

IHS Inc.
Form 4/A
December 03, 2007

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DENNING STEVEN A

(Last) (First) (Middle)

**GENERAL ATLANTIC SERVICE
COMPANY, LLC, 3 PICKWICK
PLAZA**

(Street)

GREENWICH, CT 06830

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

IHS Inc. [IHS]

3. Date of Earliest Transaction
(Month/Day/Year)

11/13/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/14/2007

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	11/13/2007		S		826,979	D	\$ 62.76	3,755,165 ⁽⁵⁾	I See Footnote ⁽¹⁾
Class A Common Stock	11/13/2007		S		76,014	D	\$ 62.76	3,755,165 ⁽⁵⁾	I See Footnote ⁽²⁾
Class A Common Stock	11/13/2007		S		15,342	D	\$ 62.76	3,755,165 ⁽⁵⁾	I See Footnote ⁽³⁾
Class A	11/13/2007		J ⁽⁴⁾		14,000	D	⁽⁴⁾	3,755,165 ⁽⁵⁾	I See

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Common Stock									Footnote (2)
Class A Common Stock	11/14/2007	S	237,418	D	\$ 62.75	3,487,500 (6)	I		See Footnote (1)
Class A Common Stock	11/14/2007	S	22,342	D	\$ 62.75	3,487,500 (6)	I		See Footnote (2)
Class A Common Stock	11/14/2007	S	4,405	D	\$ 62.75	3,487,500 (6)	I		See Footnote (3)
Class A Common Stock	11/14/2007	J(4)	3,500	D	(4)	3,487,500 (6)	I		See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
DENNING STEVEN A GENERAL ATLANTIC SERVICE COMPANY, LLC 3 PICKWICK PLAZA GREENWICH, CT 06830	Director 10% Owner Officer Other
	X

Signatures

/s/ Steven A.
Denning

12/03/2007

 Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) By General Atlantic Partners 82 , L.P. ("GAP 82"). See footnotes 5 and 6.
- (2) By GAP Coinvestments III, LLC ("GAPCO III"). See footnotes 5 and 6.
- (3) By GAP Coinvestments IV, LLC ("GAPCO IV"). See footnotes 5 and 6.
- (4) Pro rata distribution of Class A Common Stock to limited partners.

Amount of securities beneficially owned following November 13, 2007 reported transactions represents 2,480,938 shares owned by GAP 82, 270,040 shares owned by GAPCO III, 46,026 shares owned by GAPCO IV and 958,161 shares owned by GAP-W, LLC ("GAP-W"). General Atlantic LLC ("GA LLC") is the general partner of GAP 82 and the manager of GAP-W. The Managing Directors of GAPCO III and GAPCO IV are Managing Members of GAPCO III and GAPCO IV. In connection with other transactions included in this report, partnership interests in GAP-W were reallocated among certain of its partners, including GA LLC, but the number of shares of the Issuer owned by GAP-W did not change. Mr. Denning is Chairman and a Managing Director of GA LLC and a Managing Member of each of GAPCO III and GAPCO IV, and disclaims beneficial ownership of all shares reported herein except to the extent of his pecuniary interest in such shares.

- (5)
- (6) Amount of securities beneficially owned following November 14, 2007 reported transactions represents 2,243,520 shares owned by GAP 82, 244,198 shares owned by GAPCO III, 41,621 shares owned by GAPCO IV and 958,161 shares owned by GAP-W. GA LLC is the general partner of GAP 82 and the manager of GAP-W. The Managing Directors of GAPCO III and GAPCO IV are Managing Members of GAPCO III and GAPCO IV. In connection with other transactions included in this report, partnership interests in GAP-W were reallocated among certain of its partners, including GA LLC, but the number of shares of the Issuer owned by GAP-W did not change. Mr. Denning is Chairman and a Managing Director of GA LLC and a Managing Member of each of GAPCO III and GAPCO IV, and disclaims beneficial ownership of all shares reported herein except to the extent of his pecuniary interest in such shares.

Remarks:

This amendment restates footnotes 5 and 6 in their entirety.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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