

---

---

**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 September 30, 2019  
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)

---

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

---

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange where registered</u>
Common Stock \$.001 par value	VRSK	NASDAQ Global Select Market

As of October 25, 2019, there were 163,869,831 shares outstanding of the registrant's Common Stock, par value \$.001.

---

---

Verisk Analytics, Inc.  
Index to Form 10-Q  
Table of Contents

Page Number

**PART I — FINANCIAL INFORMATION**

**Item 1. Financial Statements (unaudited)**

<a href="#">Condensed Consolidated Balance Sheets</a>	<a href="#">1</a>
<a href="#">Condensed Consolidated Statements of Operations</a>	<a href="#">2</a>
<a href="#">Condensed Consolidated Statements of Comprehensive Income (Loss)</a>	<a href="#">3</a>
<a href="#">Condensed Consolidated Statements of Changes in Stockholders' Equity</a>	<a href="#">4</a>
<a href="#">Condensed Consolidated Statements of Cash Flows</a>	<a href="#">6</a>
<a href="#">Notes to Condensed Consolidated Financial Statements</a>	<a href="#">7</a>

<b><u>Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations</u></b>	<a href="#">27</a>
-------------------------------------------------------------------------------------------------------------	--------------------

<b><u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u></b>	<a href="#">40</a>
----------------------------------------------------------------------------------	--------------------

<b><u>Item 4. Controls and Procedures</u></b>	<a href="#">40</a>
-----------------------------------------------	--------------------

**PART II — OTHER INFORMATION**

<b><u>Item 1. Legal Proceedings</u></b>	<a href="#">42</a>
-----------------------------------------	--------------------

<b><u>Item 1A. Risk Factors</u></b>	<a href="#">42</a>
-------------------------------------	--------------------

<b><u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u></b>	<a href="#">42</a>
-----------------------------------------------------------------------------------	--------------------

<b><u>Item 3. Defaults Upon Senior Securities</u></b>	<a href="#">42</a>
-------------------------------------------------------	--------------------

<b><u>Item 4. Mine Safety Disclosures</u></b>	<a href="#">43</a>
-----------------------------------------------	--------------------

<b><u>Item 5. Other Information</u></b>	<a href="#">43</a>
-----------------------------------------	--------------------

<b><u>Item 6. Exhibits</u></b>	<a href="#">43</a>
--------------------------------	--------------------

<b><u>SIGNATURES</u></b>	<a href="#">44</a>
--------------------------	--------------------

**Exhibit 31.1**

**Exhibit 31.2**

**Exhibit 32.1**

---

## PART I — FINANCIAL INFORMATION

## Item 1. Financial Statements

**VERISK ANALYTICS, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**  
**As of September 30, 2019 and December 31, 2018**

	2019	2018
	(in millions, except for share and per share data)	
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 311.8	\$ 139.5
Accounts receivable, net of allowance for doubtful accounts of \$9.2 and \$5.7, respectively	405.5	356.4
Prepaid expenses	71.9	63.9
Income taxes receivable	23.3	34.0
Other current assets	18.5	50.7
Total current assets	831.0	644.5
Noncurrent assets:		
Fixed assets, net	586.5	555.9
Operating lease right-of-use assets, net	222.1	—
Intangible assets, net	1,141.2	1,227.8
Goodwill	3,367.0	3,361.5
Deferred income tax assets	10.7	11.1
Other assets	130.6	99.5
Total assets	\$ 6,289.1	\$ 5,900.3
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 362.8	\$ 250.8
Acquisition-related liabilities	81.3	12.7
Short-term debt and current portion of long-term debt	24.9	672.8
Deferred revenues	460.4	383.1
Operating lease liabilities	39.4	—
Income taxes payable	4.8	5.2
Total current liabilities	973.6	1,324.6
Noncurrent liabilities:		
Long-term debt	2,668.4	2,050.5
Deferred income tax liabilities	322.2	350.6
Operating lease liabilities	212.3	—
Acquisition-related liabilities	0.2	28.3
Other liabilities	48.7	75.7
Total liabilities	4,225.4	3,829.7
Commitments and contingencies		
Stockholders' equity:		
Verisk common stock, \$.001 par value; 2,000,000,000 shares authorized; 544,003,038 shares issued and 163,651,530 and 163,970,410 shares outstanding, respectively	0.1	0.1
Additional paid-in capital	2,357.3	2,283.0
Treasury stock, at cost, 380,351,508 and 380,032,628 shares, respectively	(3,751.9)	(3,563.2)
Retained earnings	4,136.6	3,942.6
Accumulated other comprehensive losses	(678.4)	(591.9)
Total stockholders' equity	2,063.7	2,070.6
Total liabilities and stockholders' equity	\$ 6,289.1	\$ 5,900.3

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 September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
	(in millions, except for share and per share data)			
Revenues	\$ 652.7	\$ 598.7	\$ 1,930.3	\$ 1,781.2
Operating expenses:				
Cost of revenues (exclusive of items shown separately below)	242.9	219.2	717.0	662.2
Selling, general and administrative	255.0	95.7	478.7	281.0
Depreciation and amortization of fixed assets	45.8	39.5	138.0	121.6
Amortization of intangible assets	33.3	33.2	100.1	98.5
Total operating expenses	577.0	387.6	1,433.8	1,163.3
Operating income	75.7	211.1	496.5	617.9
Other income (expense):				
Investment (loss) income and others, net	(5.5)	14.1	(6.5)	19.3
Interest expense	(31.3)	(32.4)	(93.7)	(97.1)
Total other expense, net	(36.8)	(18.3)	(100.2)	(77.8)
Income before income taxes	38.9	192.8	396.3	540.1
Provision for income taxes	(6.0)	(26.8)	(78.6)	(87.6)
Net income	\$ 32.9	\$ 166.0	\$ 317.7	\$ 452.5
Basic net income per share	\$ 0.20	\$ 1.01	\$ 1.94	\$ 2.74
Diluted net income per share	\$ 0.20	\$ 0.99	\$ 1.91	\$ 2.68
Weighted-average shares outstanding:				
Basic	163,580,563	164,829,250	163,617,580	164,962,647
Diluted	166,779,618	168,200,766	166,673,946	168,614,835

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

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
	(in millions)			
Net income	\$ 32.9	\$ 166.0	\$ 317.7	\$ 452.5
Other comprehensive income (loss), net of tax:				
Foreign currency translation adjustment	(87.3)	(35.7)	(89.7)	(98.6)
Pension and postretirement liability adjustment	1.1	0.3	3.2	2.0
Total other comprehensive loss	(86.2)	(35.4)	(86.5)	(96.6)
Comprehensive (loss) income	\$ (53.3)	\$ 130.6	\$ 231.2	\$ 355.9

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 September 30, 2019 and 2018**

