

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended March 31, 2022
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____
Commission File Number: 001-34480

VERISK ANALYTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

26-2994223
(I.R.S. Employer Identification No.)

545 Washington Boulevard
Jersey City
NJ
(Address of principal executive offices)

07310-1686
(Zip Code)

(201) 469-3000
(Registrant's telephone number, including area code)
Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock \$.001 par value

Trading Symbol(s)
VRSK

Name of each exchange where registered
NASDAQ Global Select Market

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of April 29, 2022, there were 157,901,992 shares outstanding of the registrant's Common Stock, par value \$.001.

Verisk Analytics, Inc.
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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements

VERISK ANALYTICS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	<u>March 31, 2022</u>	<u>December 31, 2021</u>
	(in millions, except for share and per share data)	
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 397.9	\$ 280.3
Accounts receivable, net of allowance for doubtful accounts of \$19.2 and \$21.3, respectively	528.3	446.3
Prepaid expenses	105.5	102.6
Income taxes receivable	—	36.7
Other current assets	36.0	36.7
Current assets held for sale	51.7	—
Total current assets	<u>1,119.4</u>	<u>902.6</u>
Noncurrent assets:		
Fixed assets, net	635.9	658.2
Operating lease right-of-use assets, net	231.9	253.1
Intangible assets, net	1,280.1	1,225.9
Goodwill	3,957.6	4,331.2
Deferred income tax assets	5.0	6.6
Other noncurrent assets	438.6	430.5
Noncurrent assets held for sale	490.5	—
Total assets	<u>\$ 8,159.0</u>	<u>\$ 7,808.1</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 251.2	\$ 320.7
Short-term debt and current portion of long-term debt	1,296.3	971.3
Deferred revenues	707.0	501.0
Operating lease liabilities	35.9	41.2
Income taxes payable	93.9	9.0
Current liabilities held for sale	20.3	—
Total current liabilities	<u>2,404.6</u>	<u>1,843.2</u>
Noncurrent liabilities:		
Long-term debt	2,342.8	2,342.8
Deferred income tax liabilities	435.0	470.5
Operating lease liabilities	238.6	254.7
Other noncurrent liabilities	47.5	54.4
Noncurrent liabilities held for sale	14.6	—
Total liabilities	<u>5,483.1</u>	<u>4,965.6</u>
Commitments and contingencies (Note 16)		
Stockholders' equity:		
Common stock, \$.001 par value; 2,000,000,000 shares authorized; 544,003,038 shares issued; 158,869,156 and 161,651,639 shares outstanding, respectively	0.1	0.1
Additional paid-in capital	2,632.5	2,608.7
Treasury stock, at cost, 385,133,882 and 382,351,399 shares, respectively	(5,205.9)	(4,638.1)
Retained earnings	5,696.9	5,240.4
Accumulated other comprehensive losses	(465.0)	(394.6)
Total Verisk stockholders' equity	<u>2,658.6</u>	<u>2,816.5</u>
Noncontrolling interests	17.3	26.0
Total stockholders' equity	<u>2,675.9</u>	<u>2,842.5</u>
Total liabilities and stockholders' equity	<u>\$ 8,159.0</u>	<u>\$ 7,808.1</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

VERISK ANALYTICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended March 31,	
	2022	2021
	(in millions, except for share and per share data)	
Revenues	\$ 775.5	\$ 726.1
Operating expenses (income):		
Cost of revenues (exclusive of items shown separately below)	280.5	262.4
Selling, general and administrative	135.3	119.8
Depreciation and amortization of fixed assets	49.6	48.5
Amortization of intangible assets	44.6	45.0
Other operating income, net	(377.1)	—
Total operating expenses, net	132.9	475.7
Operating income	642.6	250.4
Other income (expense):		
Investment (loss) income	(0.4)	1.7
Interest expense	(31.3)	(35.4)
Total other expense, net	(31.7)	(33.7)
Income before income taxes	610.9	216.7
Provision for income taxes	(105.1)	(48.7)
Net income	505.8	168.0
Less: Net (income) loss attributable to noncontrolling interests	(0.1)	0.6
Net income attributable to Verisk	\$ 505.7	\$ 168.6
Basic net income per share attributable to Verisk	\$ 3.15	\$ 1.04
Diluted net income per share attributable to Verisk	\$ 3.13	\$ 1.03
Weighted-average shares outstanding:		
Basic	160,680,955	162,641,819
Diluted	161,638,617	164,436,717

The accompanying notes are an integral part of these condensed consolidated financial statements.

VERISK ANALYTICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)

	Three Months Ended March 31,	
	2022	2021
	(in millions)	
Net income	\$ 505.8	\$ 168.0
Other comprehensive (loss) income, net of tax:		
Foreign currency translation adjustment	(71.6)	8.7
Pension and postretirement liability adjustment	0.6	0.8
Total other comprehensive (loss) income	(71.0)	9.5
Comprehensive income	434.8	177.5
Less: Comprehensive loss attributable to noncontrolling interests	0.5	0.8
Comprehensive income attributable to Verisk	\$ 435.3	\$ 178.3

The accompanying notes are an integral part of these condensed consolidated financial statements.

VERISK ANALYTICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)
For The Three Months Ended March 31, 2022 and 2021

	Common Stock Issued	Par Value	Additional Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Losses	Total Verisk Stockholders' Equity	Noncontrolling Interests	Total Stockholders' Equity
(in millions, except for share data)									
Balance, January 1, 2022	544,003,038	\$ 0.1	\$ 2,608.7	\$ (4,638.1)	\$ 5,240.4	\$ (394.6)	\$ 2,816.5	\$ 26.0	\$ 2,842.5
Net income	—	—	—	—	505.7	—	505.7	0.1	505.8
Other comprehensive loss	—	—	—	—	—	(70.4)	(70.4)	(0.6)	(71.0)
Investment in noncontrolling interests	—	—	—	—	—	—	—	(8.2)	(8.2)
Common stock dividend (1)	—	—	—	—	(49.2)	—	(49.2)	—	(49.2)
Treasury stock acquired (3,052,561 shares)	—	—	—	(571.3)	—	—	(571.3)	—	(571.3)
Stock options exercised (164,742 shares transferred from treasury stock)	—	—	14.4	2.2	—	—	16.6	—	16.6
Performance share units lapsed (48,449 shares transferred from treasury stock)	—	—	(0.6)	0.6	—	—	—	—	—
Restricted stock lapsed (47,191 shares transferred from treasury stock)	—	—	(0.6)	0.6	—	—	—	—	—
Stock-based compensation expense	—	—	20.5	—	—	—	20.5	—	20.5
Net share settlement from restricted stock awards (53,180 shares withheld for tax settlement)	—	—	(11.3)	—	—	—	(11.3)	—	(11.3)
Other stock issuances (9,696 shares transferred from treasury stock)	—	—	1.4	0.1	—	—	1.5	—	1.5
Balance, March 31, 2022	<u>544,003,038</u>	<u>\$ 0.1</u>	<u>\$ 2,632.5</u>	<u>\$ (5,205.9)</u>	<u>\$ 5,696.9</u>	<u>\$ (465.0)</u>	<u>\$ 2,658.6</u>	<u>\$ 17.3</u>	<u>\$ 2,675.9</u>
Balance, January 1, 2021	544,003,038	\$ 0.1	\$ 2,490.9	\$ (4,179.3)	\$ 4,762.2	\$ (375.7)	\$ 2,698.2	\$ —	\$ 2,698.2
Net income	—	—	—	—	168.0	—	168.0	—	168.0
Comprehensive loss attributable to noncontrolling interest	—	—	—	—	0.6	—	0.6	(0.8)	(0.2)
Investment in noncontrolling interest	—	—	—	—	—	—	—	16.0	16.0
Other comprehensive income	—	—	—	—	—	9.5	9.5	—	9.5
Common stock dividend (1)	—	—	—	—	(46.7)	—	(46.7)	—	(46.7)
Treasury stock acquired (560,526 shares)	—	—	—	(100.0)	—	—	(100.0)	—	(100.0)
Stock options exercised (115,284 shares transferred from treasury stock)	—	—	6.1	1.3	—	—	7.4	—	7.4
Performance share units lapsed (50,898 shares transferred from treasury stock)	—	—	(0.6)	0.6	—	—	—	—	—
Restricted stock lapsed (31,311 shares transferred from treasury stock)	—	—	(0.3)	0.3	—	—	—	—	—
Stock-based compensation expense	—	—	25.4	—	—	—	25.4	—	25.4
Net share settlement from restricted stock awards (37,683 shares withheld for tax settlement)	—	—	(7.8)	—	—	—	(7.8)	—	(7.8)
Other stock issuances (12,099 shares transferred from treasury stock)	—	—	1.6	0.1	—	—	1.7	—	1.7
Balance, March 31, 2021	<u>544,003,038</u>	<u>\$ 0.1</u>	<u>\$ 2,515.3</u>	<u>\$ (4,277.0)</u>	<u>\$ 4,884.1</u>	<u>\$ (366.2)</u>	<u>\$ 2,756.3</u>	<u>\$ 15.2</u>	<u>\$ 2,771.5</u>

(1) Refer to [Note 11](#). Stockholders' Equity for discussion related to quarterly cash dividends declared per share

The accompanying notes are an integral part of these condensed consolidated financial statements.

VERISK ANALYTICS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Three Months Ended March 31,	
	2022	2021
	(in millions)	
Cash flows from operating activities:		
Net income	\$ 505.8	\$ 168.0
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of fixed assets	49.6	48.5
Amortization of intangible assets	44.6	45.0
Amortization of debt issuance costs and original issue discount, net of original issue premium	0.3	0.4
Provision for doubtful accounts	1.7	3.2
Gain on sale of assets	(450.8)	—
Stock-based compensation expense	20.5	25.4
Impairment of long-lived assets	73.7	—
Deferred income taxes	(37.1)	(0.7)
Changes in assets and liabilities, net of effects from acquisitions:		
Accounts receivable	(133.1)	(89.5)
Prepaid expenses and other assets	1.4	(4.2)
Operating lease right-of-use assets, net	10.4	10.4
Income taxes	131.0	38.4
Accounts payable and accrued liabilities	(70.0)	(25.9)
Deferred revenues	266.1	256.9
Operating lease liabilities	(10.3)	(10.1)
Other liabilities	(4.2)	(17.1)
Net cash provided by operating activities	<u>399.6</u>	<u>448.7</u>
Cash flows from investing activities:		
Acquisitions and purchase of additional controlling interest, net of cash acquired of \$17.4 and \$3.8, respectively	(445.4)	(13.7)
Proceeds from sale of assets	575.0	—
Investments in nonpublic companies	(41.0)	—
Capital expenditures	(60.0)	(59.2)
Escrow funding associated with acquisitions	(2.3)	—
Payment of contingent liability related to acquisition	—	(1.2)
Other investing activities, net	—	0.4
Net cash provided by (used in) investing activities	<u>26.3</u>	<u>(73.7)</u>
Cash flows from financing activities:		
Proceeds from short-term debt	200.0	—
Repayment of current portion of long-term-debt	—	(50.0)
Proceeds from issuance of short-term debt with original maturities less than three months	125.0	—
Repurchases of common stock	(571.3)	(100.0)
Proceeds from stock options exercised	15.8	7.6
Net share settlement of taxes from restricted stock and performance share awards	(11.3)	(7.8)
Dividends paid	(49.4)	(47.1)
Other financing activities, net	(2.4)	(1.9)
Net cash used in financing activities	<u>(293.6)</u>	<u>(199.2)</u>
Effect of exchange rate changes	(6.6)	(3.7)
Net increase in cash and cash equivalents	125.7	172.1
Cash and cash equivalents, beginning of period	280.3	218.8
Cash and cash equivalents, end of period	<u>\$ 406.0</u>	<u>\$ 390.9</u>
Supplemental disclosures:		
Income taxes paid	<u>\$ 11.7</u>	<u>\$ 10.8</u>
Interest paid	<u>\$ 21.1</u>	<u>\$ 19.5</u>
Noncash investing and financing activities:		
Deferred tax liability established on date of acquisition	<u>\$ 16.1</u>	<u>\$ 2.2</u>
Net assets sold as part of the disposition	<u>\$ 124.2</u>	<u>\$ —</u>
Finance lease additions	<u>\$ 2.1</u>	<u>\$ 2.0</u>
Operating lease additions, net of terminations	<u>\$ 1.7</u>	<u>\$ 6.7</u>
Fixed assets included in accounts payable and accrued liabilities	<u>\$ 0.3</u>	<u>\$ 0.9</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.



VERISK ANALYTICS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
(Amounts in millions, except for share and per share data, unless otherwise stated)

1. Organization:

Verisk Analytics, Inc. is a data analytics provider serving customers in insurance, energy and specialized markets, and financial services. Using various technologies to collect and analyze billions of records, we draw on numerous data assets and domain expertise to provide first-to-market innovations that are integrated into customer workflows. We offer predictive analytics and decision support solutions to customers in rating, underwriting, claims, catastrophe and weather risk, global risk analytics, natural resources intelligence, economic forecasting, commercial banking and finance, and many other fields. Around the world, we help customers protect people, property, and financial assets.

2. Basis of Presentation and Summary of Significant Accounting Policies:

Our accompanying unaudited condensed consolidated financial statements have been prepared on the basis of accounting principles generally accepted in the U.S. ("U.S. GAAP"). The preparation of financial statements in conformity with these accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Significant estimates include acquisition purchase price allocations, the fair value of goodwill, the realization of deferred tax assets and liabilities, acquisition-related liabilities, fair value of stock-based compensation for stock options and performance share units granted, and assets and liabilities for pension and postretirement benefits. Actual results may ultimately differ from those estimates.

Our condensed consolidated financial statements as of March 31, 2022 and for the three months ended March 31, 2022 and 2021, in the opinion of management, include all adjustments, consisting of normal recurring items, to present fairly our financial position, results of operations, and cash flows. Our operating results for the three months ended March 31, 2022 are not necessarily indicative of the results to be expected for the full year. Our condensed consolidated financial statements and related notes as of and for the three months ended March 31, 2022 have been prepared on the same basis as and should be read in conjunction with our annual report on Form 10-K for the year ended December 31, 2021. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to the rules of the SEC. We believe the disclosures made are adequate to keep the information presented from being misleading.

