

FORM 8-K

May 21, 2024

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 101(b) of the Securities Exchange Act. ☐

Item 8.01. Other Events

On May 21, 2024, Verisk Analytics, Inc. (the “Company”) entered into an Underwriting Agreement (the “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 Securities, which were offered and sold pursuant to the Underwriting Agreement, are registered pursuant to the 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 Bank, N.A. as trustee (the “Trustee”) entered into a fourth supplemental indenture to the Base Indenture (the “Fourth Supplemental 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 Securities is payable on June 5 and December 5 of each year beginning December 5, 2024. At any time and from time to time on or before March 5, 2034, the Company may redeem the Securities, in whole or in part, at a “make-whole” redemption price as described in the Indenture. At any time and from time to time on or after March 5, 2034, the Company may redeem some or all of the Securities at a redemption price equal to 100% of the principal amount of the Securities being 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 ability of its subsidiaries to incur liens and enter into sale and leaseback transactions. The Indenture also restricts the ability of the Company to consolidate, merge or transfer all or substantially all of their assets, and requires the 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 qualified in entirety by reference to the Underwriting Agreement, which is filed herewith as Exhibit 1.1, the Base Indenture, which was filed as Exhibit 4.1 to the Company’s Current Report on Form 8-K filed on March 6, 2019, and the Fourth Supplemental Indenture (including the forms of the Securities attached thereto), which is filed herewith as Exhibit 4.2, each incorporated by reference herein. The form of the Notes is filed as Exhibit 4.2 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
1.1	Underwriting Agreement, dated May 21, 2024, by and among Verisk Analytics, Inc. and BofA Securities, Inc. and HSBC Securities (USA) Inc. as representatives of the underwriters named therein.
4.1	Fourth Supplemental Indenture, dated June 5, 2024, between Verisk Analytics, Inc. and Computershare 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 document)

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: /s/ Kathy Card Beckles
Name: Kathy Card Beckles
Title: Executive Vice President and Chief Legal Officer