee reviews at each meeting a summary of the equity position for each executive for those awards that have vested and those that will vest in the future. These analyses were used to help the Committee ensure that:

- the executive team has a significant forfeitable equity stake; and
- the amount earned by executives is appropriate at various performance levels.

The Committee believes that the compensation program design is appropriate based on internal and external benchmarks. Most importantly, the Committee believes that the compensation program appropriately rewards stockholder value creation.

Table of Contents

Elements of Compensation

Base Salary

Despite our company s strong performance in 2010, a decision was made to forgo general salary increases for all of our executive officers with the exception of two special circumstances. This decision was made in light of the continued global economic conditions and as a matter of prudence for the company. In general, the CEO is below the 50th percentile market data and the other executive officers are at or below that level.

Mr. Key s salary was increased 5.9 percent to $450,000 to reflect his promotion and leadership for both the Insight and Information businesses.

Dr. Yergin s salary was increased to $600,000 as a result of his new contract and given the fact that he will no longer receive company provided financial counseling and supplemental life and disability insurances. The company has elected to no longer pay for these benefits which have never been provided to other named executive officers.

During 2010, Mr. Stead chose to cease any further accruals in the Company s Supplemental Retirement Plan. As a result, his payments under this plan commenced January 1, 2010 and equal $214,572 annually. Due to these payments, Mr. Stead chose to reduce his salary by an equal amount. As a result, his new salary was $535,428 effective January 1, 2010.

Short-Term Incentives

Our short-term incentive program is intended to motivate superior operational and financial performance, provide annual recognition of performance, and align performance with the business strategy and objectives. Target incentive opportunities are intended to be competitive with market practice. However, to emphasize pay for performance, payouts are a function of performance and not a result of market benchmarking of the payouts of the peer group.

Each level within IHS has a target annual opportunity as a percentage of base salary. The target opportunities for each level are generally based on 50th percentile market data from our benchmarking analysis, as well as considerations for internal equity. Targets for the NEOs are as follows:

Named Executive Officer	2010 Short-Term Incentive Target as Percentage of Salary
Stead	100%
Yergin	100%
Key	75%
Sullivan	75%
Tarr(1)	75%

(1) Mr. Tarr resigned as an executive officer of the Company effective December 31, 2010.

Table of Contents

In order to achieve the objectives of the compensation program, performance against the metrics in the table below are measured to determine actual amounts earned from the bonus. The Committee believes that these metrics represent key operational and financial criteria for IHS that drive long-term stockholder value. The weightings between financial performance and strategic/individual goals are consistent across the organization.

Metric	Weighting	Payout Level	2010 Goal	Percentage of Target Earned(1)
Corporate Adjusted Earnings per Share (EPS)(2)	30%	Threshold	$2.75	30%
		Target	$2.93	100%
		Maximum	$3.08	150%
Corporate Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization (EBITDA) Margin(2)	35%	Threshold	29%	30%
		Target	30%	100%
		Maximum	31%	150%
Strategic/ Individual Goals	25%	Threshold	Based on CEO	50%
		Target	and/or Committee	100%
		Maximum	Assessment	150%
Customer Delight	10%	Threshold	60%	30%
		Target	62%	100%
		Maximum	64%	150%

(1) Percentage of target earned is interpolated between these points. No amount is paid below the level identified as Threshold.

(2) Adjusted measures exclude extraordinary items, pension income or expense, and expense related to restricted share grants.

The Strategic/Individual Goals portion was primarily tied to an assessment of each NEO s performance in terms of our four goals as follows:

- improving on customer satisfaction (Customer Delight);
- fostering a culture that enables colleague success;
- delivering profitable top and bottom-line growth; and
- shareowner success relative to peer group.

In addition to earned awards that are possible under the plan as described above, we have a special achievement award. Specifically, the special achievement award is tied to organic revenue growth for all employees eligible for the annual incentive plan, including the NEOs. For every one percent of corporate organic revenue growth above 9.5 percent annual growth in 2010, all plan participants would receive an additional award equal to five percent of the calculated bonus amount. Awards are calculated on a pro-rata basis. The full-year organic growth target under this special achievement plan was not met in 2010 and no payment occurred under this award.

For fiscal year 2010, the results for the NEO short-term incentives were:

Metric	**Actual Payout %**
Corporate Adjusted EPS	110%
Corporate Adjusted EBITDA Margin %	112%
Overall Customer Delight	65%
Strategic/Individual Performance	Determined by the Committee

Table of Contents

The final payout is as follows:

Named Executive Officer	Target Bonus Opportunity	Final Payout
Stead	$ 750,000	$ 871,500
Yergin	$ 600,000	$ 630,000
Key	$ 337,500	$ 385,000
Sullivan	$ 337,500	$ 365,000
Tarr(1)	$ 382,500	$ 420,000

(1) Mr. Tarr resigned as an executive officer of the Company effective December 31, 2010.