Recent Accounting Pronouncements

Accounting Standard	Description	Effective Date	Effect on Consolidated Financial Statements or Other Significant Matters
<i>Business Combinations (Topic 805) In October 2021, the FASB issued ASU No. 2021-08, "Accounting for Contract Assets and Contract Liabilities from Contracts with Customers" ("ASU No. 2021-08")</i>	This amendment requires an acquirer to recognize and measure contract assets and contract liabilities acquired in a business combination in accordance with Topic 606. At the acquisition date, an acquirer should account for the related revenue contracts in accordance with Topic 606 as if it had originated the contracts. An acquirer should assess how the acquiree applied Topic 606 to determine what to record for the acquired revenue contracts. If the acquiree prepared financial statements in accordance with GAAP, this should result in an acquirer recognizing and measuring the acquired contract assets and contract liabilities consistent with how they were recognized and measured in the acquiree's financial statements. In circumstances in which the acquirer is unable to assess or rely on how the acquiree applied Topic 606, the acquirer should consider the terms of the acquired contracts, such as timing of payment, identify each performance obligation in the contracts, and allocate the total transaction price to each identified performance obligation on a relative standalone selling price basis as of the date the acquiree entered into the contracts to determine what should be recorded at the acquisition date.	Fiscal years beginning after December 15, 2022 with early adoption permitted.	We elected to early adopt ASU No. 2021-08 on January 1, 2022 on a prospective basis to all business combinations that occurred on or after the date of adoption. The adoption of ASU No. 2021-08 did not have a material impact on our Condensed Consolidated Financial Statements.

3. Revenues:

Disaggregated revenues by type of service and by country are provided below for the three months ended March 31, 2022 and 2021. No individual customer or country outside of the U.S. accounted for 10.0% or more of our consolidated revenues for the three months ended March 31, 2022 or 2021.

	Three Months Ended March 31,	
	2022	2021
Insurance:		
Underwriting & rating	\$ 416.0	\$ 377.1
Claims	170.4	158.5
Total Insurance	586.4	535.6
Energy and Specialized Markets	154.3	156.2
Financial Services	34.8	34.3
Total revenues	\$ 775.5	\$ 726.1

	Three Months Ended March 31,	
	2022	2021
Revenues:		
United States	\$ 594.4	\$ 561.1
United Kingdom	53.0	48.4
Other countries	128.1	116.6
Total revenues	\$ 775.5	\$ 726.1

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Contract assets are defined as an entity's right to consideration in exchange for goods or services that the entity has transferred to a customer when that right is conditioned on something other than the passage of time. As of March 31, 2022 and December 31, 2021, we had no contract assets. Contract liabilities are defined as an entity's obligation to transfer goods or services to a customer for which the entity has received consideration (or an amount of consideration is due) from the customer. As of March 31, 2022 and December 31, 2021, we had contract liabilities that primarily related to unsatisfied performance obligations to provide customers with the right to use and update the online content over the remaining contract term of \$708.7 million and \$504.8 million, respectively. Contract liabilities, which are current and noncurrent, are included in "Deferred revenues" and "Other noncurrent liabilities" in our condensed consolidated balance sheets, respectively, as of March 31, 2022 and December 31, 2021.

The following is a summary of the change in contract liabilities from December 31, 2021 through March 31, 2022:

Contract Liabilities at December 31, 2021	\$	504.8
Revenue		(775.5)
Billings		979.4
Contract Liabilities at March 31, 2022	\$	<u>708.7</u>

Our most significant remaining performance obligations relate to providing customers with the right to use and update the online content over the remaining contract term. Our disclosure of the timing for satisfying the performance obligation is based on the requirements of contracts with customers. However, from time to time, these contracts may be subject to modifications, impacting the timing of satisfying the performance obligations. These performance obligations, which are expected to be satisfied within one year, comprised approximately 98% and 97% of the balance at March 31, 2022 and December 31, 2021, respectively.

We recognize an asset for incremental costs of obtaining a contract with a customer if we expect the benefits of those costs to be longer than one year. As of March 31, 2022 and December 31, 2021, we had deferred commissions of \$91.3 million and \$86.8 million, respectively, which have been included in "Prepaid expenses" and "Other noncurrent assets" in our accompanying condensed consolidated balance sheets.

4. Investments and Fair Value Measurements:

We have certain assets and liabilities that are reported at fair value in our accompanying condensed consolidated balance sheets. To increase consistency and comparability of assets and liabilities recorded at fair value, Accounting Standards Codification ("ASC") 820-10, *Fair Value Measurements* ("ASC 820-10"), established a three-level fair value hierarchy to prioritize the inputs to valuation techniques used to measure fair value. ASC 820-10 requires disclosures detailing the extent to which companies measure assets and liabilities at fair value, the methods and assumptions used to measure fair value, and the effect of fair value measurements on earnings. In accordance with ASC 820-10, we applied the following fair value hierarchy:

- Level 1 - Assets or liabilities for which the identical item is traded on an active exchange, such as publicly-traded instruments.
- Level 2 - Assets or liabilities valued based on observable market data for similar instruments.
- Level 3 - Assets or liabilities for which significant valuation assumptions are not readily observable in the market; instruments valued based on the best available data, some of which are internally-developed, and considers risk premiums that market participants would require.

The fair values of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and short-term debt approximate their carrying amounts because of the short-term nature of these instruments. Our investments in registered investment companies, which are Level 1 assets measured at fair value on a recurring basis, were \$4.6 million and \$5.0 million as of March 31, 2022 and December 31, 2021, respectively. Our investments in registered investment companies are valued using quoted prices in active markets multiplied by the number of shares owned and were included in "Other current assets" in our accompanying condensed consolidated balance sheets.

We elected not to carry our long-term debt at fair value. The carrying value of the long-term debt represents amortized cost, inclusive of unamortized premium, and net of unamortized discount and debt issuance costs. We assess the fair value of these financial instruments based on an estimate of interest rates available to us for financial instruments with similar features, our current credit rating, and spreads applicable to us. The following table summarizes the carrying value and estimated fair value of these financial instruments as of March 31, 2022 and December 31, 2021, respectively:

	Fair Value Hierarchy	2022		2021	
		Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial instruments not carried at fair value:					
Senior notes (Note 10)	Level 2	\$ 2,692.2	\$ 2,760.4	\$ 2,692.0	\$ 3,017.4

On March 23, 2022, we made an additional \$37.0 million cash investment in Vexcel Group, Inc. ("Vexcel") for an additional 4.6% in ownership, bringing our interest to 43.3%. As of March 31, 2022 and December 31, 2021, we had an investment of \$181.1 million and \$144.1 million, respectively, related to such interest. The value of our investment is based on management's estimates with the assistance of valuations performed by third-party specialists. This investment was included in "Other noncurrent assets" in our accompanying condensed consolidated balance sheets.

As of March 31, 2022 and December 31, 2021, we had securities without readily determinable market values, inclusive of Vexcel, of \$198.6 million and \$161.6 million, respectively, which were accounted for at cost. We do not have the ability to exercise significant influence over the investees' operating and financial policies and do not hold investments in common stock or in-substance common stock in such entities. As of March 31, 2022 and December 31, 2021, we also had investments in private companies of \$26.2 million and \$54.6 million, respectively, accounted for in accordance with ASC 323-10-25, *The Equity Method of Accounting for Investments in Common Stock* ("ASC 323-10-25") as equity method investments. All such investments were included in "Other noncurrent assets" in our accompanying condensed consolidated balance sheets. For the three months ended March 31, 2022, there was no provision for credit losses related to these investments.

5. Leases:

We have operating and finance leases for corporate offices, data centers, and certain equipment that are accounted for under ASC 842, *Leases* ("ASC 842"). The lease term for our corporate headquarters ends in 2033 and includes the options to extend for one 10-year renewal period and two 5-year renewal periods. The lease of our Jakarta, Indonesia office may be terminated in three months without penalty. Extension and termination options are considered in the calculation of our right-of-use ("ROU") assets and lease liabilities when we determine it is reasonably certain that we will exercise those options.

The following table presents lease cost and cash paid for amounts included in the measurement of lease liabilities for finance and operating leases for the three months ended March 31, 2022 and 2021, respectively:

	Three Months Ended March 31,	
	2022	2021
Lease cost:		
Operating lease cost (1)	\$ 13.3	\$ 13.3
Sublease income	(0.5)	(0.4)
Finance lease costs		
Depreciation of finance lease assets (2)	3.3	3.5
Interest on finance lease liabilities (3)	0.2	0.3
Total lease cost	<u>\$ 16.3</u>	<u>\$ 16.7</u>
Other information:		
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash outflows from operating leases	\$ (12.9)	\$ (12.5)
Operating cash outflows from finance leases	\$ (0.2)	\$ (0.3)
Financing cash outflows from finance leases	\$ (2.4)	\$ (1.9)

(1) Included in "Cost of revenues" and "Selling, general and administrative" expenses in our accompanying condensed consolidated statements of operations

(2) Included in "Depreciation and amortization of fixed assets" in our accompanying condensed consolidated statements of operations

(3) Included in "Interest expense" in our accompanying condensed consolidated statements of operations

The following table presents weighted-average remaining lease terms and weighted-average discount rates for finance and operating leases as of March 31, 2022 and 2021, respectively:

	March 31,	
	2022	2021
Weighted-average remaining lease term - operating leases (in years)	8.4	9.1
Weighted-average remaining lease term - finance leases (in years)	1.5	2.0
Weighted-average discount rate - operating leases	3.7%	4.0%
Weighted-average discount rate - finance leases	3.7%	4.1%

Our ROU assets and lease liabilities for finance leases were \$17.5 million and \$13.2 million, respectively, as of March 31, 2022. Our ROU assets and lease liabilities for finance leases were \$19.0 million and \$13.5 million, respectively, as of December 31, 2021. Our ROU assets for finance leases were included in "Fixed assets, net" in our accompanying condensed consolidated balance sheets. Our lease liabilities for finance leases were included in the "Short-term debt and current portion of long-term debt" and "Long-term debt" in our accompanying condensed consolidated balance sheets (see [Note 10](#). Debt).

Maturities of lease liabilities for the remainder of 2022 and the years through 2027 and thereafter are as follows:

Years Ending	March 31, 2022	
	Operating Leases	Finance Leases
2022	\$ 35.1	\$ 12.3
2023	44.9	1.6
2024	36.9	0.5
2025	33.4	0.1
2026	30.3	—
2027 and thereafter	147.0	—
Total lease payments	<u>327.6</u>	<u>14.5</u>
Less: Amount representing interest	(53.1)	(1.5)
Present value of total lease payments	<u>\$ 274.5</u>	<u>\$ 13.0</u>

6. Acquisitions:

2022 Acquisitions

On March 1, 2022, we acquired 100 percent of the stock of Opta Information Intelligence Corp. ("Opta") for a net cash purchase price of \$217.6 million, of which \$0.8 million represents indemnity escrows. Opta, Canada's leading provider of property intelligence and innovative technology solutions, has become a part of the underwriting & rating category within our Insurance segment. We believe this acquisition further expands our footprint in the Canadian market and supports Opta in reshaping risk management with valuable business intelligence.

On February 11, 2022, we acquired 100 percent of the membership interest of Infutor Data Solutions, LLC ("Infutor") for a net cash purchase price of \$220.7 million, of which \$1.5 million represents a working capital escrow, plus a contingent earn-out payment of up to \$25.0 million subject to the achievement of certain revenue and other performance targets. Infutor, a leading provider of identity resolution and consumer intelligence data, has become a part of the underwriting & rating category within our Insurance segment. We believe this acquisition further enhances Verisk's marketing solutions offerings to companies across several industries including the insurance industry.

The "Other" column includes other immaterial acquisitions that have occurred during the period. The preliminary purchase price allocation of the 2022 acquisitions resulted in the following:

	<u>Opta</u>	<u>Infutor</u>	<u>Other</u>	<u>Total</u>
Cash and cash equivalents	\$ 0.4	\$ 17.0	\$ —	\$ 17.4
Accounts receivable	6.1	10.7	—	16.8
Other current assets	1.3	7.0	—	8.3
Fixed assets	1.5	0.9	0.3	2.7
Operating lease right-of-use assets, net	1.0	2.3	—	3.3
Intangible assets	83.4	87.6	0.7	171.7
Goodwill	145.5	124.5	0.7	270.7
Other noncurrent assets	—	0.1	—	0.1
Total assets acquired	<u>239.2</u>	<u>250.1</u>	<u>1.7</u>	<u>491.0</u>
Accounts payable and accrued liabilities	4.1	6.0	0.1	10.2
Deferred revenues	0.2	3.1	—	3.3
Operating lease liabilities	1.0	3.3	—	4.3
Deferred income tax, net	15.9	—	0.2	16.1
Other noncurrent liabilities	—	—	0.1	0.1
Total liabilities assumed	<u>21.2</u>	<u>12.4</u>	<u>0.4</u>	<u>34.0</u>
Net assets acquired	<u>218.0</u>	<u>237.7</u>	<u>1.3</u>	<u>457.0</u>
Less: Cash acquired	0.4	17.0	—	17.4
Net cash purchase price	<u>\$ 217.6</u>	<u>\$ 220.7</u>	<u>\$ 1.3</u>	<u>\$ 439.6</u>

The preliminary amounts assigned to intangible assets by type for the 2022 acquisitions are summarized in the table below:

	Weighted Average Useful Life (in years)	Total
Technology-based	5	\$ 40.7
Marketing-related	1	2.0
Customer-related	12	129.0
Total intangible assets		<u>\$ 171.7</u>

The preliminary allocations of the purchase price for the 2022 and 2021 acquisitions with less than a year of ownership are subject to revisions as additional information is obtained about the facts and circumstances that existed as of each acquisition date. The revisions may have a significant impact on our condensed consolidated financial statements. The allocations of the purchase price will be finalized once all the information that was known and knowable as of the acquisition date is obtained and analyzed, but not to exceed one year from the acquisition date. The primary areas of the purchase price allocation that are not yet finalized relate to income and non-income taxes, deferred revenues, the valuation of intangible assets acquired, and residual goodwill. The goodwill associated with our acquisitions includes the acquired assembled work force, the value associated with the opportunity to leverage the work force to continue to develop the technology and content assets, as well as our ability to grow through adding additional customer relationships or new solutions in the future. Of the \$270.7 million in goodwill associated with our acquisitions, \$146.7 million is not deductible for tax purposes. The preliminary amounts assigned to intangible assets by type for these acquisitions were based upon our valuation model and historical experiences with entities with similar business characteristics.

