

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

IHS Inc.
Form SC 13D/A
April 23, 2008

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

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)

APRIL 21, 2008
(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 LLC

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

2,735,409

NUMBER OF
SHARES
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON
WITH

9 SOLE DISPOSITIVE POWER

-0-

10 SHARED DISPOSITIVE POWER

2,735,409

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,735,409

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

[]

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

5.6%

14 TYPE OF REPORTING PERSON

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NAME OF REPORTING PERSON

1 General Atlantic Partners 82, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [X]
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14 TYPE OF REPORTING PERSON

PN

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NAME OF REPORTING PERSON

1

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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12

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

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

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5.6%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 451734107

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1 NAME OF REPORTING PERSON

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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5.6%

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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[]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.6%

14 TYPE OF REPORTING PERSON
OO

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1 NAME OF REPORTING PERSON
GapStar, LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS
OO

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ITEMS 2(d) or 2(e)

[]

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Delaware

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-0-

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2,735,409

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-0-

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2,735,409

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2,735,409

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[]

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

5.6%

14 TYPE OF REPORTING PERSON

OO

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ITEM 1. SECURITY AND ISSUER.

This Amendment No. 3 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 Amendment No. 2 filed on November 21, 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. 2 to the initial Schedule 13D filing of GAP-W, LLC, filed on October 3, 2007, as amended by Amendment No. 1 filed on November 21, 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, 1,712,777 shares of Common Stock, 186,429 shares of Common Stock, 31,775 shares of Common Stock and 804,428 shares of Common Stock, respectively, representing 0.0%, 3.5%, 0.4%, 0.07% and 1.7% of the Company's issued and outstanding shares of Common Stock. In addition, GapStar

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has an indirect ownership interest in 45,508 shares of Common Stock held by

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GAPCO III, representing approximately 0.09% of the Company's issued and outstanding shares of Common Stock. Percentages presented 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 March 28, 2008.

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 2,735,409 shares of Common Stock, or 5.6% 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 2,735,409 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.

(d)

| Date of Disposition | Name of Entity | Number of Shares | Price per Share |
|---------------------|----------------|------------------|-----------------|
| 4/21/08 | GAP 82 | 530,743 | \$65.05(1) |
| 4/21/08 | GAPCO III | 50,179 | \$65.05(1) |
| 4/21/08 | GAPCO IV | 9,846 | \$65.05(1) |

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| Date of Disposition | Name of Entity | Number of Shares | Price per Share |
|---------------------|----------------|------------------|-----------------|
| 4/21/08 | GAP-W | 153,733 | \$65.05(1) |
| 4/21/08 | GAPCO III | 7,590 | \$0(2) |

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

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

(e) 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.

(f) Not Applicable.

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

No change.

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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: April 23, 2008

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

Name: Thomas J. Murphy
Title: Managing Director

GAP COINVESTMENTS III, LLC

By: /s/ Thomas J. Murphy

Name: Thomas J. Murphy
Title: A Managing Member

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GAP COINVESTMENTS IV, LLC

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By: /s/ Thomas J. Murphy

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