	Common Stock Issued	Par Value	Additional Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Losses	Total Stockholders' Equity
(in millions, except for share data)							
Balance, June 30, 2019	544,003,038	\$ 0.1	\$ 2,336.9	\$ (3,679.4)	\$ 4,145.3	\$ (592.2)	\$ 2,210.7
Net income	—	—	—	—	32.9	—	32.9
Common stock dividend (\$0.25 per share declared)	—	—	—	—	(41.6)	—	(41.6)
Other comprehensive loss	—	—	—	—	—	(86.2)	(86.2)
Treasury stock acquired (490,716 shares)	—	—	—	(75.0)	—	—	(75.0)
Stock options exercised (252,172 shares transferred from treasury stock)	—	—	10.6	2.4	—	—	13.0
Restricted stock lapsed (1,636 shares transferred from treasury stock)	—	—	—	—	—	—	—
Stock based compensation	—	—	8.8	—	—	—	8.8
Net share settlement from restricted stock awards (240 shares withheld for tax settlement)	—	—	—	—	—	—	—
Other stock issuances (13,657 shares transferred from treasury stock)	—	—	1.0	0.1	—	—	1.1
<b>Balance, September 30, 2019</b>	<b>544,003,038</b>	<b>\$ 0.1</b>	<b>\$ 2,357.3</b>	<b>\$ (3,751.9)</b>	<b>\$ 4,136.6</b>	<b>\$ (678.4)</b>	<b>\$ 2,063.7</b>
Balance, June 30, 2018	544,003,038	\$ 0.1	\$ 2,235.0	\$ (3,317.7)	\$ 3,630.4	\$ (474.2)	\$ 2,073.6
Net income	—	—	—	—	166.0	—	166.0
Other comprehensive loss	—	—	—	—	—	(35.4)	(35.4)
Treasury stock acquired (862,957 shares)	—	—	—	(101.8)	—	—	(101.8)
Stock options exercised (932,600 shares transferred from treasury stock)	—	—	19.3	8.4	—	—	27.7
Restricted stock lapsed (3,761 shares transferred from treasury stock)	—	—	—	—	—	—	—
Stock based compensation	—	—	10.3	—	—	—	10.3
Other stock issuances (13,131 shares transferred from treasury stock)	—	—	0.7	0.1	—	—	0.8
<b>Balance, September 30, 2018</b>	<b>544,003,038</b>	<b>\$ 0.1</b>	<b>\$ 2,265.3</b>	<b>\$ (3,411.0)</b>	<b>\$ 3,796.4</b>	<b>\$ (509.6)</b>	<b>\$ 2,141.2</b>

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 Nine Months Ended September 30, 2019 and 2018**

	Common Stock Issued	Par Value	Additional Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Losses	Total Stockholders' Equity
(in millions, except for share data)							
Balance, January 1, 2019	544,003,038	\$ 0.1	\$ 2,283.0	\$ (3,563.2)	\$ 3,942.6	\$ (591.9)	\$ 2,070.6
Net income	—	—	—	—	317.7	—	317.7
Common stock dividend (\$0.75 per share declared)	—	—	—	—	(123.7)	—	(123.7)
Other comprehensive loss	—	—	—	—	—	(86.5)	(86.5)
Treasury stock acquired (1,488,779 shares)	—	—	—	(200.0)	—	—	(200.0)
Stock options exercised (970,348 shares transferred from treasury stock)	—	—	41.8	9.3	—	—	51.1
Restricted stock lapsed (163,989 shares transferred from treasury stock)	—	—	(1.6)	1.6	—	—	—
Stock-based compensation	—	—	36.4	—	—	—	36.4
Net share settlement from restricted stock awards (37,875 shares withheld for tax settlement)	—	—	(5.1)	—	—	—	(5.1)
Other stock issuances (35,562 shares transferred from treasury stock)	—	—	2.8	0.4	—	—	3.2
<b>Balance, September 30, 2019</b>	<b>544,003,038</b>	<b>\$ 0.1</b>	<b>\$ 2,357.3</b>	<b>\$ (3,751.9)</b>	<b>\$ 4,136.6</b>	<b>\$ (678.4)</b>	<b>\$ 2,063.7</b>
Balance, January 1, 2018	544,003,038	\$ 0.1	\$ 2,180.1	\$ (3,150.5)	\$ 3,308.0	\$ (412.3)	\$ 1,925.4
Adjustments to opening retained earnings related to Topic 606 and ASU 2016-01	—	—	—	—	35.9	(0.7)	35.2
Net income	—	—	—	—	452.5	—	452.5
Other comprehensive loss	—	—	—	—	—	(96.6)	(96.6)
Treasury stock acquired (2,574,123 shares)	—	—	—	(282.2)	—	—	(282.2)
Stock options exercised (2,301,868 shares transferred from treasury stock)	—	—	58.0	20.0	—	—	78.0
Restricted stock lapsed (170,833 shares transferred from treasury stock)	—	—	(1.4)	1.4	—	—	—
Stock-based compensation	—	—	30.1	—	—	—	30.1
Net share settlement from restricted stock awards (33,499 shares withheld for tax settlement)	—	—	(3.5)	—	—	—	(3.5)
Other stock issuances (33,070 shares transferred from treasury stock)	—	—	2.0	0.3	—	—	2.3
<b>Balance, September 30, 2018</b>	<b>544,003,038</b>	<b>\$ 0.1</b>	<b>\$ 2,265.3</b>	<b>\$ (3,411.0)</b>	<b>\$ 3,796.4</b>	<b>\$ (509.6)</b>	<b>\$ 2,141.2</b>

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 September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
	(in millions)			
<b>Cash flows from operating activities:</b>				
Net income	\$ 32.9	\$ 166.0	\$ 317.7	\$ 452.5
<b>Adjustments to reconcile net income to net cash provided by operating activities:</b>				
Depreciation and amortization of fixed assets	45.8	39.5	138.0	121.6
Amortization of intangible assets	33.3	33.2	100.1	98.5
Amortization of debt issuance costs and original issue discount, net of original issue premium	1.6	1.0	3.5	3.1
Provision for doubtful accounts	1.8	1.3	5.1	4.1
Realized gain on subordinated promissory note	—	(12.3)	—	(12.3)
Loss on sale of assets	6.2	—	6.2	—
Stock-based compensation	8.8	10.3	36.4	30.1
Realized gain on available-for-sale securities, net	(0.1)	(0.2)	(0.7)	(0.3)
Deferred income taxes	(27.4)	(7.6)	(27.4)	(8.7)
Loss on disposal of fixed assets, net	—	0.1	—	0.2
<b>Changes in assets and liabilities, net of effects from acquisitions:</b>				
Accounts receivable	35.2	18.5	(54.5)	15.7
Prepaid expenses and other assets	(9.2)	(2.4)	(19.9)	(22.4)
Operating lease right-of-use assets, net	9.9	—	28.5	—
Income taxes	2.7	10.7	13.9	13.9
Acquisition-related liabilities	44.9	0.2	40.5	0.4
Accounts payable and accrued liabilities	138.7	41.1	152.7	37.8
Deferred revenues	(95.3)	(72.5)	71.5	51.3
Operating lease liabilities	(8.7)	—	(27.2)	—
Other liabilities	(7.5)	(0.3)	(4.5)	(24.5)
Net cash provided by operating activities	<u>213.6</u>	<u>226.6</u>	<u>779.9</u>	<u>761.0</u>
<b>Cash flows from investing activities:</b>				
Acquisitions, net of cash acquired of \$3.1 and \$0, and \$6.8 and \$3.1, respectively	(40.4)	(0.5)	(109.5)	(61.4)
Escrow funding associated with acquisitions	(4.5)	—	(4.5)	(6.3)
Proceeds from subordinated promissory note	—	121.4	—	121.4
Capital expenditures	(60.7)	(55.2)	(152.8)	(154.5)
Other investing activities, net	(0.8)	0.5	(7.7)	(3.0)
Net cash (used in) provided by investing activities	<u>(106.4)</u>	<u>66.2</u>	<u>(274.5)</u>	<u>(103.8)</u>
<b>Cash flows from financing activities:</b>				
Repayments of short-term debt, net	(60.0)	(195.0)	(405.0)	(430.0)
Repayments of current portion of long-term debt	—	—	(250.0)	—
Proceeds from issuance of long-term debt, inclusive of original issue premium and net of original issue discount	221.8	—	619.7	—
Payment of debt issuance costs	(1.2)	—	(5.3)	—
Repurchases of common stock	(75.0)	(102.8)	(200.0)	(282.2)
Proceeds from stock options exercised	13.5	27.7	45.8	74.7
Net share settlement from restricted stock awards	—	—	(5.1)	(3.5)
Dividends paid	(40.8)	—	(122.7)	—
Other financing activities, net	(6.9)	(1.3)	(12.2)	(7.5)
Net cash provided by (used in) financing activities	<u>51.4</u>	<u>(271.4)</u>	<u>(334.8)</u>	<u>(648.5)</u>
Effect of exchange rate changes	(0.1)	(5.8)	1.7	(3.4)
Increase in cash and cash equivalents	158.5	15.6	172.3	5.3
Cash and cash equivalents, beginning of period	153.3	132.0	139.5	142.3
Cash and cash equivalents, end of period	<u>\$ 311.8</u>	<u>\$ 147.6</u>	<u>\$ 311.8</u>	<u>\$ 147.6</u>
<b>Supplemental disclosures:</b>				