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For the three months ended March 31, 2022 and March 31, 2021, we incurred transaction costs of \$1.4 million and \$0.5 million, respectively. The transaction costs were included within "Selling, general and administrative" expenses in our accompanying condensed consolidated statements of operations. The 2022 acquisitions were immaterial to our condensed consolidated financial statements for the three months ended March 31, 2022 and 2021, and therefore, supplemental information disclosure on an unaudited pro forma basis is not presented.

On March 22, 2022, we acquired an additional 16% ownership in Whitespace Software Limited ("Whitespace") for \$8.2 million, bringing our total ownership interest to 67%. The remaining 33% ownership interest in Whitespace will be acquired by us, in two equal proportions over the next two years, at a purchase price determined based upon a fixed revenue multiple and adjusted for any free cash flow shortfall.

Acquisition Escrows and Related Liabilities

Pursuant to the related acquisition agreements, we have funded various escrow accounts to satisfy pre-acquisition indemnity and tax claims arising subsequent to the applicable acquisition dates. At March 31, 2022 and December 31, 2021, the current portion of the escrows amounted to \$9.6 million and \$10.6 million, respectively, and the noncurrent portion of the escrows amounted to \$0.0 million and \$4.7 million, respectively. The current and noncurrent portions of the escrows have been included in "Other current assets" and "Other noncurrent assets" in our accompanying condensed consolidated balance sheets, respectively.

The acquisitions of Rebmark Legal Solutions Limited, ACTINEO GmbH, Data Driven Safety, LLC, and Infutor Data Solutions, LLC included acquisition-related contingent payments, for which the sellers of these acquisitions could receive additional payments by achieving the specific predetermined revenue, EBITDA, and EBITDA margin earn-out targets for exceptional performance. We believe that the liabilities recorded as of March 31, 2022 and December 31, 2021 reflect the best estimate of acquisition-related contingent payments. The associated current portion of contingent payments were \$0.4 million and \$0.5 million as of March 31, 2022 and December 31, 2021, respectively. The associated noncurrent portion of contingent payments were \$21.8 million and \$21.7 million as of March 31, 2022 and December 31, 2021, respectively.

7. Disposition and Business Held for Sale:

Disposition

On March 11, 2022, the sale of our environmental health and safety business, which made up our Supply Chain reporting unit, within the Energy & Specialized Markets segment was completed for proceeds of \$575.0 million, net of cash and excluding contingent consideration. The sale contributes to our efforts to identify the most value creating opportunities available to the company and our shareholders to ensure that we generate strong returns on our invested capital. A gain of \$450.8 million was included in "Other operating income, net" within our accompanying condensed consolidated statements of operations for the three months ended March 31, 2022.

The major classes of assets and liabilities disposed of, reflected in our condensed consolidated balance sheets as of March 11, 2022, were as follows:

	March 11, 2022
Cash and cash equivalents	\$ 12.7
Accounts receivable, net of allowance for doubtful accounts	24.4
Prepaid expenses	3.5
Other current assets	0.4
Current assets	41.0
Fixed assets, net	16.4
Operating lease right-of-use assets, net	6.4
Intangible assets, net	24.2
Goodwill	116.5
Other noncurrent assets	4.8
Noncurrent assets	168.3
Total assets	<u>\$ 209.3</u>
Accounts payable and accrued liabilities	\$ 9.6
Deferred revenues	54.1
Operating lease liabilities	1.7
Income taxes payable	11.9
Current liabilities	77.3
Deferred income tax liabilities	(0.8)
Operating lease liabilities	6.1
Other noncurrent liabilities	2.5
Noncurrent liabilities	7.8
Total liabilities	<u>\$ 85.1</u>

Business Held for Sale

In the first quarter of 2022, we entered into a stock purchase agreement to sell Verisk Financial Services, our Financial Services Segment, to TransUnion, a global information and insights company for net cash proceeds of \$498.6 million. The sale marks the next step in our ongoing portfolio shaping strategy to sharpen the focus on our core businesses and drive enhanced value creation. The assets and liabilities have been reclassified as assets and liabilities held for sale within our condensed consolidated balance sheets as of March 31, 2022. The transaction closed on April 8, 2022. In connection with the held for sale classification, we recognized an \$73.7 million impairment on the remeasurement of the disposal group held for sale, which is included within “Other operating income, net” in our condensed consolidated statements of operations for the three months ended March 31, 2022. We had previously recorded an impairment of \$134.0 million in fiscal 2021.

We assessed the sale of our Financial Services segment per the guidance in ASC 205-20, *Discontinued Operations*, and determined that this transaction did not qualify as a discontinued operation as its total revenues and assets did not meet the thresholds exemplified in the guidance to represent a strategic shift that has or will have a major effect on our operations and financial results. For the three months ended March 31, 2022, Verisk Financial Services generated revenue of \$34.8 million.

The assets and liabilities classified as held for sale reflected in our condensed consolidated balance sheets as of March 31, 2022 were as follows:

	March 31, 2022
Cash and cash equivalents	\$ 8.1
Accounts receivable, net of allowance for doubtful accounts	39.1
Prepaid expenses	3.4
Other current assets	1.1
Current assets held for sale	51.7
Fixed assets, net	3.0
Operating lease right-of-use assets, net	1.5
Intangible assets, net	5.4
Goodwill	473.6
Other noncurrent assets	7.0
Noncurrent assets held for sale	490.5
Total assets held for sale	<u>\$ 542.2</u>
Accounts payable and accrued liabilities	\$ 12.3
Deferred revenues	7.2
Operating lease liabilities	3.4
Income taxes payable	(2.6)
Current liabilities held for sale	20.3
Deferred income tax liabilities	9.3
Operating lease liabilities	5.3
Noncurrent liabilities held for sale	14.6
Total liabilities held for sale	<u>\$ 34.9</u>

8. Goodwill and Intangible Assets:

The following is a summary of the change in goodwill from December 31, 2021 through March 31, 2022, both in total and as allocated to our operating segments:

	Insurance	Energy and Specialized Markets	Financial Services	Total
Goodwill at December 31, 2021	\$ 1,454.8	\$ 2,401.0	\$ 475.4	\$ 4,331.2
Acquisitions	270.7	—	—	270.7
Purchase accounting reclassifications	0.2	—	—	0.2
Disposition on sold assets	—	(116.5)	—	(116.5)
Held for sale	—	—	(473.6)	(473.6)
Impairment charge	—	—	(1.7)	(1.7)
Foreign currency translation adjustment	(12.9)	(39.7)	(0.1)	(52.7)
Goodwill at March 31, 2022	<u>\$ 1,712.8</u>	<u>\$ 2,244.8</u>	<u>\$ —</u>	<u>\$ 3,957.6</u>

Goodwill and intangible assets with indefinite lives are subject to impairment testing annually as of June 30, or whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable. Goodwill impairment testing compares the carrying value of each reporting unit to its fair value. If the fair value of the reporting unit exceeds the carrying value of the net assets, including goodwill assigned to that reporting unit, goodwill is not impaired. If the carrying value of the reporting unit's net assets, including goodwill, exceeds the fair value of the reporting unit, then an impairment loss is recorded for the difference between the carrying amount and the fair value of the reporting unit. We completed the required annual impairment test as of June 30, 2021 and concluded that there was no impairment of goodwill.

As of December 31, 2021, we reassessed the recoverability of the long-lived assets for our Financial Services reporting unit based upon the weaker than expected operating performance as a result of changing market conditions. These conditions constituted a triggering event, which resulted in a \$134.0 million impairment to the long-lived assets for our Financial Services reporting unit including \$88.2 million to intangible assets and \$45.8 million to fixed assets. We based our analysis of the fair value of our long-lived assets on the indication of fair value provided by the offer to purchase such reporting unit. Due to the continued deterioration in the performance of our Financial Services reporting unit and the finalization of the sale price, we again reassessed the recoverability of these long-lived assets during the first quarter of 2022, resulting in an additional \$73.7 million impairment. This \$73.7 million impairment is included within "Other operating income, net" in our condensed consolidated statements of operations for the three months ended March 31, 2022.

Our intangible assets and related accumulated amortization consisted of the following:

	Weighted Average Useful Life (in years)	Cost	Accumulated Amortization	Net
March 31, 2022				
Technology-based	7	\$ 552.5	\$ (362.0)	\$ 190.5
Marketing-related	15	246.0	(108.4)	137.6
Contract-based	6	5.0	(5.0)	—
Customer-related	13	956.4	(289.2)	667.2
Database-based	18	433.7	(148.9)	284.8
Total intangible assets		<u>\$ 2,193.6</u>	<u>\$ (913.5)</u>	<u>\$ 1,280.1</u>
December 31, 2021				
Technology-based	7	\$ 576.4	\$ (403.3)	\$ 173.1
Marketing-related	15	274.1	(129.6)	144.5
Contract-based	6	5.0	(5.0)	—
Customer-related	13	1,015.4	(426.5)	588.9
Database-based	18	484.2	(164.8)	319.4
Total intangible assets		<u>\$ 2,355.1</u>	<u>\$ (1,129.2)</u>	<u>\$ 1,225.9</u>

Amortization expense related to intangible assets for the three months ended March 31, 2022 and 2021 was \$44.6 million and \$45.0 million, respectively. Estimated amortization expense for the remainder of 2022 and the years through 2027 and thereafter for intangible assets subject to amortization is as follows:

Years Ending	Amount
2022	\$ 118.0
2023	148.5
2024	144.0
2025	119.9
2026	116.1
2027 and thereafter	633.6
Total	<u>\$ 1,280.1</u>

9. Income Taxes:

Our effective tax rate for the three months ended March 31, 2022 was 17.2% compared to the effective tax rate for the three months ended March 31, 2021 of 22.5%. The effective tax rate for the three months ended March 31, 2022 was lower than the effective tax rate for the three months ended March 31, 2021 primarily due to a tax rate benefit in connection with the sale of our environmental health and safety business for which a benefit was recognized for the difference between book and tax basis of our investment. This benefit was partially offset by the impact of lower tax benefits from equity compensation in the current period versus the prior period. The difference between statutory tax rates and our effective tax rate is primarily due to tax benefits attributable to equity compensation, offset by additional state and local taxes.

10. Debt:

The following table presents short-term and long-term debt by issuance as of March 31, 2022 and December 31, 2021:

	Issuance Date	Maturity Date	2022	2021
Short-term debt and current portion of long-term debt:				
Syndicated revolving credit facility	Various	Various	\$ 810.0	\$ 610.0
Term loan facility	3/11/2022	4/10/2022	125.0	—
Senior notes:				
4.125% senior notes, less unamortized discount and debt issuance costs of \$(0.2) and \$(0.4), respectively	9/12/2012	9/12/2022	349.8	349.6
Finance lease liabilities (1)	Various	Various	11.5	11.7
Short-term debt and current portion of long-term debt			<u>1,296.3</u>	<u>971.3</u>
Long-term debt:				
Senior notes:				
3.625% senior notes, less unamortized discount and debt issuance costs of \$(10.2) and \$(10.3), respectively	5/13/2020	5/15/2050	489.8	489.7
4.125% senior notes, inclusive of unamortized premium, and net of unamortized discount and debt issuance costs of \$10.5 and \$10.9, respectively	3/6/2019	3/15/2029	610.5	610.9
4.000% senior notes, less unamortized discount and debt issuance costs of \$(3.8) and \$(4.1), respectively	5/15/2015	6/15/2025	896.2	895.9
5.500% senior notes, less unamortized discount and debt issuance costs of \$(4.1) and \$(4.1), respectively	5/15/2015	6/15/2045	345.9	345.9
Finance lease liabilities (1)	Various	Various	1.5	1.6
Syndicated revolving credit facility debt issuance costs	Various	Various	(1.1)	(1.2)
Long-term debt			<u>2,342.8</u>	<u>2,342.8</u>
Total debt			<u>\$ 3,639.1</u>	<u>\$ 3,314.1</u>

(1) Refer to [Note 5](#). Leases

As of March 31, 2022 and December 31, 2021, we had senior notes with an aggregate principal amount of \$2,700.0 million outstanding and were in compliance with our financial and other debt covenants.

As of March 31, 2022, we had a \$1,000.0 million committed senior unsecured Credit Facility (the "Credit Facility") with Bank of America N.A., HSBC Bank USA, N.A., JP Morgan Chase Bank, N.A., Wells Fargo Bank, National Association, Citibank, N.A., Credit Suisse AG, Cayman Islands Branch, Morgan Stanley Bank, N.A., First Commercial Bank, Ltd., Los Angeles Branch, TD Bank, N.A., and the Northern Trust Company. The Credit Facility may be used for general corporate purposes, including working capital needs and capital expenditures, acquisitions, dividend payments, and the share repurchase program (the "Repurchase Program"). As of March 31, 2022, we were in compliance with all financial and other debt covenants under the Credit Facility. As of March 31, 2022 and December 31, 2021, the available capacity under the Credit Facility was \$185.4 million and \$384.9 million, net of the letters of credit of \$4.6 million and \$5.1 million, respectively. Subsequent to March 31, 2022, we have made repayments of \$150.0 million under the Credit Facility.

On March 11, 2022, we entered into a \$125.0 million Bilateral Term Loan Agreement (the "Term Loan") with Bank of America, N.A. The Term Loan carries an interest rate of 100bps plus the one month Bloomberg Short Term Bank Yield Index ("BSBY") margin at the time of the original draw and each subsequent roll over period. At each roll over period, we can continue the loan for a period of 1 or 3 months until the agreed maturity date of September 10, 2022. This loan may be used for general corporate purposes, including working capital needs and capital expenditures, acquisitions, dividend payments, and the Repurchase Program.

