

Verisk Analytics, Inc.  
Form 8-K  
May 16, 2012

**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 16, 2012**

**VERISK ANALYTICS, INC.**

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

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

**of incorporation)**

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

**File Number)**

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

**Identification No.)**

Edgar Filing: Verisk Analytics, Inc. - Form 8-K

**545 Washington Boulevard, Jersey City, NJ**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (201) 469-2000**

**07310**

**(Zip Code)**

**(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:

- .. 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 5.07 Submission of Matters to a Vote of Security Holders**

The following proposals were submitted to the holders of Class A common stock of Verisk Analytics, Inc. (the Company) for a vote at the 2012 Annual Meeting of Stockholders held on May 16, 2012:

1. The election of three members of the Board of Directors;
2. The advisory, non-binding resolution to approve the compensation of the Company's named executive officers (say-on-pay);
3. The approval of the Verisk Analytics, Inc. 2012 Employee Stock Purchase Plan; and
4. The ratification of the appointment of Deloitte & Touche LLP as the Company's independent auditors for the year ending December 31, 2012.

The results of such votes were as follows:

1. The Company's stockholders elected each of the three nominees to the Board of Directors for a three year term by the following votes:

| Name of Nominee | Number of Votes<br>For | Number of Votes<br>Withheld | Number of Broker<br>Non-Votes |
|-----------------|------------------------|-----------------------------|-------------------------------|
| J. Hyatt Brown  | 141,056,295            | 3,497,793                   | 4,308,758                     |
| Glen A. Dell    | 141,307,033            | 3,247,055                   | 4,308,758                     |
| Samuel G. Liss  | 130,168,116            | 14,385,972                  | 4,308,758                     |

2. The Company's stockholders approved the compensation of the Company's named executive officers on an advisory, non-binding basis by the following votes:

| Number of Votes For | Number of Votes Against | Number of Votes Abstaining | Number of Broker Non-Votes |
|---------------------|-------------------------|----------------------------|----------------------------|
| 130,870,397         | 13,206,488              | 477,203                    | 4,308,758                  |

3. The Company's stockholders approved the 2012 Employee Stock Purchase Plan by the following votes:

| Number of Votes For | Number of Votes Against | Number of Votes Abstaining | Number of Broker Non-Votes |
|---------------------|-------------------------|----------------------------|----------------------------|
| 143,300,602         | 643,259                 | 610,227                    | 4,308,758                  |

4. The Company's stockholders ratified the appointment of Deloitte & Touche LLP as the Company's independent auditors for the year ending December 31, 2012 by the following votes:

| Number of Votes For | Number of Votes Against | Number of Votes Abstaining | Number of Broker Non-Votes |
|---------------------|-------------------------|----------------------------|----------------------------|
| 147,917,789         | 865,622                 | 79,435                     | 0                          |

**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 16, 2012

By: /s/ Kenneth E. Thompson  
Name: Kenneth E. Thompson  
Title: Executive Vice President,

General Counsel and Corporate Secretary