Income taxes paid	\$ 37.5	\$ 23.7	\$ 98.9	\$ 81.7
Interest paid	\$ 16.5	\$ 17.5	\$ 77.1	\$ 81.4
Noncash investing and financing activities:				
Debt issuance costs included in accounts payable and accrued liabilities	\$ 1.3	\$ —	\$ 1.3	\$ —
Deferred tax liability established on date of acquisition	\$ 2.9	\$ —	\$ 2.8	\$ 5.1
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ —	\$ —	\$ 247.6	\$ —
Finance lease obligations	\$ 9.8	\$ 1.4	\$ 19.2	\$ 12.8
Operating lease obligations	\$ 2.0	\$ —	\$ 3.3	\$ —
Tenant improvements	\$ 0.9	\$ 0.1	\$ 1.6	\$ 0.1
Fixed assets included in accounts payable and accrued liabilities	\$ 0.5	\$ 1.8	\$ 0.5	\$ 1.8
Dividend payable included in other liabilities	\$ 0.8	\$ —	\$ 1.0	\$ —

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. and its consolidated subsidiaries (“Verisk” or the “Company”) 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, Verisk draws on numerous data assets and domain expertise to provide first-to-market innovations that are integrated into customer workflows. Verisk offers predictive analytics and decision support solutions to customers in rating, underwriting, claims, catastrophe and weather risk, global risk analytics, natural resources intelligence, economic forecasting, and many other fields. Around the world, Verisk helps customers protect people, property, and financial assets.

Verisk was established to serve as the parent holding company of Insurance Services Office, Inc. (“ISO”) upon completion of the initial public offering (“IPO”), which occurred on October 9, 2009. ISO was formed in 1971 as an advisory and rating organization for the property and casualty (“P&C”) insurance industry to provide statistical and actuarial services, to develop insurance programs and to assist insurance companies in meeting state regulatory requirements. Over the past decade, the Company broadened its data assets, entered new markets, placed a greater emphasis on analytics, and pursued strategic acquisitions. Verisk trades under the ticker symbol “VRSK” on the Nasdaq Global Select Market.

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

The 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 granted, and assets and liabilities for pension and postretirement benefits. Actual results may ultimately differ from those estimates.

The condensed consolidated financial statements as of September 30, 2019 and for the three and nine months ended September 30, 2019 and 2018, in the opinion of management, include all adjustments, consisting of normal recurring items, to present fairly the Company’s financial position, results of operations and cash flows. The operating results for the three and nine months ended September 30, 2019 are not necessarily indicative of the results to be expected for the full year. Other than adopting Accounting Standard Codification (“ASC”) 842, *Leases* (“ASC 842”) and Regulatory Identifier Number (“RIN”) 3235-AL82, *Disclosure Update and Simplification* issued by the Securities and Exchange Commission (“SEC”) as of January 1, 2019, the condensed consolidated financial statements and related notes as of and for the three and nine months ended September 30, 2019 have been prepared on the same basis as and should be read in conjunction with the annual report on Form 10-K for the year ended December 31, 2018. 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. The Company believes the disclosures made are adequate to keep the information presented from being misleading. Certain reclassifications, including reflecting acquisition-related liabilities as a separate line item in 2019, have been made within the condensed consolidated balance sheets, condensed consolidated statements of cash flows and in the notes to conform to the respective 2019 presentation.

(a) *Leases*

In February 2016, the Financial Accounting Standards Board (“FASB”) established ASC 842 which focused on increasing transparency and comparability related to leases among organizations by requiring the recognition of right-of-use (“ROU”) assets and lease liabilities on the balance sheet. The core principle of ASC 842 is that a lessee should recognize the assets and liabilities that arise from leases. This concept requires a lessee to recognize on the balance sheet a ROU asset representing the lessee’s right to use the underlying asset over the duration of the lease term and a liability to make lease payments. Most prominent among the changes in the standard is the recognition of ROU assets and lease liabilities by lessees for those leases classified as operating leases. Under the standard, disclosures are required to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. The Company is also required to recognize and measure leases existing at, or entered into after the adoption date using a modified retrospective approach, with certain practical expedients available.

The Company adopted ASC 842 on January 1, 2019 using the modified retrospective approach and elected the transition relief package of practical expedients by applying previous accounting conclusions under ASC 840 to all leases that existed prior to the transition date. As a result, the Company did not reassess 1) whether existing or expired contracts contain leases, 2) lease classification for any existing or expired leases, and 3) whether lease origination costs qualified as initial direct costs. The Company did not elect the practical expedient to use hindsight in determining a lease term and impairment of the ROU assets at the adoption date. The Company did not separate lease components from non-lease components for the specified asset classes. The election applies to all operating leases where fixed rent payments incorporate common area maintenance. For leases where the election does not apply, the common area maintenance is billed by the landlord separately. Additionally, the Company did not apply the recognition requirements under ASC 842 to short-term leases, generally defined as lease term of less than one year.

The Company has operating and finance leases for corporate offices, data centers, and certain equipment. The leases have remaining lease terms ranging from one year to fourteen years, some of which include the options to extend the leases for up to twenty years, and some of which include the options to terminate the leases within one year. As of September 30, 2019, extension and termination options have not been considered in the calculation of the ROU assets and lease liabilities as the Company determined it was not reasonably certain that it will exercise those options.