11. Stockholders' Equity:

We have 2,000,000,000 shares of authorized common stock as of March 31, 2022 and December 31, 2021. Our common shares have rights to any dividend declared by the board of directors (the "Board"), subject to any preferential or other rights of any outstanding preferred stock, and voting rights to elect all current members of the Board. At March 31, 2022 and December 31, 2021, the adjusted closing price of our common stock was \$214.63 and \$228.34 per share, respectively.

We have 80,000,000 shares of authorized preferred stock, par value \$0.001 per share. The preferred shares have preferential rights over the common shares with respect to dividends and net distribution upon liquidation. We did not issue any preferred shares as of March 31, 2022 and December 31, 2021.

On February 16, 2022, our Board approved a cash dividend of \$0.31 per share of common stock issued and outstanding to the holders of record as of March 15, 2022. Cash dividends of \$49.4 million and \$47.1 million were paid during the three months ended March 31, 2022 and 2021 and recorded as a reduction to retained earnings, respectively.

Share Repurchase Program

We have authorized repurchases of up to \$5,600.0 million of our common stock through our Repurchase Program, inclusive of the \$1,000.0 million authorization approved by our Board on February 16, 2022. Since the introduction of share repurchase as a feature of our capital management strategies in 2010, we have repurchased shares with an aggregate value of \$4,567.5 million. As of March 31, 2022, we had \$1,032.5 million available to repurchase shares through our Repurchase Program. We have no obligation to repurchase stock under this program and intend to use this authorization as a means of offsetting dilution from the issuance of shares under our 2021 Equity Incentive Plan (the "2021 Incentive Plan"), our 2013 Equity Incentive Plan (the "2013 Incentive Plan"), our 2009 Equity Incentive Plan (the "2009 Incentive Plan"), our sharesave plan ("U.K. Sharesave Plan"), and our employee stock purchase plan ("ESPP") while providing flexibility to repurchase additional shares if warranted. This authorization has no expiration date and may be increased, reduced, suspended, or terminated at any time. Shares that are repurchased under our Repurchase Program will be recorded as treasury stock and will be available for future issuance.

In December 2021, we entered into an Accelerated Share Repurchase ("ASR") agreement to repurchase shares of our common stock for an aggregate purchase price of \$100.0 million with Citibank, N.A. The ASR agreement is accounted for as a treasury stock transaction and forward stock purchase agreement indexed to our common stock. The forward stock purchase agreement is classified as an equity instrument under ASC 815-40, *Contracts in Entity's Own Equity* ("ASC 815-40") and deemed to have a fair value of zero at the respective effective date. Upon payment of the aggregate purchase price on January 4, 2022, we received an aggregate delivery of 360,913 shares of our common stock. Upon the final settlement of the ASR agreement in February 2022, we received an additional 141,766 shares, respectively, as determined by the volume weighted average share price of our common stock of \$198.93 during the term of the ASR agreement. The aggregate purchase price was recorded as a reduction to stockholders' equity in our condensed consolidated statements of changes in stockholders' equity for the three months ended March 31, 2022. These repurchases of 502,679 shares for the three months ended March 31, 2022 resulted in a reduction of outstanding shares used to calculate the weighted average common shares outstanding for basic and diluted earnings per share ("EPS").

During the three months ended March 31, 2022, we repurchased 3,052,561 shares of common stock with an aggregate value of \$571.3 million as part of the Repurchase Program, inclusive of the ASR, at a weighted average price of \$187.17 per share. We utilized cash from operations and borrowings from our Credit Facility to fund these repurchases.

Treasury Stock

As of March 31, 2022, our treasury stock consisted of 385,133,882 shares of common stock, carried at cost. During the three months ended March 31, 2022, we transferred 270,078 shares of common stock from the treasury shares at a weighted average treasury stock price of \$12.83 per share.

Earnings Per Share

Basic EPS is computed by dividing net income attributable to Verisk by the weighted average number of common shares outstanding during the period. The computation of diluted EPS is similar to the computation of basic EPS except that the denominator is increased to include the number of additional common shares that would have been outstanding, using the treasury stock method, if the dilutive potential common shares, including vested and nonvested stock options, nonvested restricted stock awards, nonvested restricted stock units, nonvested performance awards consisting of performance share units ("PSU"), and nonvested deferred stock units, had been issued.

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The following is a presentation of the numerators and denominators of the basic and diluted EPS computations for the three months ended March 31, 2022 and 2021:

	Three Months Ended March 31,	
	2022	2021
Numerator used in basic and diluted EPS:		
Net income attributable to Verisk	\$ 505.7	\$ 168.6
Denominator:		
Weighted average number of common shares used in basic EPS	160,680,955	162,641,819
Effect of dilutive shares:		
Potential common shares issuable from stock options and stock awards	957,662	1,794,898
Weighted average number of common shares and dilutive potential common shares used in diluted EPS	161,638,617	164,436,717

The potential shares of common stock that were excluded from diluted EPS were 1,405,680 and 946,563 for the three months ended March 31, 2022 and 2021, respectively, because the effect of including these potential shares was anti-dilutive.

Accumulated Other Comprehensive Losses

The following is a summary of accumulated other comprehensive losses as of March 31, 2022 and December 31, 2021:

	2022	2021
Foreign currency translation adjustment	\$ (409.0)	\$ (338.0)
Pension and postretirement adjustment, net of tax	(56.0)	(56.6)
Accumulated other comprehensive losses	\$ (465.0)	\$ (394.6)

The before tax and after tax amounts of other comprehensive (loss) income for the three months ended March 31, 2022 and 2021 are summarized below:

	Before Tax	Tax (Expense) Benefit	After Tax
For the Three Months Ended March 31, 2022			
Foreign currency translation adjustment attributable to Verisk	\$ (71.0)	\$ —	\$ (71.0)
Foreign currency translation adjustment attributable to noncontrolling interests	(0.6)	—	(0.6)
Foreign currency translation adjustment	(71.6)	—	(71.6)
Pension and postretirement adjustment before reclassifications	1.3	(0.2)	1.1
Amortization of net actuarial loss and prior service benefit reclassified from accumulated other comprehensive losses (1)	(0.7)	0.2	(0.5)
Pension and postretirement adjustment	0.6	—	0.6
Total other comprehensive loss	\$ (71.0)	\$ —	\$ (71.0)
For the Three Months Ended March 31, 2021			
Foreign currency translation adjustment	\$ 8.7	\$ —	\$ 8.7
Pension and postretirement adjustment before reclassifications	2.1	(0.5)	1.6
Amortization of net actuarial loss and prior service benefit reclassified from accumulated other comprehensive losses (1)	(1.1)	0.3	(0.8)
Pension and postretirement adjustment	1.0	(0.2)	0.8
Total other comprehensive income	\$ 9.7	\$ (0.2)	\$ 9.5

- (1) These accumulated other comprehensive loss components, before tax, are included under "Cost of revenues" and "Selling, general and administrative" in our accompanying condensed consolidated statements of operations. These components are also included in the computation of net periodic (benefit) cost (see [Note 13](#), Pension and Postretirement Benefits for additional details).

12. Equity Compensation Plans:

All of our outstanding stock options, restricted stock awards, deferred stock units, and PSUs are covered under our 2021 Incentive Plan, our 2013 Incentive Plan, or our 2009 Incentive Plan. Awards under our 2021 Incentive Plan may include one or more of the following types: (i) stock options (both nonqualified and incentive stock options), (ii) stock appreciation rights, (iii) restricted stock, (iv) restricted stock units, (v) performance awards, (vi) other share-based awards, and (vii) cash. Employees, non-employee directors, and consultants are eligible for awards under our 2021 Incentive Plan. We transferred common stock under these plans from our treasury shares. As of March 31, 2022, there were 13,802,358 shares of common stock reserved and available for future issuance under our 2021 Incentive Plan. Cash received from stock option exercises for the three months ended March 31, 2022 and 2021 was \$15.8 million and \$7.6 million, respectively.

We grant equity awards to our key employees. The nonqualified stock options have an exercise price equal to the adjusted closing price of our common stock on the grant date, with a ten-year contractual term. The fair value of the restricted stock is determined using the closing price of our common stock on the grant date. The restricted stock is not assignable or transferable until it becomes vested. PSUs vest at the end of a three-year performance period, subject to the recipient's continued service. Each PSU represents the right to receive one share of our common stock and the ultimate realization is based on our achievement of certain market performance criteria and may range from 0% to 200% of the recipient's target levels of 100% established on the grant date. The fair value of PSUs is determined on the grant date using the Monte Carlo Simulation model. We recognize the expense of the equity awards ratably over the vesting period, which could be up to four years.

In January 2022, we granted 608,895 nonqualified stock options, 130,555 shares of restricted stock, and 74,887 PSUs to key employees. The nonqualified stock options and restricted stock have a graded service vesting period of four years. The PSUs granted consisted of 49,533 TSR-based PSUs and 25,354 PSUs that are tied to the achievement of certain financial performance conditions, namely incremental return on invested capital ("ROIC-based PSUs"). Each of the TSR-based PSUs and ROIC-based PSUs have a three-year performance period, subject to the recipients' continued service. The grant date fair value of the ROIC-based PSUs is determined using the closing price of our common stock on the grant date. The related performance condition is driven by the incremental return on invested capital based on net operating profit. The ultimate realization of the PSUs may range from 0% to 200% of the recipient's target levels established on the grant date.

A summary of the status of the stock options, restricted stock, and PSUs awarded under our 2021, 2013, and 2009 Incentive Plans as of December 31, 2021 and March 31, 2022 and changes during the interim period are presented below:

	Stock Option			Restricted Stock		PSU	
	Number of Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value (in millions)	Number of Shares	Weighted Average Grant Date Fair Value Per Share	Number of Shares	Weighted Average Grant Date Fair Value Per Share
Outstanding at December 31, 2021	5,067,098	\$ 115.73	\$ 572.6	351,504	\$ 161.33	163,123	\$ 192.99
Granted	608,598	\$ 198.15		147,218	\$ 196.02	74,887	\$ 201.27
Dividend reinvestment	—	\$ —		—	\$ —	302	N/A
Exercised or lapsed	(164,742)	\$ 100.50	\$ 16.2	(74,494)	\$ 174.22	(52,256)	\$ 173.59
Canceled, expired or forfeited	(35,641)	\$ 166.26		(6,464)	\$ 166.22	—	
Outstanding at March 31, 2022	5,475,313	\$ 124.11	\$ 495.6	417,764	\$ 171.18	186,056	\$ 201.78
Exercisable at March 31, 2022	3,448,475	\$ 99.55	\$ 396.9				
Exercisable at December 31, 2021	3,173,592	\$ 89.14	\$ 443.0				
Nonvested at March 31, 2022	2,026,838			417,764		186,056	
Expected to vest at March 31, 2022	1,748,384			363,686		88,916	(1)

(1) Includes estimated performance achievement

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The fair value of the stock options granted was estimated using a Black-Scholes valuation model that uses the weighted average assumptions noted in the following table for the three months ended March 31, 2022 and 2021:

	2022		2021	
	Black-Scholes		Black-Scholes	
Option pricing model				
Expected volatility		25.27%		23.60%
Risk-free interest rate		1.43%		0.37%
Expected term in years		4.2		4.3
Dividend yield		0.60%		0.63%
Weighted average grant date fair value per stock option	\$	42.18	\$	36.09

The expected term for the stock options granted was estimated based on studies of historical experience and projected exercise behavior. However, for certain awards granted, for which no historical exercise pattern exists, the expected term was estimated using the simplified method. The risk-free interest rate is based on the yield of U.S. Treasury zero coupon securities with a maturity equal to the expected term of the equity award. The volatility factor is calculated using historical daily closing prices over the most recent period that is commensurate with the expected term of the stock option awards. The expected dividend yield was based on our expected annual dividend rate on the date of grant.

Intrinsic value for stock options is calculated based on the exercise price of the underlying awards and the adjusted closing price of our common stock as of the reporting date. Excess tax benefits from exercised stock options were recorded as income tax benefit in our condensed consolidated statements of operations. This tax benefit is calculated as the excess of the intrinsic value of options exercised and restricted stock lapsed in excess of compensation recognized for financial reporting purposes. The weighted average remaining contractual terms were 6.2 years and 5.0 years for the outstanding and exercisable stock options, respectively, as of March 31, 2022.

For the three months ended March 31, 2022, there was \$138.3 million of total unrecognized compensation costs, exclusive of the impact of vesting upon retirement eligibility, related to nonvested stock-based compensation arrangements granted under our 2021 and 2013 Incentive Plans. That cost is expected to be recognized over a weighted average period of 2.7 years.

Our U.K. Sharesave Plan offers qualifying employees in the United Kingdom the opportunity to own shares of our common stock. Employees who elect to participate are granted stock options, of which the exercise price is equal to the average of the closing price on the five trading days immediately preceding the plan invitation date discounted by 5%, and enter into a savings contract, the proceeds of which are then used to exercise the options upon the three-year maturity of the savings contract. During the three months ended March 31, 2022 and 2021, we granted no stock options under our U.K. Sharesave Plan. As of March 31, 2022, there were 452,085 shares of common stock reserved and available for future issuance under our U.K. Sharesave Plan.

Our ESPP offers eligible employees the opportunity to purchase shares of our common stock at a discount of its fair market value at the time of purchase. During the three months ended March 31, 2022 and 2021, we issued 7,734 and 10,137 shares of common stock at a weighted discounted price of \$204.38 and \$167.84 for the ESPP, respectively. As of March 31, 2022, there were 1,218,558 shares of common stock reserved and available for future issuance under our ESPP.

13. Pension and Postretirement Benefits:

We maintain a frozen qualified defined benefit pension plan for certain employees through membership in our Pension Plan for Insurance Organizations (the "Pension Plan"), a multiple-employer trust. We also apply a cash balance formula to determine future benefits. Under the cash balance formula, each participant has an account, which is credited annually based on the interest earned on the previous year-end cash balance. We also have a frozen non-qualified supplemental cash balance plan ("SERP") for certain employees. The SERP is funded from our general assets. During the first quarter of 2022, we changed the investment guidelines on our Pension Plan assets to target an investment allocation of 45% to equity securities and 55% to debt securities from our previous target allocation of 50% to equity securities and 50% to debt securities as of December 31, 2021. We also provide certain healthcare and life insurance benefits to certain qualifying active and retired employees. Our Postretirement Health and Life Insurance Plan (the "Postretirement Plan"), which has been frozen, is contributory, requiring participants to pay a stated percentage of the premium for coverage.