Long-Term Incentives

Our long-term incentive awards are intended to align executives with stockholders, drive long-term value in the organization, provide for significant long-term retention, and match competitive compensation practices. Awards were granted in February 2010 after approval in the December 2009 Committee meeting. Additional grants were also awarded in August 2010.

Performance Share Units

Performance-based restricted stock units (PSUs) strongly align executives both to our financial performance and our stock price. PSUs granted in fiscal year 2010 to each of our NEOs will be earned at the end of fiscal year 2012 if specified performance goals are met. The Committee feels that these goals are key drivers of long-term stockholder value. The awards are denominated and paid in shares of IHS stock so that executives are directly aligned with stockholders during the performance period. The table below applies to all of our NEOs, except for Mr. Stead.

Metric	Weighting	Payout Level	Percentage of Target Shares Earned(2)
2011 Corporate Revenue		Threshold	50%
	50%	Target	100%
		Maximum	175%
2011 Corporate Adjusted EBITDA(1)		Threshold	50%
	50%	Target	100%
		Maximum	175%

(1) Adjusted measures exclude extraordinary items, pension income or expense, and expense related to restricted share grants.

(2) If threshold levels are not met, 0 percent of target is earned for that measure.

Table of Contents

The Committee sets what it believes to be stretch performance goals for revenue and adjusted EBITDA. To achieve 100 percent of target payout, the Company must grow at a rate in excess of historical industry trends. At the beginning of 2010, when our metrics were put in place for the 2010 2012 long-term performance cycle, the global economic crisis continued to impact many industries in a negative manner. For this reason, the targets which were approved reflect strong year-over-year growth versus broader historical market growth trends and were generally established to motivate strong year-over-year performance during this period of economic uncertainty.

Named Executive Officer	Performance Share Units at Target Performance
Yergin	15,000
Key	18,000
Sullivan	18,000
Tarr(1)	19,000

(1) Mr. Tarr resigned as an executive officer of the Company effective December 31, 2010.

For 2010, Mr. Stead was granted time-based shares. These shares were to provide recognition for the Company s outstanding performance during very difficult global economic conditions. These time-based grants are also critical in retaining Mr. Stead over the next two to three years. Mr. Stead continues to participate in our PSU program through awards granted prior to 2010 that cover company performance through 2011. In February 2011, Mr. Stead received a grant of 50,000 PSUs, the vesting of which half is tied to company performance for fiscal year 2012 and half is tied to performance for fiscal year 2013.

A market range of shares between the 50th and 75th percentile was utilized for the NEOs. Within this market range, each individual was granted a differentiated award based on the Committee s evaluation of performance, potential and an analysis of outstanding unvested equity.

These awards were approved at the December 2009 Committee meeting and were granted in February 2010 based on our annual compensation cycle. The timing of grants for the NEOs is consistent with all other IHS employees.

Special Grants of Time-Based Awards

During 2010, two separate time-based grants were awarded to our executive officers, including Mr. Stead as described above. The first grant occurred in February along with our normal grant cycle and an additional grant was made in August 2010. While our program continues to be focused on PSUs and a strong link to shareholder value creation, the Committee believed it was important to make these time-based grants in 2010 for the following reasons:

- Despite the Company s outstanding performance in 2010, the PSUs granted in 2008 for the performance period 2008-2010 vested below target levels due to the fact that performance metrics were set well in advance of the global economic downturn which began in late 2008. Recognition of the value created since the IPO and of our ability to continue to create significant value for shareholders was very important to the Committee.

- The Committee has a strong desire to retain the current executive team which has been critical to the Company s ongoing success since our initial public offering in 2005.

Table of Contents

Our current team of executives is critical to the Company s ongoing succession planning which continued to evolve during 2010 as we further assessed our executive talent. The Committee believes it is in the best interest of shareholders to retain and motivate the executive team during the unprecedented global recession.

Effective as of July 2, 2010, the Committee approved an employment agreement with Dr. Yergin, replacing Dr. Yergin s prior employment agreement dated September 1, 2004. The Committee entered into this agreement because of the unique value Dr. Yergin brings to IHS. Dr. Yergin is an internationally respected expert on energy policy, international politics and economics. He is a Pulitzer Prize winning author, a member of the Board of the United States Energy Association, and a member of the National Petroleum Council (see Officers). His skills and expertise cannot be found elsewhere. Among other provisions, the agreement provided for a one-time award of 175,000 restricted stock units (RSUs) with an eight-year time-based vesting schedule and eligibility for an annual grant of 20,000 PSUs. (See Executive Employment Agreements.) The time-based grant will provide for the retention of Dr. Yergin through retirement.

Stock Ownership Guidelines

The Committee believes that senior management should have a significant equity interest in the Company. In order to promote equity ownership and further align the interests of management with our stockholders, the Committee has adopted share retention and ownership guidelines for senior management. Our executive officers must retain 50 percent of the net after-tax shares of all non-option awards that were granted after the individual was named an executive officer of the Company. These shares must be held until the executive officer terminates employment with IHS.

The Committee reviews share ownership levels of those persons subject to these guidelines in their annual review of tally sheets. All NEOs are in compliance with these guidelines.