The Company determines if an arrangement is a lease at inception. The Company considers any contract where there is an identified asset and that it has the right to control the use of such asset in determining whether the contract contains a lease. A ROU asset represents the Company's right to use an underlying asset for the lease term and the lease liabilities represent its obligation to make lease payments arising from the lease. Operating lease ROU assets and lease liabilities are recognized at commencement date based on the present value of lease payments over the lease term. As the Company's operating leases do not provide an implicit rate, the Company uses an incremental borrowing rate based on the information available on the adoption date in determining the present value of lease payments. The incremental borrowing rate was calculated by using the Company's credit rating on its publicly-traded U.S. unsecured bonds and estimating an appropriate credit rating for similar secured debt instruments. The Company's calculated credit rating on secured debt instruments determined the yield curve used. The Company calculated an implied spread and applied the spreads to the risk-free interest rates based on the yield of the U.S. Treasury zero coupon securities with a maturity equal to the remaining lease term in determining the borrowing rates for all operating leases. The operating lease ROU assets include any lease payments made prior to the rent commencement date and exclude lease incentives. Lease expense for lease payments are recognized on a straight-line basis over the lease term. Operating lease transactions are included in "Operating lease right-of-use assets, net", and "Operating lease liabilities", current and noncurrent, within the accompanying condensed consolidated balance sheets. Finance leases are included in property and equipment under "Fixed assets, net", "Short-term debt and current portion of long-term debt", and "Long-term debt" within the accompanying condensed consolidated balance sheets.

#### *Recent Accounting Pronouncements*

In April 2019, the FASB issued Accounting Standards Update ("ASU") No. 2019-04, *Codification Improvements to Topic 326, Financial Instruments—Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments* ("ASU No. 2019-04"). Topics addressed by the updates include recoveries in estimating expected credit losses, accrued interest accounting policy elections and practical expedients, transfers between loan classifications and debt security categories, contractual term extensions and renewal options, vintage disclosures for revolving line-of credit arrangements, reinsurance recoverables, expected prepayments in determining the discount rate used to estimate credit losses, and interest rate projections for variable-rate instruments. The amendments in this ASU are effective for public business entities for fiscal years beginning after December 15, 2019, including interim periods within that fiscal year. Early adoption is permitted. The Company has decided not to early adopt the amendments. The adoption of ASU No. 2019-04 is not expected to have a material impact on the Company's condensed consolidated financial statements.

In May 2019, the FASB issued ASU No. 2019-05, *Financial Instruments—Credit Losses (Topic 326): Targeted Transition Relief* ("ASU No. 2019-05"). This ASU amends the transition guidance in the new credit losses standard, ASC 326, *Financial Instruments—Credit Losses*. The amendments in this ASU are effective for entities that have adopted the amendments in Update 2016-13 for fiscal years beginning after December 15, 2019, including interim periods within that fiscal year. Early adoption is permitted. The Company has decided not to early adopt the amendments. The adoption of ASU No. 2019-05 is not expected to have a material impact on the Company's condensed consolidated financial statements.

### **3. Revenues:**

In May 2014, the FASB issued Topic 606, which replaces numerous requirements under Topic 605, *Revenue Recognition* ("Topic 605"), in U.S. GAAP, including industry-specific requirements, and provides companies with a single revenue recognition model for recognizing revenue from contracts with customers. The core principle of the new standard is

that a company should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. Revenue is recognized in a five-step model: 1) identify the contract with a customer; 2) identify the performance obligations in the contract; 3) determine the transaction price; 4) allocate the transaction price to the performance obligations in the contract; and 5) recognize revenue when or as the company satisfies a performance obligation.

Disaggregated revenues by type of service and by country are provided below for the three and nine months ended September 30, 2019 and 2018. No individual customer or country outside of the U.S. accounted for 10.0% or more of the Company's consolidated revenues for the three and nine months ended September 30, 2019 or 2018.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
<b>Insurance:</b>				
Underwriting & rating	\$ 310.3	\$ 285.1	\$ 926.1	\$ 854.6
Claims	156.5	142.6	460.4	415.1
Total Insurance	466.8	427.7	1,386.5	1,269.7
Energy and Specialized Markets	142.5	127.7	413.1	383.1
Financial Services	43.4	43.3	130.7	128.4
Total revenues	\$ 652.7	\$ 598.7	\$ 1,930.3	\$ 1,781.2

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
<b>Revenues:</b>				
U.S.	\$ 515.9	\$ 464.0	\$ 1,489.8	\$ 1,373.9
U.K.	42.0	36.6	130.5	107.6
Other countries	94.8	98.1	310.0	299.7
Total revenues	\$ 652.7	\$ 598.7	\$ 1,930.3	\$ 1,781.2

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 September 30, 2019 and December 31, 2018, the Company 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 (an amount of consideration is due) from the customer. As of September 30, 2019 and December 31, 2018, the Company had contract liabilities of \$463.9 million and \$385.1 million, respectively. The \$78.8 million increase in contract liabilities from December 31, 2018 to September 30, 2019 was primarily due to billings of \$338.2 million that were paid in advance, partially offset by \$259.4 million of revenue recognized in the nine months ended September 30, 2019. Contract liabilities, which are current and noncurrent, are included in "Deferred revenues" and "Other liabilities" in the condensed consolidated balance sheet, respectively, as of September 30, 2019 and December 31, 2018.

The Company's most significant remaining performance obligations relate to providing customers with the right to use and update the online content over the remaining contract term. Revenues expected to be recognized in the future related to performance obligations, included within our deferred revenue and other liabilities, that are unsatisfied were \$463.9 million and \$385.1 million as of September 30, 2019 and December 31, 2018, respectively. 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 99% of the balance at September 30, 2019 and December 31, 2018.

The Company recognizes an asset for incremental costs of obtaining a contract with a customer if it expects the benefits of those costs to be longer than one year. As of September 30, 2019 and December 31, 2018, the Company had deferred commissions of \$58.5 million and \$49.5 million, respectively, which have been included in "Prepaid expenses" and "Other assets" in the accompanying condensed consolidated balance sheets.

**4. Fair Value Measurements:**

Certain assets and liabilities of the Company are reported at fair value in the accompanying condensed consolidated balance sheets. To increase consistency and comparability of assets and liabilities recorded at fair value, 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, the Company 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. The investments in registered investment companies, which are Level 1 assets measured at fair value on a recurring basis, were \$3.4 million and \$3.3 million as of September 30, 2019 and December 31, 2018, respectively. 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 the accompanying condensed consolidated balance sheet.