The components of net periodic (benefit) cost for the three months ended March 31, 2022 and 2021 are summarized below:

	Pension Plan and SERP		Postretirement Plan	
	For the Three Months Ended March 31,			
	2022	2021	2022	2021
Interest cost	\$ 2.8	\$ 2.8	\$ 0.1	\$ —
Expected return on plan assets	(8.2)	(8.2)	(0.1)	(0.1)
Amortization of prior service cost	0.1	—	—	—
Amortization of net actuarial loss	0.5	1.0	0.1	0.1
Net periodic (benefit) cost	\$ (4.8)	\$ (4.4)	\$ 0.1	\$ —
Employer contributions (refunds), net	\$ 0.2	\$ 0.2	\$ 0.3	\$ (0.4)

The expected contributions to the Pension Plan, SERP, and Postretirement Plan for the year ending December 31, 2022 are consistent with the amounts previously disclosed as of December 31, 2021.

14. Segment Reporting:

ASC 280-10, *Disclosures About Segments of an Enterprise and Related Information* ("ASC 280-10"), establishes standards for reporting information about operating segments. ASC 280-10 requires that a public business enterprise reports financial and descriptive information about its reportable operating segments. Operating segments are components of an enterprise for which separate financial information is available that is evaluated regularly by the Chief Operating Decision Maker ("CODM") in deciding how to allocate resources and in assessing performance. Our President and Chief Executive Officer is identified as the CODM as defined by ASC 280-10. Our operating segments are the following: Insurance, Energy and Specialized Markets, and Financial Services. These three operating segments are also our reportable segments.

Each of the reportable segments, Insurance, Energy and Specialized Markets, and Financial Services, has a portion of its revenue from more than one of the three revenue types described within our revenue recognition policy. Below is the overview of the solutions offered within each reportable segment.

Insurance: We are the leading provider of statistical, actuarial, and underwriting data for the U.S. P&C insurance industry. Our databases include cleansed and standardized records describing premiums and losses in insurance transactions, casualty and property risk attributes for commercial buildings and their occupants, and fire suppression capabilities of municipalities. We use this data to create policy language and proprietary risk classifications that are industry standards and to generate prospective loss cost estimates used to price insurance policies, which are accessed via a hosted platform. We also develop solutions that our customers use to analyze key processes in managing risk. Our combination of algorithms and analytic methods incorporate our proprietary data to generate solutions. We also help businesses and governments better anticipate and manage climate and weather-related risks. In most cases, our customers integrate the solutions into their models, formulas, or underwriting criteria in order to predict potential loss events, ranging from hurricanes to earthquakes. We develop catastrophe and extreme event models and offer solutions covering natural and man-made risks, including acts of terrorism. We further develop solutions that allow customers to quantify costs after loss events occur. Our multitier, multispectral terrestrial imagery and data acquisition, processing, analytics, and distribution system using the remote sensing and machine learning technologies helps gather, store, process, and deliver geographic and spatially referenced information that supports uses in many markets. Additionally, we offer fraud-detection solutions including review of data on claim histories, analysis of claims to find emerging patterns of fraud, and identification of suspicious claims in the insurance sector. Our underwriting & rating, insurance anti-fraud claims, catastrophe modeling, loss quantification, and weather risk solutions are included in this segment.

Energy and Specialized Markets: We are a leading provider of data analytics via hosted platform for the global energy, chemicals, and metals and mining industries. Our research and consulting solutions focus on exploration strategies and screening, asset development and acquisition, commodity markets, and corporate analysis in the areas of business environment, business improvement, business strategies, commercial advisory, and transaction support. We gather and manage proprietary information, insight, and analysis on oil and gas fields, mines, refineries, and other assets across the interconnected global energy sectors to advise customers in making asset investment and portfolio allocation decisions. Our analytical tools measure and observe environmental properties and translate those measurements into actionable information based on customer needs. In addition, we provide market and cost intelligence to energy companies to optimize financial results. In the first quarter of 2022, the sale of our environmental health and safety business was completed. See [Note 7](#). Disposition and Business Held for Sale for further discussion.

Financial Services: We maintain a bank account consortia to provide competitive benchmarking, decisioning algorithms, business intelligence, and customized analytic services that help financial institutions, payment networks and processors, alternative lenders, regulators, and merchants make better strategy, marketing, and risk decisions. Customers apply our solutions in the areas of tailored data management and media effectiveness that include business intelligence platforms, profile views, mobile data solutions, enterprise database services, and fraud risk scoring algorithms for marketing, fraud, and risk mitigation. In addition, our bankruptcy management solutions assist creditors, debt servicing businesses, and credit services to enhance regulatory compliance by eliminating stay violation and portfolio valuation risk. In the first quarter of 2022, our financial services business qualified as assets held for sale. We assessed the sale against the guidance in ASC 205-20-55 to determine if we should classify the sale of our Financial Services reporting unit as a discontinued operation. Taking the guidance into account, we ultimately did not classify the sale of the reporting unit as a discontinued operation as we believe its total revenues and assets did not comprise of a large enough portion of our overall revenues and assets to represent a strategic shift that has or will have a major effect on our operations and financial results.

The three aforementioned operating segments represent the segments for which discrete financial information is available and upon which operating results are regularly evaluated by our CODM in order to assess performance and allocate resources. We use EBITDA as the profitability measure for making decisions regarding ongoing operations. EBITDA is net income before interest expense, provision for income taxes, and depreciation and amortization of fixed and intangible assets. EBITDA is the measure of operating results used to assess corporate performance and optimal utilization of debt and acquisitions. Operating expenses consist of direct and indirect costs principally related to personnel, facilities, software license fees, consulting, travel, and third-party information services. Indirect costs are generally allocated to the segments using fixed rates established by management based upon estimated expense contribution levels and other assumptions that management considers reasonable. We do not allocate interest expense and provision for income taxes since these items are not considered in evaluating the segment's overall operating performance. In addition, our CODM does not evaluate the financial performance of each segment based on assets. See [Note 3](#). Revenues for information on disaggregated revenues by type of service and by country.

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The following tables provide our revenue and EBITDA by reportable segment for the three months ended March 31, 2022 and 2021, and the reconciliation of EBITDA to income before income taxes as shown in our accompanying condensed consolidated statements of operations:

	For the Three Months Ended							
	March 31, 2022				March 31, 2021			
	Insurance	Energy and Specialized Markets	Financial Services	Total	Insurance	Energy and Specialized Markets	Financial Services	Total
Revenues	\$ 586.4	\$ 154.3	\$ 34.8	\$ 775.5	\$ 535.6	\$ 156.2	\$ 34.3	\$ 726.1
Expenses:								
Cost of revenues (exclusive of items shown separately below)	(193.8)	(65.1)	(21.6)	(280.5)	(173.2)	(65.0)	(24.2)	(262.4)
Selling, general and administrative	(90.0)	(38.0)	(7.3)	(135.3)	(74.7)	(37.9)	(7.2)	(119.8)
Other operating income (loss)	—	450.8	(73.7)	377.1	—	—	—	—
Investment (loss) income and others, net	(0.3)	(0.1)	—	(0.4)	1.3	0.4	—	1.7
EBITDA	<u>\$ 302.3</u>	<u>\$ 501.9</u>	<u>\$ (67.8)</u>	<u>736.4</u>	<u>\$ 289.0</u>	<u>\$ 53.7</u>	<u>\$ 2.9</u>	<u>345.6</u>
Depreciation and amortization of fixed assets				(49.6)				(48.5)
Amortization of intangible assets				(44.6)				(45.0)
Interest expense				(31.3)				(35.4)
Income before income taxes				<u>\$ 610.9</u>				<u>\$ 216.7</u>

Long-lived assets by country are provided below:

	March 31, 2022	December 31, 2021
Long-lived assets:		
U.S.	\$ 3,626.6	\$ 3,527.6
U.K.	2,634.1	2,754.0
Other countries	778.9	623.9
Total long-lived assets	<u>\$ 7,039.6</u>	<u>\$ 6,905.5</u>

15. Related Parties:

We consider our stockholders that own more than 5.0% of the outstanding stock within the class to be related parties as defined within ASC 850, *Related Party Disclosures*. For the three months ended March 31, 2022 and 2021, we had no material transactions with related parties owning more than 5.0% of the entire class of stock.

16. Commitments and Contingencies:

We are a party to legal proceedings with respect to a variety of matters in the ordinary course of business, including the matters described below. With respect to ongoing matters, we are unable, at the present time, to determine the ultimate resolution of or provide a reasonable estimate of the range of possible loss attributable to ongoing matters or the impact these matters may have on our results of operations, financial position, or cash flows. Although we believe we have strong defenses and have appealed adverse rulings to us, we could in the future incur judgments or enter into settlements of claims that could have a material adverse effect on our results of operations, financial position, or cash flows.

ERISA Litigation

On September 24, 2020, former employees Jillyn Peterson, Gabe Hare, Robert Heynen and Adam Krajewski ("Plaintiffs"), filed suit in the United States District Court, District of New Jersey (No. 2:20-cv-13223-CCC-MF) against Defendants Insurance Services Office Inc. ("ISO"), the Plan Administration Committee of Insurance Services Office Inc. and its members ("Committee Defendants"), and the Trust Investment Committee of Insurance Services Office Inc. and its members. The class action complaint alleges violations of the Employee Retirement Income Security Act, ("ERISA"). The class is defined as all persons who were participants in or beneficiaries of the ISO 401(k) Savings and Employee Stock Ownership Plan ("Plan"), at any time between September 24, 2014 through the date of judgment. The complaint alleges that all defendants are fiduciaries with respect to the Plan. Plaintiffs challenge the amount of fees paid by Plan participants to maintain the investment funds in the plan portfolio and the amount of recordkeeper fees paid by participants. Plaintiffs allege that by permitting the payment of excessive fees, the Committee Defendants breached their ERISA duties of prudence and loyalty. Plaintiffs further allege that ISO breached its ERISA duty by failing to monitor the Committee Defendants who they allege committed known breaches of their fiduciary duties. The complaint does not specify damages but alleges the fiduciary breaches cost Plan participants millions of dollars. Defendants filed their motion to dismiss the complaint on January 12, 2021, which the Court partially denied on April 13, 2021. The parties are currently proceeding with discovery. At this time, it is not possible to reasonably estimate the liability related to this matter as the case is still in its early stages.

Jornaya Litigation

On December 10, 2020, we were served with a putative class action lawsuit brought by Erica Jackson in the Court of Common Pleas of Lackawanna County, Pennsylvania against Lead Intelligence, Inc. d/b/a Jornaya ("we" or "us"), Case No. 2020 CV 03695. The class complaint alleges that we violated Pennsylvania's Wiretap Act ("PWA"), 18 Pa. Const. Stat. § 5701 et seq. by "wiretapping" and "intercepting" the plaintiff's communications on the website colleges.educationgrant.com. The plaintiff alleges a class of all persons whose electronic communications were intercepted through the use of our wiretapping on the website. The complaint claims damages pursuant to the PWA for actual damages, but not less than liquidated damages computed at the rate of \$100 a day for each day of violation, or \$1,000, whichever is higher, punitive damages, and reasonable attorney's fees and other litigation costs. On February 16, 2021, we filed preliminary objections to the plaintiff's complaint, the plaintiff opposed, and the Court ultimately denied our preliminary objections. We subsequently filed a petition to compel arbitration and a motion to stay this action pending the completion of the parties' arbitration proceedings. On September 30, 2021, the court denied our motions and directed the parties to proceed with discovery. On October 8, 2021, we filed a Notice of Appeal to seek review of the lower court's decision with the Pennsylvania appellate court system, and filed our opening appellate brief on or about March 3, 2022. At this time, it is not possible to reasonably estimate the liability related to this matter.

Financial Services Government Inquiry

We continue to cooperate with an inquiry originating from the civil division of the United States Attorney's Office for the Eastern District of Virginia related to government contracts within our Financial Services segment. In addition, in March 2022, we were informed that the SEC is conducting an inquiry related to certain of the same government contracts of our Financial Services segment. These inquiries are ongoing, we have voluntarily produced documents, and we cannot anticipate the timing, outcome or possible impact of the inquiry, financial or otherwise.

Breach of Contract Litigation

On April 2, 2021, Leica Geosystems ("Leica") and its subsidiary, Intergraph Corporation filed a lawsuit against Verisk Analytics and Geomni, Inc. ("we" "our" or "us") in the Circuit Court of Madison County, Alabama, titled *Leica Geosystems AG, et al. v. Geomni, Inc., Verisk Analytics, Inc., Vexcel Imaging, Inc., et al.* Co-Defendant, Vexcel Imaging, through its subsidiary, GV Air, is alleged to have breached a master lease agreement related to Leica's aerial sensor units. The complaint further alleges breach of a license agreement for royalties earned from the sale of aerial imagery data, and breach of a mutual nondisclosure agreement related to the alleged disclosure of confidential information to co-defendant, Vexcel Imaging. Leica seeks compensatory and punitive damages, as well as attorney's fees and costs. We filed a motion to dismiss the Plaintiffs' claims and the hearing took place on January 7, 2022. The court denied our motion and we subsequently filed a petition for a writ of mandamus with the Supreme Court of Alabama. At this time, it is not possible to reasonably estimate the liability related to this matter.

Wood Mackenzie Litigation

On August 10, 2021, S&P Global Inc. d/b/a Platts filed a lawsuit against Wood Mackenzie ("we," "us," or "our") in the United States District Court for the Southern District of New York, titled *S&P Global Inc. d/b/a Platts v. Wood Mackenzie Ltd.*, Civil Action No. 21-cv-6739. The Complaint alleges that our use of Platts' data exceeded the scope of the applicable licensing agreement between the two parties. Platts seeks to recover actual damages as a result of the alleged breach of the agreement, attorney's fees and costs, as well as injunctive relief requiring Wood Mackenzie to cease all use of its proprietary data. On March 21, 2022, the parties settled this lawsuit, and Platts filed a voluntary dismissal with prejudice with the court on April 13, 2022.

