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 21, 2024

VERISK ANALYTICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE (State or Other Jurisdiction of Incorporation) 001-34480 (Commission File Number) 26-29942 (I.R.S. Empi Identification N

545 Washington Boulevard Jersey City, New Jersey 07310 (Address of Principal Executive Offices) (201) 469-3000

(Registrant's telephone number, including area code)

| Common Stock \$.001 par value | VRSK | NASDAQ Global Se | | | |
|--|---|-----------------------------------|--|--|--|
| Title of each class | Trading Symbol | Name of each ex on which regis | | | |
| Securities | registered pursuant to Section 12(b) of | the Act: | | | |
| Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CF | | | | | |
| Pre-commencement communications pursuant to Rule $14	ext{d-}2	ext{(b)}$ under the Exchange Act (17 CFR 24 | | | | | |
| Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12) | | | | | |
| Written communications pursuant to | ations pursuant to Rule 425 under the Securities Act (17 CFR 230.425) | | | | |
| eck the appropriate box below if the Fogistrant under any of the following prov | rm 8-K filing is intended to simultaneou visions: | ısly satisfy the filing obl | | | |
| | | | | | |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 chapter).

Emerging growth company \square

Item 8.01. Other Events

On May 21, 2024, Verisk Analytics, Inc. (the "Company") entered into an Underwriting Agreement ("Underwriting Agreement") by and among the Company and BofA Securities, Inc. and HSBC Securities (representatives of the underwriters named therein (the "Underwriters"), pursuant to which the Company to the Underwriters \$600,000,000 aggregate principal amount of its 5.250% Senior Notes due 2034 (the The Securities, which were offered and sold pursuant to the Underwriting Agreement, are registered pur Company's shelf registration statement on Form S-3 (File No. 333-270827), filed on March 24, 2023.

On June 5, 2024, the Company and Computershare Trust Company, N.A. as successor to Wells Fargo trustee (the "Trustee") entered into a fourth supplemental indenture to the Base Indenture (the "Fourth Indenture," and the together with the Base Indenture, the "Indenture"), providing for the issuance of the

The Securities bear interest at 5.250% per annum and will mature on June 5, 2034. Interest on the 5 payable on June 5 and December 5 of each year beginning December 5, 2024. At any time and from time to March 5, 2034, the Company may redeem the Securities, in whole or in part, at a "make-whole" redendescribed in the Indenture. At any time and from time to time on or after March 5, 2034, the Company may some or all of the Securities at a redemption price equal to 100% of the principal amount of the Securities redeemed plus accrued and unpaid interest thereon to the redemption date as described in the Indenture

The Indenture contains certain restrictions, including a limitation that restricts the Company's abiliability of its subsidiaries to incur liens and enter into sale and leaseback transactions. The Indenture also ability of the Company to consolidate, merge or transfer all or substantially all of their assets, and require Company to offer to repurchase the notes of either series upon certain change of control events.

The foregoing descriptions of the Underwriting Agreement, the Indenture and the Securities are quentirety by reference to the Underwriting Agreement, which is filed herewith as Exhibit 1.1, the Base Inc was filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed on March 6, 2019, and the Fo Supplemental Indenture (including the forms of the Securities attached thereto), which is filed herewith each incorporated by reference herein. The form of the Notes is filed as Exhibit 4.2 to this Current Report and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 1.1 | Underwriting Agreement, dated May 21, 2024, by and among Verisk Analytics, Inc. and Boff Inc. and HSBC Securities (USA) Inc. as representatives of the underwriters named therein. |
| 4.1 | Fourth Supplemental Indenture, dated June 5, 2034, between Verisk Analytics, Inc. and Com Trust Company, N.A. as successor to Wells Fargo Bank, N.A., as Trustee. |
| 4.2 | Form of 5.250% Senior Notes due 2034. |
| 5.1 | Opinion of Davis Polk & Wardwell LLP. |
| 23.1 | Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1). |
| 104 | Cover Page Interactive File (the cover page tags are embedded within the Inline XBRL docu |
| | |

SIGNATURES

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

VERISK ANALYTICS, INC.

Date: June 5, 2024 By: <u>/s/ Kathy Card Beckles</u>

Name: Kathy Card Beckles

Title: Executive Vice President and Chief Lega