The Company has elected not to carry its long-term debt at fair value. The carrying value of the long-term debt represents amortized cost less unamortized discount and debt issuance costs, net of unamortized premium. The Company assesses the fair value of these financial instruments based on an estimate of interest rates available to the Company for financial instruments with similar features, the Company's current credit rating and spreads applicable to the Company. The following table summarizes the carrying value and estimated fair value of these financial instruments as of September 30, 2019 and December 31, 2018, respectively:

	Fair Value Hierarchy	2019		2018	
		Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial instruments not carried at fair value:					
Long-term debt excluding finance lease liabilities and syndicated revolving credit facility debt issuance costs	Level 2	\$ 2,649.7	\$ 2,906.3	\$ 2,031.0	\$ 2,347.4

As of September 30, 2019 and December 31, 2018, the Company had securities of \$14.0 million and \$11.5 million which were accounted for as cost based investments under ASC 323-10-25, *The Equity Method of Accounting for Investments in Common Stock* ("ASC 323-10-25"). The Company does not have the ability to exercise significant influence over the investees' operating and financial policies. As of September 30, 2019 and December 31, 2018, the Company also had an investment in a limited partnership of \$13.1 million and \$5.9 million, respectively, accounted for in accordance with ASC 323-10-25 as an equity method investment. These investments were included in "Other assets" in the accompanying condensed consolidated balance sheet.

## 5. Leases:

The following table presents the cumulative effect of the changes made to the condensed consolidated balance sheet as of January 1, 2019 as a result of the adoption of ASC 842:

	December 31, 2018	Adjustments due to ASC 842	January 1, 2019
Prepaid expenses	\$ 63.9	\$ (0.2)	\$ 63.7
Operating lease right-of-use assets, net	\$ —	\$ 247.8	\$ 247.8
Accounts payable and accrued liabilities	\$ 250.8	\$ (2.0)	\$ 248.8
Operating lease liabilities, current	\$ —	\$ 39.5	\$ 39.5
Operating lease liabilities, noncurrent	\$ —	\$ 236.4	\$ 236.4
Other liabilities	\$ 75.7	\$ (26.3)	\$ 49.4

The following table presents lease cost, cash paid for amounts included in the measurement of lease liabilities, ROU assets obtained, weighted-average remaining lease terms, and weighted-average discount rates for finance and operating leases for the three and nine months ended September 30, 2019.

	For the Three Months Ended September 30, 2019	For the Nine Months Ended September 30, 2019
Lease cost:		
Operating lease cost <sup>(1)</sup>	\$ 11.8	\$ 35.9
Finance lease cost		
Depreciation of finance lease assets <sup>(2)</sup>	4.0	10.1
Interest on finance lease liabilities <sup>(3)</sup>	0.4	1.2
Total lease cost	\$ 16.2	\$ 47.2
Other information:		
Cash paid for amounts included in the measurement of lease liabilities		
Operating cash outflows from operating leases	\$ (10.8)	\$ (34.4)
Operating cash outflows from finance leases	\$ (0.4)	\$ (1.2)
Financing cash outflows from finance leases	\$ (6.9)	\$ (11.4)
Weighted-average remaining lease term - operating leases	9.5 years	9.5 years
Weighted-average remaining lease term - finance leases	2.8 years	2.8 years
Weighted-average discount rate - operating leases	3.9%	3.9%
Weighted-average discount rate - finance leases	4.5%	4.5%

<sup>(1)</sup> Included in "Cost of revenues" and "Selling, general and administrative" expenses in the accompanying condensed consolidated statements of operations

<sup>(2)</sup> Included in "Depreciation and amortization of fixed assets" in the accompanying condensed consolidated statements of operations

<sup>(3)</sup> Included in "Interest expense" in the accompanying condensed consolidated statements of operations

The ROU assets and lease liabilities for finance leases were \$37.7 million and \$35.7 million, respectively, as of September 30, 2019. The ROU assets for finance leases were included in "Fixed assets, net" in the accompanying condensed consolidated balance sheets. The lease liabilities for finance leases were included in the "Short-term debt and current portion of long-term debt" and "Long-term debt" in the accompanying condensed consolidated balance sheets (see Note 9. Debt).

Maturities of lease liabilities for the remainder of 2019 and the years through 2025 and thereafter are as follows:

Years Ending	September 30, 2019	
	Operating Leases	Finance Leases
2019	\$ 13.3	\$ 4.9
2020	47.5	15.0
2021	37.5	12.5
2022	34.1	4.9
2023	29.3	0.6
2024	20.1	—
2025 and thereafter	127.6	—
Total lease payments	309.4	37.9
Less: Amount representing interest	(57.7)	(2.2)
Present value of total lease payments	\$ 251.7	\$ 35.7

The following table summarizes the minimum rentals under long-term noncancelable leases for all leased premises, computer equipment and automobiles under ASC 840, *Leases*, as filed in the annual report on Form 10-K for the year ended December 31, 2018:

Years Ending	Operating Leases	Capital Leases
2019	\$ 46.0	\$ 8.3
2020	46.3	9.5
2021	37.2	8.6
2022	33.8	2.8
2023	28.9	—
2024 and thereafter	147.6	—
Net minimum lease payments	\$ 339.8	29.2
Less: Amount representing interest		(1.9)
Present value of net minimum lease capital payments		\$ 27.3

Rent expense on operating leases approximated \$11.6 million and \$34.5 million for the three and nine months ended September 30, 2018, respectively.

## 6. Acquisitions:

### 2019 Acquisitions

On March 29, 2019, the Company entered into a partnership agreement with an enterprise application software provider to acquire their Content as a Service (“CaaS”) business, which included the Environmental Health and Safety Regulatory Content and Environmental Health and Safety Regulatory Documentation teams and data assets, for a net cash purchase price of \$69.1 million. The CaaS business has become part of the Company's Energy and Specialized Markets segment. This transaction strengthened the Company's environmental health and safety services business and extended its global customer footprint and European operations. The preliminary purchase price allocation of the acquisition is presented in the table below.

On July 31, 2019, the Company acquired 100 percent of the stock of Keystone Aerial Surveys, Inc. (“Keystone”), for a net cash purchase price of \$29.9 million, of which \$3.0 million represents indemnity escrows, to expand its remote imagery business. Keystone sources imagery by providing customers geospatial solutions and has become part of the claims category within the Company's Insurance segment. The preliminary purchase price allocation of the acquisition is presented as part of “Others” in the table below.

On August 28, 2019, the Company acquired 100 percent of the asset of Property Pres Wizard, LLC. (“PPW”), for a net cash purchase price of \$15.0 million, of which \$1.5 million represents indemnity escrows. PPW is a web and mobile application that manages work order details and property status in the field services industry throughout the supply chain. PPW



[Table of Contents](#)

has become part of the claims category within the Company's Insurance segment. The preliminary purchase price allocation of the acquisition is presented as part of 'Others' in the table below.