Data Privacy Litigation

On December 15, 2021, Plaintiff Jillian Cantinieri brought a putative class action against Verisk Analytics, Insurance Services Office and ISO Claims Services, Inc. (“we,” “our,” or “us”) in the United States District Court for the Eastern District of New York, titled *Cantinieri v. Verisk Analytics Inc., et al.*, Civil Action No. 2:21-cv-6911. The Complaint alleges that we failed to safeguard the personally identifiable information (PII) of Plaintiff and the members of the proposed classes from a purported breach of our databases by unauthorized entities. Plaintiff and class members allege actual and imminent injuries, including theft of their PII, fraudulent activity on their financial accounts, lowered credit scores, and costs associated with detection and prevention of identity theft and fraud. They seek to recover compensatory, statutory and punitive damages, disgorgement of earnings and profits, and attorney’s fees and costs. We filed our motion to dismiss Plaintiff’s claims on April 22, 2022. At this time, it is not possible to reasonably estimate the liability related to this matter.

LCI Litigation¹

On December 30, 2021, Plaintiff William Norman Brooks filed a consumer class action lawsuit against Lundquist Consulting, Inc. (“LCI,” “us,” “we,” or “our”) in California Superior Court, San Matteo County, titled *Brooks v. Lundquist Consulting, Inc.*, Case No. 21-CIV-06824. Plaintiff alleges violations of the Fair Credit Reporting Act, the California Consumer Credit Reporting Agencies Act, and California Unfair Competition Law, and Defamation. LCI has not yet been served with the Complaint. Plaintiff claims that LCI inaccurately reported Mr. Brooks as bankrupt, and that this caused emotional harm and harmed his credit standing, credit score and reputation. Plaintiff alleges that LCI’s statements about his (and other class members’) bankruptcies to third parties amounted to defamation. It is also alleged that LCI did not provide Plaintiff and others an opportunity to review and dispute any inaccuracies in the information sold by LCI about them and did not disclose their consumer credit files when asked. Plaintiff seeks to certify Nationwide Inaccuracy and Failure to Disclose Classes, as well as California Inaccuracy and Failure to Disclose Subclasses. He also seeks to recover actual and punitive damages, restitution of funds suspended and the value of credit privileges revoked or terminated, injunctive relief ordering LCI to rectify the credit reporting errors and change its procedures for attributing bankruptcy information, and reasonable attorney’s fees and costs. The case was removed to the Northern District of California federal court, San Francisco Division, on March 25, 2022, and LCI’s response to the Complaint will be filed on or before May 2, 2022. At this time, it is not possible to reasonably estimate the liability related to this matter.

[1] As of April 8, 2022, the closing date of the sale of Verisk Financial Services, including LCI, to TransUnion, TransUnion assumed the defense of this litigation.

17. Subsequent Events:

In March 2022, we entered into an additional ASR agreement with Morgan Stanley Bank, N.A. to repurchase shares of our common stock for an aggregate purchase price of \$325.0 million. Upon payment of the aggregate purchase price on April 1, 2022, we received an initial delivery of 1,211,387 shares of our common stock at a price of \$214.63 per share, representing approximately \$260.0 million of the aggregate purchase price. Upon the final settlement of the ASR agreement in June 2022, we may be entitled to receive additional shares of our common stock or, under certain limited circumstances, be required to deliver shares to the counter-party. See [Note 11](#). Stockholders' Equity for further discussion.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with our historical financial statements and the related notes included in our annual report on Form 10-K ("2021 10-K") dated and filed with the Securities and Exchange Commission on February 22, 2022. This discussion contains forward-looking statements that involve risks and uncertainties, including the impact of the 2019 novel coronavirus pandemic ("COVID-19"). Our actual results may differ materially from those discussed in or implied by any of the forward-looking statements as a result of various factors, including but not limited to those listed under "Risk Factors" and "Special Note Regarding Forward Looking Statements" in our 2021 10-K and those listed under Item 1A in Part II of this quarterly report on Form 10-Q.

We are a leading data analytics provider serving customers in insurance, energy and specialized markets, and financial services. Using advanced technologies to collect and analyze billions of records, we draw on unique data assets and deep domain expertise to provide innovations that may be integrated into customer workflows. We offer predictive analytics and decision support solutions to customers in rating, underwriting, claims, catastrophe and weather risk, global risk analytics, natural resources intelligence, economic forecasting, commercial banking and finance, and many other fields. In the United States ("U.S.") and around the world, we help customers protect people, property, and financial assets.

Our customers use our solutions to make better decisions about risk and opportunities with greater efficiency and discipline. We refer to these products and services as "solutions" due to the integration among our services and the flexibility that enables our customers to purchase components or the comprehensive package. These solutions take various forms, including data, statistical models, or tailored analytics, all designed to allow our customers to make more logical decisions. We believe our solutions for analyzing risk positively impact our customers' revenues and help them better manage their costs.

We organize our business in three segments: Insurance, Energy and Specialized Markets, and Financial Services. Our Insurance segment provides underwriting and rating, and claims insurance data for the U.S. P&C insurance industry. This segment's revenues represented approximately 76% and 74% of our revenues for the three months ended March 31, 2022 and March 31, 2021, respectively. Our Energy and Specialized Markets segment provides research and consulting data analytics for the global energy, chemicals, and metals and mining industries. Our Energy and Specialized Markets segment's revenues represented approximately 20% and 21% of our revenues for the three months ended March 31, 2022 and March 31, 2021, respectively. Our Financial Services segment provides competitive benchmarking, decisioning algorithms, business intelligence, and customized analytic services to financial institutions, payment networks and processors, alternative lenders, regulators, and merchants. Our Financial Services segment's revenues represented approximately 4% and 5% of our revenues for the three months ended March 31, 2022 and March 31, 2021, respectively. In the first quarter of 2022, we entered into a stock purchase agreement to sell our Financial Services segment, to TransUnion. As a result of this sale, we will be changing from three to two operating segments starting in the second quarter of 2022. For more information please refer to [Note 7](#). Disposition and Business Held for Sale.

Executive Summary

Key Performance Metrics

We believe our business's ability to grow recurring revenue and generate positive cash flow is the key indicator of the successful execution of our business strategy. We use year-over-year revenue and EBITDA growth as metrics to measure our performance. EBITDA and EBITDA margin are non-GAAP financial measures (See footnote 2 within the Condensed Consolidated Results of Operations section of Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations). The nearest equivalent respective GAAP financial measures are net income and net income margin.

Revenue growth. We use year-over-year revenue growth as a key performance metric. We assess revenue growth based on our ability to generate increased revenue through increased sales to existing customers, sales to new customers, sales of new or expanded solutions to existing and new customers, and strategic acquisitions of new businesses.

EBITDA growth. We use EBITDA growth as a measure of our ability to balance the size of revenue growth with cost management and investing for future growth. EBITDA growth allows for greater transparency regarding our operating performance and facilitate period-to-period comparison.

EBITDA margin. We use EBITDA margin as a metric to assess segment performance and scalability of our business. We assess EBITDA margin based on our ability to increase revenues while controlling expense growth. We calculate EBITDA margin as EBITDA divided by revenues.

Revenues

We earn revenues through agreements for hosted subscriptions, advisory/consulting services, and for transactional solutions, recurring and non-recurring. Subscriptions for our solutions are generally paid in advance of rendering services either quarterly or in full upon commencement of the subscription period, which is usually for one year and automatically renewed each year. As a result, the timing of our cash flows generally precedes our recognition of revenues and income and our cash flow from operations tends to be higher in the first quarter as we receive subscription payments. Examples of these arrangements include subscriptions that allow our customers to access our standardized coverage language, our claims fraud database, or our actuarial services throughout the subscription period. In general, we experience minimal revenue seasonality within the business.

Approximately 82% and 81% of the revenues in our Insurance segment for the three months ended March 31, 2022 and 2021 were derived from hosted subscriptions through agreements (generally one to five years) for our solutions, respectively. Our customers in this segment include most of the P&C insurance providers in the U.S. Approximately 83% of the revenues in our Energy and Specialized Markets segment for the three months ended March 31, 2022 and 2021 were derived from hosted subscriptions with long-term agreements for our solutions. Our customers in this segment include most of the top 10 global energy providers. Approximately 85% and 86% of the revenues in our Financial Services segment for the three months ended March 31, 2022 and 2021 were derived from subscriptions with long-term agreements for our solutions, respectively. Our customers in this segment include financial institutions, payment networks and processors, alternative lenders, regulators, merchants, and the top 30 credit card issuers in North America, the United Kingdom, and Australia.

We also provide advisory/consulting services, which help our customers get more value out of our analytics and their subscriptions. In addition, certain of our solutions are paid for by our customers on a transactional basis, recurring and non-recurring. For example, we have solutions that allow our customers to access property-specific rating and underwriting information to price a policy on a commercial building, or compare a P&C insurance or a workers' compensation claim with information in our databases, or use our repair cost estimation solutions on a case-by-case basis. For the three months ended March 31, 2022 and 2021, approximately 18% of our consolidated revenues were derived from providing transactional and advisory/consulting solutions.

Operating Costs and Expenses

Personnel expenses are the major component of both our cost of revenues and selling, general and administrative expenses. Personnel expenses, which represented approximately 59% and 60% of our total operating expenses (excluding the gain on the sale of our environmental health and safety business and long-lived asset impairment loss associated with our Financial Services segment) for the three months ended March 31, 2022 and 2021, respectively, include salaries, benefits, incentive compensation, equity compensation costs, sales commissions, employment taxes, recruiting costs, and outsourced temporary agency costs.

We assign personnel expenses between two categories, cost of revenues and selling, general and administrative expense, based on the actual costs associated with each employee. We categorize employees who maintain our solutions as cost of revenues, and all other personnel, including executive managers, salespeople, marketing, business development, finance, legal, human resources, and administrative services, as selling, general and administrative expenses. A significant portion of our other operating costs, such as facilities and communications, is also either captured within cost of revenues or selling, general and administrative expenses based on the nature of the work being performed.

While we expect to grow our headcount over time to take advantage of our market opportunities, we believe that the economies of scale in our operating model will allow us to grow our personnel expenses at a lower rate than revenues. Historically, our EBITDA margin has improved because we have been able to increase revenues without a proportionate corresponding increase in expenses. However, part of our corporate strategy is to invest in new solutions and new businesses, which may offset margin expansion.

Cost of Revenues. Our cost of revenues consists primarily of personnel expenses. Cost of revenues also includes the expenses associated with the acquisition, disposition and verification of data, the maintenance of our existing solutions, and the development and enhancement of our next-generation solutions. Our cost of revenues excludes depreciation and amortization.

Selling, General and Administrative Expenses. Our selling, general and administrative expenses consist primarily of personnel costs. A portion of the other costs such as facilities, insurance, and communications are also allocated to selling, general and administrative expenses based on the nature of the work being performed by the employee. Our selling, general and administrative expenses exclude depreciation and amortization.

Condensed Consolidated Results of Operations

	Three Months Ended		Percentage Change
	March 31,		
	2022	2021	
(in millions, except for share and per share data)			
Statement of income data:			
Revenues:			
Insurance	\$ 586.4	\$ 535.6	9.5%
Energy and Specialized Markets	154.3	156.2	(1.2)%
Financial Services	34.8	34.3	1.6%
Revenues	<u>775.5</u>	<u>726.1</u>	6.8%
Operating expenses (income):			
Cost of revenues (exclusive of items shown separately below)	280.5	262.4	6.9%
Selling, general and administrative	135.3	119.8	12.9%
Depreciation and amortization of fixed assets	49.6	48.5	2.3%
Amortization of intangible assets	44.6	45.0	(0.9)%
Other operating income	(377.1)	—	N/A
Total operating expenses, net	<u>132.9</u>	<u>475.7</u>	(72.1)%
Operating income	<u>642.6</u>	<u>250.4</u>	156.6%
Other income (expense):			
Investment (loss) income	(0.4)	1.7	(124.4)%
Interest expense	(31.3)	(35.4)	(11.9)%
Total other expense, net	<u>(31.7)</u>	<u>(33.7)</u>	(6.1)%
Income before income taxes	610.9	216.7	182.0%
Provision for income taxes	(105.1)	(48.7)	115.8%
Net income	<u>505.8</u>	<u>168.0</u>	201.2%
Less: Net (income) loss attributable to noncontrolling interests	(0.1)	0.6	(122.0)%
Net income attributable to Verisk	<u>\$ 505.7</u>	<u>\$ 168.6</u>	199.9%
Basic net income per share attributable to Verisk:	<u>\$ 3.15</u>	<u>\$ 1.04</u>	202.9%
Diluted net income per share attributable to Verisk:	<u>\$ 3.13</u>	<u>\$ 1.03</u>	203.9%
Cash dividends declared per share (1):	<u>\$ 0.31</u>	<u>\$ 0.29</u>	6.9%
Weighted average shares outstanding:			
Basic	<u>160,680,955</u>	<u>162,641,819</u>	(1.2)%
Diluted	<u>161,638,617</u>	<u>164,436,717</u>	(1.7)%

The financial operating data below sets forth the information we believe is useful for investors in evaluating our overall financial performance:

Other data:			
EBITDA:			
Insurance	\$ 302.3	\$ 289.0	4.6%
Energy and Specialized Markets	501.9	53.7	834.1%
Financial Services	(67.8)	2.9	(2,478.0)%
EBITDA(2)	<u>\$ 736.4</u>	<u>\$ 345.6</u>	113.1%
The following is a reconciliation of net income to EBITDA:			
Net income	\$ 505.8	\$ 168.0	201.2%
Depreciation and amortization of fixed assets and intangible assets	94.2	93.5	0.8%
Interest expense	31.3	35.4	(11.9)%
Provision for income taxes	105.1	48.7	115.8%
EBITDA	<u>\$ 736.4</u>	<u>\$ 345.6</u>	113.1%

- Cash dividends declared per share is calculated by the aggregate cash dividends declared in a fiscal quarter divided by the shares issued and outstanding. See [Note 11](#) of our consolidated financial statements included in this interim report on Form 10-Q.
- EBITDA is a financial measure that management uses to evaluate the performance of our segments. "EBITDA" is defined as net income before interest expense, provision for income taxes, and depreciation and amortization of fixed and intangible assets. See [Note 14](#) of our condensed consolidated financial statements included in this quarterly report on Form 10-Q.

