

Edgar Filing: IHS Inc. - Form SC 13D/A

IHS Inc.  
Form SC 13D/A  
November 21, 2007

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

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SCHEDULE 13D

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

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IHS, INC.  
(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)

451734107  
(CUSIP Number)

THOMAS J. MURPHY  
C/O GENERAL ATLANTIC SERVICE COMPANY, LLC  
3 PICKWICK PLAZA  
GREENWICH, CONNECTICUT 06830  
TEL. NO.: (203) 629-8600  
(Name, Address and Telephone Number of  
Person Authorized to Receive Notices  
and Communications)

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November 13, 2007  
(Date of Event which Requires Filing  
of this Statement)

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

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-1(a) for other parties to whom copies are to be sent.

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

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

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1 NAME OF REPORTING PERSON

General Atlantic Partners 82, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  [X]  
(b)  [ ]

,3 SEC USE ONLY  
,

4 SOURCE OF FUNDS

00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

[ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

3,487,500

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

3,487,500

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,487,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

[ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.1%

14 TYPE OF REPORTING PERSON

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PN

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1 NAME OF REPORTING PERSON

GAP Coinvestments III, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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ITEMS 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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-0-

8 SHARED VOTING POWER

NUMBER OF  
SHARES  
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7.1%

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14 TYPE OF REPORTING PERSON

OO

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NAME OF REPORTING PERSON

1

GAP Coinvestments IV, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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Delaware

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-0-

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7.1%

14 TYPE OF REPORTING PERSON

OO

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NAME OF REPORTING PERSON

1

GAP-W, LLC

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

SOURCE OF FUNDS

OO

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) or 2 (e)

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CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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SOLE VOTING POWER

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SOLE DISPOSITIVE POWER

-0-

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SHARED DISPOSITIVE POWER

3,487,500

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AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,487,500

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.1%

14 TYPE OF REPORTING PERSON

OO

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NAME OF REPORTING PERSON

1

GapStar, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2 (d) or 2 (e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

-0-

8 SHARED VOTING POWER

3,487,500

NUMBER OF  
SHARES  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON  
WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

3,487,500

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3,487,500

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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[ ]

-----  
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.1%

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14 TYPE OF REPORTING PERSON

OO  
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ITEM 1. SECURITY AND ISSUER.

This Amendment No. 2 to Schedule 13D is filed by the undersigned, other than GAP-W, LLC, to amend the Schedule 13D filed by the undersigned, other than GAP-W, LLC, dated November 22, 2005, as amended by Amendment No. 1 filed on October 3, 2007, and relates to the Class A Common Stock, par value \$0.01 per share (the "Common Stock"), of IHS, Inc., a Delaware corporation (the "Company"). This filing is Amendment No. 1 to the initial Schedule 13D filing of GAP-W, LLC, filed on October 3, 2007, with regard to the Common Stock. The address of the principal executive office of the Company is 15 Inverness Way East, Englewood, CO, 80112.

ITEM 2. IDENTITY AND BACKGROUND.

No change.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

No change.

ITEM 4. PURPOSE OF TRANSACTION.

No change.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

ITEM 5 IS HEREBY AMENDED AND RESTATED IN ITS ENTIRETY AS FOLLOWS:

(a) As of the date hereof, GA, GAP 82, GAPCO III, GAPCO IV and GAP-W each own of record, no shares of Common Stock, 2,243,520 shares of Common Stock, 244,198 shares of Common Stock, 41,621 shares of Common Stock and 958,161 shares of Common Stock, respectively, representing 0.0%, 4.6%, 0.5%, 0.09% and 2.0% of the Company's issued and outstanding shares of Common Stock. In addition, GapStar has an indirect ownership interest in 59,610 shares of Common Stock held by GAPCO III, representing approximately 0.1% of the

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Company's issued and outstanding shares of Common Stock. Percentages presented



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in response to this item are based on the number of shares of Common Stock reported as issued and outstanding in the Company's Quarterly Report on Form 10-Q filed on September 28, 2007.

By virtue of the fact that (i) GA is the general partner of GAP 82, the sole member of GapStar and the manager of GAP-W and (ii) the managing members authorized and empowered to vote and dispose of the securities held by GAPCO III and GAPCO IV are GA Managing Directors, the Reporting Persons may be deemed to share voting power and the power to direct the disposition of the shares of Common Stock, which each owns of record. As of the date hereof, each of the Reporting Persons may be deemed to own beneficially an aggregate of 3,487,500 shares of Common Stock, or 7.1% of the Common Stock.

(b) Each of the Reporting Persons has the shared power to direct the vote and the shared power to direct the disposition of the 3,487,500 shares of Common Stock that may be deemed to be owned beneficially by each of them.

(c) Except for the dispositions set forth in the table below, to the knowledge of the Reporting Persons with respect to the persons named in response to paragraph (a), none of the persons named in response to paragraph (a) has effected any transactions in shares of Common Stock during the past 60 days.

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Date of Disposition	Name of Entity	Number of Shares	Price per Share
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11/13/07	GAP 82	826,979	\$62.76 (1)
11/13/07	GAPCO III	76,014	\$62.76 (1)
11/13/07	GAPCO IV	15,342	\$62.76 (1)
11/13/07	GAPCO III	14,000	\$0 (2)
11/14/07	GAP 82	237,418	\$62.75 (1)
11/14/07	GAPCO III	22,342	\$62.75 (1)
11/14/07	GAPCO IV	4,405	\$62.75 (1)
11/14/07	GAPCO III	3,500	\$0 (2)

(1) This disposition was conducted pursuant to an open market sale.

(2) This disposition reflects a pro rata distribution of shares of Common Stock to certain limited partners of GAPCO III.

(d) No person other than the persons listed is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, any securities owned by any member of the group.

(e) Not Applicable.

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ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIP WITH RESPECT TO THE ISSUER.

No change.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

No change.

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SIGNATURES

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

Dated: November 20, 2007

GENERAL ATLANTIC LLC

By: /s/ Thomas J. Murphy

-----  
Name: Thomas J. Murphy  
Title: Managing Director

GENERAL ATLANTIC PARTNERS 82, L.P.

By: General Atlantic LLC,  
Its general partner

By: /s/ Thomas J. Murphy

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Name: Thomas J. Murphy  
Title: Managing Director

GAP COINVESTMENTS III, LLC

By: /s/ Thomas J. Murphy

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Name: Thomas J. Murphy  
Title: A Managing Member

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GAP COINVESTMENTS IV, LLC

By: /s/ Thomas J. Murphy

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Name: Thomas J. Murphy  
Title: A Managing Member

GAP-W, LLC

By: General Atlantic LLC,  
Its manager

By: /s/ Thomas J. Murphy

-----  
Name: Thomas J. Murphy  
Title: Managing Director

GAPSTAR, LLC

By: General Atlantic LLC,  
Its sole member

By: /s/ Thomas J. Murphy

-----  
Name: Thomas J. Murphy  
Title: Managing Director