The preliminary purchase price allocation of the 2019 acquisitions resulted in the following:

	CaaS	Others	Total
Cash and cash equivalents	\$ 3.7	\$ 3.1	\$ 6.8
Accounts receivable	—	3.9	3.9
Other current assets	3.1	0.7	3.8
Fixed assets	—	7.8	7.8
Operating lease right-of-use assets, net	—	0.5	0.5
Intangible assets	34.4	10.0	44.4
Goodwill	42.9	26.5	69.4
Other assets	—	4.7	4.7
Total assets acquired	<u>84.1</u>	<u>57.2</u>	<u>141.3</u>
Current liabilities	(1.3)	(1.3)	(2.6)
Deferred revenues	(10.1)	—	(10.1)
Operating lease liabilities	—	(0.5)	(0.5)
Deferred income tax, net	0.1	(2.9)	(2.8)
Other liabilities	—	(4.5)	(4.5)
Total liabilities assumed	<u>(11.3)</u>	<u>(9.2)</u>	<u>(20.5)</u>
Net assets acquired	<u>72.8</u>	<u>48.0</u>	<u>120.8</u>
Cash acquired	<u>(3.7)</u>	<u>(3.1)</u>	<u>(6.8)</u>
Net cash purchase price	<u>\$ 69.1</u>	<u>\$ 44.9</u>	<u>\$ 114.0</u>

The preliminary amounts assigned to intangible assets by type for the 2019 acquisitions are summarized in the table below:

	Weighted Average Useful Life	Total
Technology	7 years	\$ 6.9
Marketing	6 years	1.3
Customer	11 years	21.6
Database	10 years	14.6
Total intangible assets		<u>\$ 44.4</u>

The preliminary allocations of the purchase price for the 2018 and 2019 acquisitions with less than a year 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 the condensed consolidated financial statements. The allocations of the purchase price will be finalized once all information is obtained, 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 operating leases, income and non-income taxes, deferred revenues, the valuation of intangible assets acquired, and residual goodwill. The goodwill associated with the Company's acquisitions include 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 the ability to grow the Company through adding additional customer relationships or new solutions in the future. The preliminary amounts assigned to intangible assets by type for these acquisitions were based upon the Company's valuation model and historical experiences with entities with similar business characteristics.

For the nine months ended September 30, 2019, the Company finalized the purchase accounting for the acquisitions of Marketview Limited, Business Insight Limited, and Validus-IVC Limited during the measurement periods in accordance with ASC 805, *Business Combinations*. The impact of finalization of the purchase accounting associated with these acquisitions was not material to the accompanying condensed consolidated statements of operations for the three and nine months ended September 30, 2019 and 2018.

For the three and nine months ended September 30, 2019, the Company incurred transaction costs of \$0.3 million and \$1.6 million, respectively. For the three and nine months ended September 30, 2018, the Company incurred transaction costs of \$0 and \$1.2 million, respectively. The transaction costs were included within "Selling, general and administrative" expenses in the accompanying condensed consolidated statements of operations. Of the total goodwill associated with the 2019 acquisitions of \$69.4 million, \$30.2 million associated with the stock purchase is not deductible for tax purposes.

The 2019 acquisitions were immaterial, both individually and in the aggregate, to the Company's condensed consolidated financial statements for the three and nine months ended September 30, 2019 and 2018, and therefore, supplemental information disclosure on an unaudited pro forma basis is not presented.

#### **Acquisition Escrows and Related Liabilities**

Pursuant to the related acquisition agreements, the Company has funded various escrow accounts to satisfy pre-acquisition indemnity and tax claims arising subsequent to the acquisition date. At September 30, 2019 and December 31, 2018, the current portion of the escrows amounted to \$0.7 million and \$31.2 million, and the noncurrent portion of the escrows amounted to \$12.9 million and \$8.7 million, respectively. The decrease in the current portion of the escrows was primarily related to \$30.8 million of escrow releases mostly associated with the Company's 2017 and 2018 acquisitions. The current and noncurrent portions of the escrows have been included in "Other current assets" and "Other assets" in the accompanying condensed consolidated balance sheets, respectively.

The acquisitions of Emergent Network Intelligence Limited, Healix International Holdings Limited, Rebmark Legal Solutions Limited, PowerAdvocate, Inc. and Validus-IVC Limited include acquisition related contingencies, 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. The Company believes that the liabilities recorded as of September 30, 2019 and December 31, 2018 reflect the best estimate of acquisition related contingent payments. The associated current acquisition related liabilities were \$81.3 million and \$12.7 million as of September 30, 2019 and December 31, 2018, respectively. The associated noncurrent acquisition related liabilities for these acquisitions were of \$0.2 million and \$28.3 million as of September 30, 2019 and December 31, 2018, respectively.

#### **7. Goodwill and Intangible Assets:**

The following is a summary of the change in goodwill from December 31, 2018 through September 30, 2019, both in total and as allocated to the Company's operating segments:

	Insurance	Energy and Specialized Markets	Financial Services	Total
<b>Goodwill at December 31, 2018</b>	\$ 833.8	\$ 2,054.7	\$ 473.0	\$ 3,361.5
Current period acquisitions	26.5	42.9	—	69.4
Current period disposition	—	—	(0.7)	(0.7)
Purchase accounting reclassification	0.3	—	(0.1)	0.2
Foreign currency translation	(14.1)	(49.0)	(0.3)	(63.4)
<b>Goodwill at September 30, 2019</b>	<b>\$ 846.5</b>	<b>\$ 2,048.6</b>	<b>\$ 471.9</b>	<b>\$ 3,367.0</b>

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 the Company will determine the implied fair value of the reporting unit's goodwill. If the carrying value of a reporting unit's goodwill exceeds its implied fair value, then an impairment loss is recorded for the difference between the carrying amount and the implied fair value of goodwill. The Company completed the required annual impairment test as of June 30, 2019, and concluded that there was no impairment of goodwill. There were no triggering events for the three months ended September 30, 2019 that would impact the results of the impairment test performed as of June 30, 2019.

The Company's intangible assets and related accumulated amortization consisted of the following:

	Weighted Average Useful Life	Cost	Accumulated Amortization	Net
<b>September 30, 2019</b>				
Technology	8 years	\$ 438.5	\$ (281.1)	\$ 157.4
Marketing	16 years	249.6	(87.0)	162.6
Contract	6 years	5.0	(5.0)	—
Customer	14 years	723.7	(258.9)	464.8
Database	19 years	450.8	(94.4)	356.4
Total intangible assets		<u>\$ 1,867.6</u>	<u>\$ (726.4)</u>	<u>\$ 1,141.2</u>
<b>December 31, 2018</b>				
Technology	8 years	\$ 438.8	\$ (255.5)	\$ 183.3
Marketing	16 years	255.8	(77.2)	178.6
Contract	6 years	5.0	(5.0)	—
Customer	14 years	718.2	(223.9)	494.3
Database	19 years	450.5	(78.9)	371.6
Total intangible assets		<u>\$ 1,868.3</u>	<u>\$ (640.5)</u>	<u>\$ 1,227.8</u>

Amortization expense related to intangible assets for the three months ended September 30, 2019 and 2018 was \$33.3 million and \$33.2 million, respectively. Amortization expense related to intangible assets for the nine months ended September 30, 2019 and 2018 was \$100.1 million and \$98.5 million, respectively. Estimated amortization expense for the remainder of 2019 and the years through 2024 and thereafter for intangible assets subject to amortization is as follows:

Year	Amount
2019	\$ 33.2
2020	130.5
2021	120.2
2022	109.3
2023	97.5
2024 and thereafter	650.5
	<u>\$ 1,141.2</u>

## 8. Income Taxes:

The Company's effective tax rate for the three and nine months ended September 30, 2019 was 15.5% and 19.8% compared to the effective tax rate for the three and nine months ended September 30, 2018 of 13.9% and 16.2%. The effective tax rate for the three months ended September 30, 2019 was higher than the September 30, 2018 effective tax rate due to the impact of nondeductible earn-out expenses in the current period, offset by favorable audit settlements in the current period. The effective tax rate for the nine months ended September 30, 2019 is higher than the effective tax rate for the nine months ended September 30, 2018 primarily due to the impact of lower tax benefits from equity compensation in the current period versus the prior period, as well as the impact of nondeductible earn-out expenses in the current period. The difference between statutory tax rates and the Company's effective tax rate is primarily due to tax benefits attributable to equity compensation, offset by additional state and local income taxes.