Although EBITDA is a non-GAAP financial measure, EBITDA is frequently used by securities analysts, lenders, and others in their evaluation of companies. EBITDA has limitations as an analytical tool, and should not be considered in isolation, or as a substitute for an analysis of our operating income, net income, or cash flows from operating activities reported under GAAP. Management uses EBITDA in conjunction with GAAP operating performance measures as part of its overall assessment of company performance. Some of these limitations are:

- EBITDA does not reflect our cash expenditures, or future requirements for capital expenditures or contractual commitments;
- EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- Although depreciation and amortization are noncash charges, the assets being depreciated and amortized often will have to be replaced in the future and EBITDA does not reflect any cash requirements for such replacements; and
- Other companies in our industry may calculate EBITDA differently than we do, limiting its usefulness as a comparative measure.

Consolidated Results of Operations

Three Months Ended March 31, 2022 Compared to Three Months Ended March 31, 2021

Revenues

Revenues were \$775.5 million for the three months ended March 31, 2022 compared to \$726.1 million for the three months ended March 31, 2021, an increase of \$49.4 million or 6.8%. Our recent acquisitions (Whitespace Software Limited, Ignite Software Systems Limited, Data Driven Safety, LLC, Infutor Data Solutions, LLC, and Opta Information Intelligence Corp. within the underwriting & rating category of the Insurance segment, ACTINEO GmbH within the claims category of the Insurance segment, and Roskill Holdings Limited within the Energy and Specialized Markets segment), business held for sale (Verisk Financial Services within the Financial Services segment), and disposition (environmental health and safety business within the Energy & Specialized Markets segment) contributed net revenues of \$16.8 million. The remaining movement in our consolidated revenue increased \$32.6 million or 4.9% related to the following: revenues within our Insurance segment increased \$31.6 million or 5.9%; and revenues within our Energy and Specialized Markets segment increased \$1.0 million or 0.7%. Refer to the Results of Operations by Segment within this section for more information regarding our revenues.

	Three Months Ended March 31,		Percentage change	Percentage change excluding recent acquisitions, business held for sale, and disposition
	2022	2021		
	(in millions)			
Insurance	\$ 586.4	\$ 535.6	9.5%	5.9%
Energy and Specialized Markets	154.3	156.2	(1.2)%	0.7%
Financial Services	34.8	34.3	1.6%	—%
Total Revenues	<u>\$ 775.5</u>	<u>\$ 726.1</u>	6.8%	4.9%

Cost of Revenues

Cost of revenues was \$280.5 million for the three months ended March 31, 2022 compared to \$262.4 million for the three months ended March 31, 2021, an increase of \$18.1 million or 6.9%. Our recent acquisitions, business held for sale, and disposition accounted for an increase of \$5.2 million in cost of revenues. The remaining cost of revenues increased \$12.9 million or 5.7% primarily due to increases of salaries and employee benefits of \$7.8 million, information technology expenses of \$5.6 million, travel expenses of \$1.0 million, and professional consulting costs of \$0.5 million; offset by decreases in data costs of \$1.4 million and other operating costs of \$0.6 million.

Selling, General and Administrative Expenses

Selling, general and administrative expenses ("SGA") were \$135.3 million for the three months ended March 31, 2022 compared to \$119.8 million for the three months ended March 31, 2021, an increase of \$15.5 million or 12.9%. Our recent acquisitions, business held for sale, and disposition accounted for an increase of \$10.0 million in SGA primarily related to salaries and employee benefits. The remaining SGA increase of \$5.5 million or 5.0% was primarily due to increases in professional consulting costs of \$5.5 million, travel expenses of \$0.8 million, and information technology expenses of \$0.6 million; offset by decreases in salaries and employee benefits of \$0.3 million and other operating costs of \$1.1 million.

Depreciation and Amortization of Fixed Assets

Depreciation and amortization of fixed assets was \$49.6 million for the three months ended March 31, 2022 compared to \$48.5 million for the three months ended March 31, 2021, an increase of \$1.1 million or 2.3%.

Amortization of Intangible Assets

Amortization of intangible assets was \$44.6 million for the three months ended March 31, 2022 compared to \$45.0 million for the three months ended March 31, 2021, a decrease of \$0.4 million or 0.9%. The decrease was primarily driven by intangible assets that were fully amortized for the three months ended March 31, 2022, partially offset by additional amortization of intangible assets incurred in connection with our recent acquisitions.

Other Operating Income, net

Other operating income was \$377.1 million for the three months ended March 31, 2022 compared to \$0.0 million for the three months ended March 31, 2021. The increase was primarily driven by the gain from the sale of our environmental health and safety business, partially offset by the long-lived asset impairment related to our Financial Services segment.

Investment (Loss) Income

Investment loss (income) was a loss of \$0.4 million for the three months ended March 31, 2022 compared to a gain of \$1.7 million for the three months ended March 31, 2021. The decrease was primarily due to impact on foreign currencies.

Interest Expense

Interest expense was \$31.3 million for the three months ended March 31, 2022 compared to \$35.4 million for the three months ended March 31, 2021, a decrease of \$4.2 million or 11.9%. The decrease was primarily due to the maturity of our 5.800% senior notes in the second quarter of the prior year.

Provision for Income Taxes

The provision for income taxes was \$105.1 million for the three months ended March 31, 2022 compared to \$48.7 million for the three months ended March 31, 2021, an increase of \$56.4 million or 115.8%. The effective tax rate was 17.2% for the three months ended March 31, 2022 compared to 22.5% for the three months ended March 31, 2021. The effective tax rate for the three months ended March 31, 2022 was lower than the effective tax rate for the three months ended March 31, 2021 primarily due to a tax rate benefit in connection with the sale of our environmental health and safety business for which a benefit was recognized for the difference between book and tax basis of our investment. This benefit was partially offset by the impact of lower tax benefits from equity compensation in the current period versus the prior period. The difference between statutory tax rates and our effective tax rate is primarily due to tax benefits attributable to equity compensation, offset by additional state and local taxes.

Net Income Margin

The net income margin was 65.2% for the three months ended March 31, 2022 compared to 23.1% for the three months ended March 31, 2021. The increase in net income margin was primarily driven by the gain from the sale of our environmental health and safety business.

EBITDA Margin

The EBITDA margin for our consolidated results was 95.0% for the three months ended March 31, 2022 compared to 47.6% for the three months ended March 31, 2021. The increase in EBITDA margin was primarily driven by the gain from the sale of our environmental health and safety business, which positively impacted our margin by 58.2%.

Results of Operations by Segment**Insurance***Revenues*

Revenues for our Insurance segment were \$586.4 million for the three months ended March 31, 2022 compared to \$535.6 million for the three months ended March 31, 2021, an increase of \$50.8 million or 9.5%. Our underwriting & rating revenue increased \$38.9 million or 10.3%. Our claims revenue increased \$11.9 million or 7.5%.

Our revenue by category for the periods presented is set forth below:

	Three Months Ended March 31,		Percentage	Percentage change
	2022	2021	change	excluding
	(in millions)			recent acquisitions
Underwriting & rating	\$ 416.0	\$ 377.1	10.3%	6.2%
Claims	170.4	158.5	7.5%	5.2%
Total Insurance	\$ 586.4	\$ 535.6	9.5%	5.9%

Our recent acquisitions (Whitespace Software Limited, Ignite Software Systems Limited, Data Driven Safety, LLC, ACTINEO GmbH, Infutor Data Solutions, LLC, and Opta Information Intelligence Corp.) contributed revenues of \$19.2 million and the remaining Insurance revenue increased \$31.6 million or 5.9%. Our underwriting & rating revenue increased \$23.4 million or 6.2%, primarily due to an annual increase in prices derived from continued enhancements to the content of the solutions within our industry-standard insurance programs as well as selling expanded solutions to existing customers in commercial and personal lines. In addition, extreme event solutions and our life solutions contributed to the growth. Our claims revenue increased \$8.2 million or 5.2%, primarily due to growth in our claims analytics revenue and property estimating solutions.

Cost of Revenues

Cost of revenues for our Insurance segment was \$193.8 million for the three months ended March 31, 2022 compared to \$173.2 million for the three months ended March 31, 2021, an increase of \$20.6 million or 11.9%. Our recent acquisitions within the Insurance segment represented an increase of \$9.4 million in cost of revenues. The remaining cost of revenues increased \$11.2 million or 6.5% primarily due to increases in salaries and employee benefits of \$7.6 million, information technology expenses of \$5.1 million, and travel expenses of \$0.7 million. These increases were partially offset by decreases in data costs of \$1.1 million, professional consulting costs of \$0.2 million, and other operating costs of \$0.9 million. The increase in salaries and employee benefits was primarily due to a pause in our employee hiring activities in the prior year's period.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for our Insurance segment were \$90.0 million for the three months ended March 31, 2022 compared to \$74.7 million for the three months ended March 31, 2021, an increase of \$15.3 million or 20.5%. Our recent acquisitions accounted for an increase of \$11.5 million, which was primarily related to salaries and employee benefits. The remaining SGA increase of \$3.8 million or 4.9% was primarily due to increases in professional consulting costs of \$4.5 million, travel expenses of \$0.7 million, and information technology expenses of \$0.5 million. These increases were partially offset by decreases in salaries and employee benefits of \$1.6 million and other operating costs of \$0.3 million.

Investment (Loss) Income

Investment (loss) income was a loss of \$0.3 million for the three months ended March 31, 2022 compared to a gain of \$1.3 million for the three months ended March 31, 2021. This was primarily due to the impact of foreign currencies.

EBITDA Margin

EBITDA for our Insurance segment was \$302.3 million for the three months ended March 31, 2022 compared to \$289.0 million for the three months ended March 31, 2021. The EBITDA margin for our Insurance segment was 51.5% for the three months ended March 31, 2022 compared to 54.0% for the three months ended March 31, 2021. The decrease in EBITDA margin was primarily due to a pause in our employee hiring process in the prior year's period as a result of COVID-19.

Energy and Specialized Markets

Revenues

Revenues for our Energy and Specialized Markets segment were \$154.3 million for the three months ended March 31, 2022 compared to \$156.2 million for the three months ended March 31, 2021, a decrease of \$1.9 million or 1.2%. Our recent acquisition, Roskill Holdings Limited, and disposition, environmental health and safety business, within this segment contributed a decrease in revenues of \$2.9 million. The remaining increase in Energy and Specialized Markets revenue of \$1.0 million or 0.7% was primarily due to increases in our subscription and consulting revenue, mitigated by the suspension of all commercial operations in Russia which negatively impacted revenue by approximately \$2.9 million.

Cost of Revenues

Cost of revenues for our Energy and Specialized Markets segment was \$65.1 million for the three months ended March 31, 2022 compared to \$65.0 million for the three months ended March 31, 2021, an increase of \$0.1 million or 0.1%. Our recent acquisition, Roskill Holdings Limited, and disposition, environmental health and safety business, accounted for a decrease of \$1.6 million. The remaining increase in cost of revenues of \$1.7 million or 3.2% was primarily due to increases in professional consulting costs of \$0.7 million, information technology expenses of \$0.5 million, travel expenses of \$0.3 million, salaries and employee benefits of \$0.2 million, and other operating costs of \$0.3 million. These increases were partially offset by a decrease in data costs of \$0.3 million.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for our Energy and Specialized Markets segment were \$38.0 million for the three months ended March 31, 2022 compared to \$37.9 million for the three months ended March 31, 2021, an increase of \$0.1 million or 0.1%. Our recent acquisition, Roskill Holdings Limited, and disposition, environmental health and safety business, accounted for a decrease of \$1.6 million primarily related to salaries and employee benefits. The remaining increase in SGA of \$1.7 million or 5.0% was primarily due to increases in salaries and employee benefits of \$1.3 million, professional consulting costs of \$1.0 million, information technology expenses of \$0.1 million, and travel expenses of \$0.1 million. These increases were partially offset by a decrease in other operating costs of \$0.8 million.

Other Operating Income

Other operating income was \$450.8 million for the three months ended March 31, 2022 compared to \$0.0 million for the three months ended March 31, 2021. The increase was primarily driven by the gain from the sale of our environmental health and safety business.

Investment (Loss) Income

Investment (loss) income was a loss of \$0.1 million for the three months ended March 31, 2022 compared to a gain of \$0.4 million for the three months ended March 31, 2021. This was primarily due to the impact on foreign currencies.

EBITDA Margin

EBITDA for our Energy and Specialized Markets segment was \$501.9 million for the three months ended March 31, 2022 compared to \$53.7 million for the three months ended March 31, 2021. The EBITDA margin for our Energy and Specialized Markets segment was 325.3% for the three months ended March 31, 2022 compared to 34.4% for the three months ended March 31, 2021. The increase in EBITDA margin was primarily driven by the gain from the sale of our environmental health and safety business, which positively impacted our margin by 292.2%.

Financial Services

Revenues

Revenues for our Financial Services segment were \$34.8 million for the three months ended March 31, 2022 compared to \$34.3 million for the three months ended March 31, 2021, an increase of \$0.5 million or 1.6%, primarily due to portfolio management and spend informed analytics, offset by lower bankruptcy volumes.

Cost of Revenues

Cost of revenues for our Financial Services segment was \$21.6 million for the three months ended March 31, 2022 compared to \$24.2 million for the three months ended March 31, 2021, a decrease of \$2.6 million or 10.8%.

Selling, General and Administrative Expenses

Selling, general and administrative expenses for our Financial Services segment were \$7.3 million for the three months ended March 31, 2022 compared to \$7.2 million for the three months ended March 31, 2021, an increase of \$0.1 million or 1.7%.

