

Verisk Analytics, Inc.  
Form 8-K  
May 12, 2015

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report:**

**(Date of earliest event reported)**

**May 6, 2015**

**VERISK ANALYTICS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction)**

**001-34480**  
**(Commission)**

**26-2994223**  
**(IRS Employer)**

**of incorporation)**

**File Number)**

**Identification No.)**

**545 Washington Boulevard**

**Jersey City, New Jersey 07310**

**(Address of principal executive offices and zip code)**

**(201) 469-2000**

**(Registrant's telephone number, including area code)**

**N/A**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Registrant under any of the following provisions (see General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425).
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12).
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)).
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

**Item 1.01. Entry into a Material Definitive Agreement**

On May 6, 2015, Verisk Analytics, Inc. (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) by and among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the underwriters named therein (the Underwriters ), pursuant to which the Company agreed to sell to the Underwriters 10,604,000 shares (the Shares ) of the Company s Class A common stock, par value \$0.001 per share (the Common Stock ). The Shares, which were offered and sold pursuant to the Underwriting Agreement, include 964,000 shares of the Common Stock to be purchased by the Underwriters pursuant to the option provided therein. The Shares are registered pursuant to the Company s shelf registration statement on Form S-3 (File No. 333-194874), filed on March 28, 2014.

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

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

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

**Exhibit  
No.**

**Description**

1.1	Underwriting Agreement, dated as of May 6, 2015, by and among Verisk Analytics, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the underwriters named therein.
5.1	Opinion of Davis Polk & Wardwell LLP.
23.1	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VERISK ANALYTICS, INC.

Date: May 12, 2015

By: /s/ Kenneth E. Thompson

Name: Kenneth E. Thompson

Title: Executive Vice President, General Counsel and  
Corporate Secretary