**9. Debt:**

The following table presents short-term and long-term debt by issuance as of September 30, 2019 and December 31, 2018:

	Issuance Date	Maturity Date	2019	2018
<b>Short-term debt and current portion of long-term debt:</b>				
Syndicated revolving credit facility	Various	Various	\$ 10.0	\$ 415.0
<b>Senior notes:</b>				
4.875% senior notes	12/8/2011	1/15/2019	—	250.0
Finance lease liabilities <sup>(1)</sup>	Various	Various	14.9	7.8
Short-term debt and current portion of long-term debt			24.9	672.8
<b>Long-term debt:</b>				
<b>Senior notes:</b>				
4.125% senior notes <sup>(2)</sup> , inclusive of unamortized premium, and net of unamortized discount and debt issuance costs of \$13.9	03/06/2019	03/15/2029	613.9	—
4.000% senior notes, less unamortized discount and debt issuance costs of \$(7.0) and \$(7.9), respectively	05/15/2015	06/15/2025	893.0	892.1
5.500% senior notes, less unamortized discount and debt issuance costs of \$(4.6) and \$(4.7), respectively	05/15/2015	06/15/2045	345.4	345.3
4.125% senior notes, less unamortized discount and debt issuance costs of \$(1.8) and \$(2.3), respectively	09/12/2012	09/12/2022	348.2	347.7
5.800% senior notes, less unamortized discount and debt issuance costs of \$(0.8) and \$(1.2), respectively	04/06/2011	05/01/2021	449.2	448.8
Finance lease liabilities <sup>(1)</sup>	Various	Various	20.8	19.5
Syndicated revolving credit facility debt issuance costs	Various	Various	(2.1)	(2.9)
Long-term debt			2,668.4	2,050.5
Total debt			\$ 2,693.3	\$ 2,723.3

<sup>(1)</sup> Refer to Note 5. Leases

<sup>(2)</sup> The Company offered an additional issuance of these notes on September 6, 2019.

On January 15, 2019, the Company utilized borrowings from its the Credit Facility and cash from operations to repay the 4.875% senior notes in full in an amount of \$250.0 million.

On March 6, 2019, the Company completed an issuance of \$400.0 million aggregate principal amount of 4.125% senior notes due 2029 (the "2029 notes"), which were issued at a discount of \$2.1 million and the Company incurred debt issuance costs of \$4.1 million. On September 6, 2019, the Company completed an additional issuance of \$200.0 million aggregate principal amount of the 2029 notes that were issued at a premium of \$21.8 million and the Company incurred debt issuance costs of \$1.9 million. The 2029 notes mature on March 15, 2029 and accrue interest at a fixed rate of 4.125% per annum. Interest is payable semiannually on the 2029 notes on March 15th and September 15th of each year, beginning on March 15, 2020. The original issue discount, original issue premium and debt issuance costs were recorded in "Long-term debt" in the accompanying condensed consolidated balance sheets and these costs will be amortized to "Interest expense" in the accompanying consolidated statements of operations over the life of the 2029 notes. The net proceeds from the issuance of the 2029 notes were utilized to support the acquisition of Genscape (See Note 16. Subsequent Events), partially repay the Credit Facility and for general corporate purposes. The indenture governing the 2029 notes restricts the Company's ability to, among other things, create certain liens, enter into sale/leaseback transactions and consolidate with, sell, lease, convey or otherwise transfer all or substantially all of the Company's assets, or merge with or into, any other person or entity. As of September 30, 2019 and December 31, 2018, the Company had senior notes with an aggregate principal amount of \$2,650.0 million and \$2,300.0 million outstanding, respectively, and was in compliance with their financial and other debt covenants.

On August 15, 2019, the Company entered into the Fourth Amendment (the "Amendment") to the committed senior unsecured Syndicated Revolving 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., TD Bank, N.A., and the Northern Trust Company, which reduced the borrowing capacity from \$1,500.0 million to \$1,000.0 million, extended the maturity date to August 15, 2024, and amended the pricing grid. Interest on borrowings under the Amendment is payable at an interest rate of LIBOR plus 1.0% to 1.625%, depending upon the public debt rating. A commitment fee on any unused balance is payable periodically and may range from 8.0 to 20.0 basis points based upon the public debt rating. The Amendment also contains certain financial and other covenants that, among other things, impose certain restrictions on indebtedness, liens, investments, and capital expenditures. These covenants place restrictions on mergers, asset sales, sale/leaseback transactions, and certain transactions with affiliates. The financial covenants require that, at the end of any fiscal quarter, the Company has a consolidated funded debt leverage ratio of less than 3.5 to 1.0. At the election of the Company, the maximum consolidated funded debt leverage ratio could be permitted to increase to 4.0 to 1.0 for no more than once and 4.25 to 1.0 in any subsequent request for no more than once. The Credit Facility may be used for general corporate purposes, including working capital needs and capital expenditures, acquisitions and the share repurchase program (the "Repurchase Program"). As of September 30, 2019, the Company was in compliance with all financial and other debt covenants under the Credit Facility. As of September 30, 2019 and December 31, 2018, the available capacity under the Credit Facility was \$984.8 million and \$1,078.9 million, net of the letters of credit of \$5.2 million and \$6.1 million, respectively. In connection with the Amendment, the Company incurred additional debt issuance costs of \$0.6 million, which will be amortized to "Interest expense" within the accompanying condensed consolidated statements of operations over the remaining life of the Credit Facility. In addition, due to the reduction in the available capacity as part of the Amendment, previously capitalized debt issuance costs of \$0.7 million were written off and recorded to "Interest expense" in the accompanying condensed consolidated statements of operations for the three and nine months ended September 30, 2019. Subsequent to September 30, 2019, the Company had borrowings of \$250.0 million and repayments of \$10.0 million under the Credit Facility.

#### **10. Stockholders' Equity:**

The Company has 2,000,000,000 shares of authorized common stock as of September 30, 2019 and December 31, 2018. The Company's 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.

The Company has 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. The Company did not issue any preferred shares as of September 30, 2019.

At September 30, 2019 and December 31, 2018, the adjusted closing price of Verisk's common stock was \$158.14 and \$108.47 per share, respectively.

On February 13, 2019, April 29, 2019 and July 24, 2019, the Company's Board approved a cash dividend of \$0.25 per share of common stock issued and outstanding to the holders of record as of March 15, 2019, June 14, 2019 and September 13, 2019, respectively. The cash dividend of \$40.9 million, \$41.0 million, and \$40.8 million was paid on March 29, 2019, June 28, 2019 and September 30, 2019 and recorded as a reduction to retained earnings, respectively.