Other Operating Loss

Other operating loss was \$73.7 million for the three months ended March 31, 2022 compared to \$0.0 million for the three months ended March 31, 2021. The variance was primarily related to the long-lived asset impairment loss that was recorded in the current period.

EBITDA Margin

EBITDA for our Financial Services segment was a loss of \$67.8 million for the three months ended March 31, 2022 compared to \$2.9 million for the three months ended March 31, 2021. The EBITDA margin for our Financial Services segment was -194.9% for the three months ended March 31, 2022 compared to 8.3% for the three months ended March 31, 2021. The decrease in EBITDA margin was primarily related to the long-lived asset impairment loss that was recorded in the current period, which negatively impacted our margin by 211.7%.

Liquidity and Capital Resources

As of March 31, 2022 and December 31, 2021, we had cash and cash equivalents, excluding cash and cash equivalents classified within current assets held for sale, and available-for-sale securities of \$402.5 million and \$285.3 million, respectively. Subscriptions for our solutions are billed and generally paid in advance of rendering services either quarterly or in full upon commencement of the subscription period, which is usually for one year. Subscriptions are automatically renewed at the beginning of each calendar year. We have historically generated significant cash flows from operations. As a result of this factor, as well as the availability of funds under our Credit Facility, we expect that we will have sufficient cash to meet our working capital and capital expenditure needs and to fuel our future growth plans.

We have historically managed the business with a working capital deficit due to the fact that, as described above, we offer our solutions and services primarily through annual subscriptions or long-term contracts, which are generally prepaid quarterly or annually in advance of the services being rendered. When cash is received for prepayment of invoices, we record an asset (cash and cash equivalents) on our balance sheet with the offset recorded as a current liability (deferred revenues). This current liability is deferred revenue that does not require a direct cash outflow since our customers have prepaid and are obligated to purchase the services. In most businesses, growth in revenue typically leads to an increase in the accounts receivable balance causing a use of cash as a company grows. Unlike these businesses, our cash position is favorably affected by revenue growth, which results in a source of cash due to our customers prepaying for most of our services.

We have also historically used a portion of our cash for repurchases of our common stock from our stockholders. During the three months ended March 31, 2022 and 2021, we repurchased \$571.3 million and \$100.0 million, respectively, of our common stock. For the three months ended March 31, 2022 and 2021, we also paid dividends of \$49.4 million and \$47.1 million, respectively.

Despite current market conditions as a result of the COVID-19 pandemic, we have not observed a loss of any significant customers, a significant deterioration in the collectability of receivables, a significant reduction in our liquidity, nor a significant decline in subscription renewal rates. We continue to maintain sufficient financial resources to meet our debt and operating obligations, an investment-grade credit rating, staggered debt maturities with no debt maturity until September 2022, and ongoing access to our Credit Facility and the investment grade debt markets.

Financing and Financing Capacity

We had total debt, excluding finance lease liabilities, unamortized discounts and premium, and debt issuance costs of \$3,635.0 million and \$3,310.0 million at March 31, 2022 and December 31, 2021, respectively, and we were in compliance with our financial and other debt covenants.

We have a Credit Facility with a borrowing capacity of \$1,000.0 million with Bank of America N.A., HSBC Bank USA, N.A., JP Morgan Chase Bank, N.A., Wells Fargo Bank, National Association, Citibank, N.A., Credit Suisse AG, Cayman Islands Branch, Morgan Stanley Bank, N.A., First Commercial Bank, Ltd., Los Angeles Branch, TD Bank, N.A., and the Northern Trust Company. The Credit Facility may be used for general corporate purposes, including working capital needs and capital expenditures, acquisitions, dividends and the Repurchase Program. As of March 31, 2022, we were in compliance with all financial and other debt covenants under the Credit Facility.

As of March 31, 2022 and December 31, 2021, the available capacity under the Credit Facility was \$185.4 million and \$384.9 million, net of the letters of credit of \$4.6 million and \$5.1 million, respectively. We had \$810.0 million and \$610.0 million in borrowings outstanding under the Credit Facility as of March 31, 2022 and December 31, 2021, respectively. Subsequent to March 31, 2022, we made repayments of \$150.0 million under the Credit Facility.

On March 11, 2022, we entered into a \$125.0 million Bilateral Term Loan Agreement (the "Term Loan") with Bank of America, N.A. The Term Loan carries an interest rate of 100bps plus the one month BSBY margin at the time of the original draw and each subsequent roll over period. At each roll over period, we can continue the loan for a period of 1 or 3 months until the agreed maturity date of September 10, 2022. This loan may be used for general corporate purposes, including working capital needs and capital expenditures, acquisitions, dividend payments, and the Repurchase Program.

We are considering the implications of the transition of LIBOR to alternative reference rate measures that will likely become effective post December 2021 for any new credit facilities or loans established. We believe that there is still some uncertainty over what these rates will be but one possibility for U.S. dollar LIBOR would be the Secured Overnight Financing Rate ("SOFR") or the BSBY. As this decision has not been finalized at the time of amending our Credit Facility agreement, there is no definitive alternative rate proposed in the current contract. We are, however, reviewing the potential impact on the application of this rate on our interest expense once it becomes applicable; we however do not anticipate this change having a material impact on the interest expense charged on any applicable commitments. As our only current contract that is subject to the LIBOR rate is the Credit Facility, the impact will be dependent on what the outstanding borrowing amount is on the Credit Facility and the relevant interest rate that will be contractually applicable. Should we amend our Credit Facility to reflect SOFR or BSBY, based on recent borrowings and applicable SOFR, we do not anticipate such an amendment to have a material impact on the business.

Cash Flow

The following table summarizes our cash flow data:

	Three Months Ended		Percentage change
	March 31,		
	2022	2021	
	(in millions)		
Net cash provided by operating activities	\$ 399.6	\$ 448.7	(10.9)%
Net cash provided by (used in) investing activities	\$ 26.3	\$ (73.7)	(135.7)%
Net cash used in financing activities	\$ (293.6)	\$ (199.2)	47.4%

Operating Activities

Net cash provided by operating activities was \$399.6 million for the three months ended March 31, 2022 compared to \$448.7 million for the three months ended March 31, 2021, a decrease of \$49.1 million or 10.9%. The decrease is primarily related to a decrease in cash collections as a result of the sale of our environmental health and safety business on March 11, 2022, delayed collections from certain customers from the first quarter of 2022 to the second quarter of 2022 and one-time employee related payments.

Investing Activities

Net cash provided by investing activities of \$26.3 million for the three months ended March 31, 2022 was primarily related to the \$575.0 million in proceeds from the sale of our environmental health and safety business (3E), partially offset by acquisitions, including escrow funding associated with the acquisitions, of \$447.7 million, capital expenditures of \$60.0 million, and investments in nonpublic companies of \$41.0 million. Net cash used in investing activities of \$73.7 million for the three months ended March 31, 2021 was primarily related to capital expenditures of \$59.2 million and our purchase of controlling interest in Whitespace Software Limited of \$12.8 million.

Financing Activities

Net cash used in financing activities of \$293.6 million for the three months ended March 31, 2022 was primarily driven by repurchases of common stock of \$571.3 million and dividend payments of \$49.4 million, partially offset by proceeds, net of repayments, of debt under our Credit Facility of \$200.0 million and proceeds under our term loan facility of \$125.0 million. Net cash used in financing activities of \$199.2 million for the three months ended March 31, 2021 was primarily driven by repurchases of common stock of \$100.0 million, net repayments of our short-term debt of \$50.0 million, and dividend payments of \$47.1 million.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Contractual Obligations

There have been no material changes to our contractual obligations outside the ordinary course of our business from those reported in our annual report on Form 10-K and filed with the Securities and Exchange Commission on February 22, 2022.

Critical Accounting Estimates

Our management's discussion and analysis of financial condition and results of operations are based on our condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the U.S. The preparation of these financial statements require management to make estimates and judgments that affect reported amounts of assets and liabilities and related disclosures of contingent assets and liabilities at the dates of the financial statements and revenue and expenses during the reporting periods. These estimates are based on historical experience and on other assumptions that are believed to be reasonable under the circumstances. On an ongoing basis, management evaluates its estimates, including those related to acquisition purchase price allocations, revenue recognition, goodwill and intangible assets, pension and other postretirement benefits, stock based compensation, income taxes, and allowance for doubtful accounts. Actual results may differ from these assumptions or conditions. Some of the judgments that management makes in applying its accounting estimates in these areas are discussed under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our annual report on Form 10-K dated and filed with the Securities and Exchange Commission on February 22, 2022. Since the date of our annual report on Form 10-K, there have been no material changes to our critical accounting policies and estimates other than the items noted below.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risks at March 31, 2022 have not materially changed from those discussed under Item 7A in our annual report on Form 10-K dated and filed with the Securities and Exchange Commission on February 22, 2022.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

We are required to maintain disclosure controls and procedures (as that term is defined in Rules 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) that are designed to ensure that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives at the reasonable assurance level.

Our management, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this quarterly report on Form 10-Q. Based upon the foregoing assessments, our Chief Executive Officer and Chief Financial Officer have concluded that, as of March 31, 2022, our disclosure controls and procedures were effective at the reasonable assurance level.

Changes in Internal Control over Financial Reporting

During the three months ended March 31, 2022, there has been no change in our internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION**Item 1. Legal Proceedings**

We are party to legal proceedings with respect to a variety of matters in the ordinary course of business. See Part I Item 1. [Note 16](#) to our condensed consolidated financial statements for the three months ended March 31, 2022 for a description of our significant current legal proceedings, which is incorporated by reference herein.

Item 1A. Risk Factors

For a discussion of the risk factors affecting us, see "Risk Factors" in Part 1, Item 1A of our annual report on Form 10-K dated and filed with the Securities and Exchange Commission on February 22, 2022.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**Recent Sales of Unregistered Securities**

We did not have any unregistered sales of equity securities during the period covered by this report.

Issuer Purchases of Equity Securities

Our board of directors has authorized the Repurchase Program, of up to \$5.6 billion, inclusive of the \$1,000.0 million authorization approved by the board on February 16, 2022. As of March 31, 2022, we had \$1,032.5 million available to repurchase shares. Under the Repurchase Program, we may repurchase stock in the market or as otherwise determined by us. These authorizations have no expiration dates and may be suspended or terminated at any time. Since the introduction of share repurchase as a feature of our capital management strategies in 2010, we have repurchased shares with an aggregate value of \$4,567.5 million. Our share repurchases for the quarter ended March 31, 2022 are set forth below:

Period	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs</u>	<u>Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs (in millions)</u>
January 1, 2022 through January 31, 2022	360,913	(1) \$ 221.66	360,913	\$ 503.8
February 1, 2022 through February 28, 2022	141,766	(1) \$ 198.93	141,766	\$ 1,503.8
March 1, 2022 through March 31, 2022	2,549,882	\$ 184.85	2,549,882	\$ 1,032.5
	<u>3,052,561</u>	(1) \$ 187.17	<u>3,052,561</u>	

(1) In December 2021, we entered into an ASR agreement to repurchase shares of our common stock for an aggregate purchase price of \$100.0 million with Citibank, N.A. The ASR agreement is accounted for as a treasury stock transaction and a forward stock purchase agreement indexed to our common stock. Upon the payment of the aggregate purchase price of \$100.0 million in January 2022, we received 360,913 shares of our common stock at a price of \$221.66 per share. Upon the final settlement in February 2022, we received an additional 141,766 shares as determined by the daily volume weighted average share price of our common stock during the term of the ASR agreement, bringing the total shares received under this ASR agreement to 502,679 and a final average price paid of \$198.93 per share.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

None.

Item 6. Exhibits

See Exhibit Index.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
2.1	Purchase Agreement, dated as of January 21, 2022, by and among Verisk Analytics, Inc., Tamarack Buyer, L.L.C. and, solely for the limited purpose set forth therein, 3E Company Environmental, Ecological and Engineering (incorporated by reference to Exhibit 2.1 of Verisk's 8-K filed on January 24, 2022)**
10.1	Verisk Analytics, Inc. Senior Executive Severance Benefits Plan (incorporated by reference to Exhibit 10.1 of Verisk's 8-K filed on April 5, 2022)
31.1	Certification of the Chief Executive Officer of Verisk Analytics, Inc. pursuant to Rule 13a-14 under the Securities Exchange Act of 1934.*
31.2	Certification of the Chief Financial Officer of Verisk Analytics, Inc. pursuant to Rule 13a-14 under the Securities Exchange Act of 1934.*
32.1	Certification of the Chief Executive Officer and Chief Financial Officer of Verisk Analytics, Inc. pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002.*
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document.*
101.SCH	Inline XBRL Taxonomy Extension Schema.*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase.*
101.DEF	Inline XBRL Taxonomy Definition Linkbase.*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase.*
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase.*
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).*

* Filed herewith.

** The schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Verisk agrees to furnish supplementally a copy of such schedules and exhibits, or any section thereof, to the SEC upon request.

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 thereunto duly authorized.

Verisk Analytics, Inc.
(Registrant)

Date: May 3, 2022

By: /s/ Lee M. Shavel

Lee M. Shavel
Chief Financial Officer and Group President
(Principal Financial Officer and Duly Authorized
Officer)

CERTIFICATION

I, Scott G. Stephenson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Verisk Analytics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 3, 2022

/s/ Scott G. Stephenson

Scott G. Stephenson

President and

Chief Executive Officer

CERTIFICATION

I, Lee M. Shavel, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Verisk Analytics, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 3, 2022

/s/ Lee M. Shavel

Lee M. Shavel
Chief Financial Officer and
Group President

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

The certification set forth below is being submitted in connection with the quarterly report on Form 10-Q of Verisk Analytics, Inc. for the period ended March 31, 2022, as filed with the Securities and Exchange Commission (the "Report"), for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code.

Scott G. Stephenson, our Chief Executive Officer, and Lee M. Shavel, our Chief Financial Officer, each certifies that to the best of his knowledge:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of our operations.

/s/ Scott G. Stephenson

Scott G. Stephenson
President and Chief Executive Officer

/s/ Lee M. Shavel

Lee M. Shavel
Chief Financial Officer and Group President

Date: May 3, 2022