*Share Repurchase Program*

Since May 2010, the Company has authorized repurchases of up to \$3,300.0 million of its common stock through its Repurchase Program. The Company has repurchased shares with an aggregate value of \$3,072.4 million. The Company repurchased 1,488,779 shares of common stock with an aggregate value of \$200.0 million during the nine months ended September 30, 2019. As of September 30, 2019, the Company had \$227.6 million available to repurchase shares through its Repurchase Program.

In December 2018, March 2019, and June 2019, the Company entered into Accelerated Share Repurchase ("ASR") agreements to repurchase shares of its common stock for an aggregate purchase price of \$75.0 million, \$50.0 million and \$75.0 million, respectively, with Morgan Stanley & Co. LLC and HSBC Bank USA, N.A. The ASR agreements are each accounted for as a treasury stock transaction and a forward stock purchase agreement indexed to the Company's common stock. The forward stock purchase agreements are each classified as an equity instrument under ASC 815-40, *Contracts in Entity's Own Equity* ("ASC 815-40") and were deemed to have a fair value of zero at the respective effective date. Upon payments of the aggregate purchase price on January 2, 2019, April 1, 2019, and July 1, 2019, the Company received an aggregate delivery of 550,257, 300,752, and 409,668 shares of its common stock at a price of \$109.04, \$133.00, and \$146.46, respectively. Upon the final settlement of the ASR agreements in March 2019, June 2019, and September 2019, the Company received additional shares of 86,333, 60,721, and 81,048, respectively, as determined by the volume weighted average share price of Verisk's common stock during the term of the ASR agreements. The aggregate purchase price was recorded as a reduction to stockholders' equity in the Company's condensed consolidated statements of changes in stockholders' equity for the nine months ended September 30, 2019. The total of 1,488,779 shares for the nine months ended September 30, 2019 resulted in a reduction of outstanding shares used to calculate the weighted average common shares outstanding for basic and diluted earnings per share ("EPS").

*Treasury Stock*

As of September 30, 2019, the Company's treasury stock consisted of 380,351,508 shares of common stock, carried at cost. During the nine months ended September 30, 2019, the Company transferred 1,169,899 shares of common stock from the treasury shares at a weighted average treasury stock price of \$9.67 per share.

*Earnings Per Share*

Basic EPS is computed by dividing net income 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.

The following is a presentation of the numerators and denominators of the basic and diluted EPS computations for the three and nine months ended September 30, 2019 and 2018:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
<b>Numerator used in basic and diluted EPS:</b>				
Net income	\$ 32.9	\$ 166.0	\$ 317.7	\$ 452.5
<b>Denominator:</b>				
Weighted average number of common shares used in basic EPS	163,580,563	164,829,250	163,617,580	164,962,647
<b>Effect of dilutive shares:</b>				
Potential common shares issuable from stock options and stock awards	3,199,055	3,371,516	3,056,366	3,652,188
Weighted average number of common shares and dilutive potential common shares used in diluted EPS	166,779,618	168,200,766	166,673,946	168,614,835

The potential shares of common stock that were excluded from diluted EPS were 870,606 and 956,014 for the three months ended September 30, 2019 and 2018, and 606,100 and 622,199 for the nine months ended September 30, 2019 and 2018, 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 September 30, 2019 and December 31, 2018:

	2019	2018
Foreign currency translation adjustment	\$ (578.2)	\$ (488.5)
Pension and postretirement adjustment, net of tax	(100.2)	(103.4)
Accumulated other comprehensive losses	<u>\$ (678.4)</u>	<u>\$ (591.9)</u>

The before tax and after tax amounts of other comprehensive income (loss) for the three and nine months ended September 30, 2019 and 2018 are summarized below:

	Before Tax	Tax (Expense) Benefit	After Tax
<b>For the Three Months Ended September 30, 2019</b>			
Foreign currency translation adjustment	\$ (87.3)	\$ —	\$ (87.3)
Pension and postretirement adjustment before reclassifications	2.0	(0.3)	1.7
Amortization of net actuarial loss and prior service benefit reclassified from accumulated other comprehensive losses <sup>(1)</sup>	(0.8)	0.2	(0.6)
Pension and postretirement adjustment	1.2	(0.1)	1.1
Total other comprehensive loss	<u>\$ (86.1)</u>	<u>\$ (0.1)</u>	<u>\$ (86.2)</u>
<b>For the Three Months Ended September 30, 2018</b>			
Foreign currency translation adjustment	\$ (35.7)	\$ —	\$ (35.7)
Pension and postretirement adjustment before reclassifications	1.9	(0.8)	1.1
Amortization of net actuarial loss and prior service benefit reclassified from accumulated other comprehensive losses <sup>(1)</sup>	(0.9)	0.1	(0.8)
Pension and postretirement adjustment	1.0	(0.7)	0.3
Total other comprehensive loss	<u>\$ (34.7)</u>	<u>\$ (0.7)</u>	<u>\$ (35.4)</u>
<b>For the Nine Months Ended September 30, 2019</b>			
Foreign currency translation adjustment	\$ (89.7)	\$ —	\$ (89.7)
Pension and postretirement adjustment before reclassifications	7.7	(1.6)	6.1
Amortization of net actuarial loss and prior service benefit reclassified from accumulated other comprehensive losses <sup>(1)</sup>	(3.8)	0.9	(2.9)
Pension and postretirement adjustment	3.9	(0.7)	3.2
Total other comprehensive loss	<u>\$ (85.8)</u>	<u>\$ (0.7)</u>	<u>\$ (86.5)</u>
<b>For the Nine Months Ended September 30, 2018</b>			
Foreign currency translation adjustment	\$ (98.6)	\$ —	\$ (98.6)
Pension and postretirement adjustment before reclassifications	5.6	(1.5)	4.1
Amortization of net actuarial loss and prior service benefit reclassified from accumulated other comprehensive losses <sup>(1)</sup>	(2.7)	0.6	(2.1)
Pension and postretirement adjustment	2.9	(0.9)	2.0
Total other comprehensive loss	<u>\$ (95.7)</u>	<u>\$ (0.9)</u>	<u>\$ (96.6)</u>

<sup>(1)</sup> These accumulated other comprehensive loss components, before tax, are included under “Cost of revenues” and “Selling, general and administrative” in the accompanying condensed consolidated statements of operations. These components are also included in the computation of net periodic (benefit) cost (see Note 12. Pension and Postretirement Benefits for additional details).

## 11. Equity Compensation Plans:

### Equity Compensation Plans

All of the Company's outstanding stock options, restricted stock awards, and performance share units ("PSU") are covered under the 2013 Incentive Plan or 2009 Incentive Plan. Awards under the 2013 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, directors and consultants are eligible for awards under the 2013 Incentive Plan. The Company transferred common stock under these plans from the Company's treasury shares. As of September 30, 2019, there were 4,381,854 shares of common stock reserved and available for future issuance under the 2013 Incentive Plan. Cash received from stock option exercises for the three months ended September 30, 2019 and 2018 was \$13.5 million and \$27.7 million, respectively. Cash received from stock option exercises for the nine months ended September 30, 2019 and 2018 was \$45.8 million and \$74.7 million, respectively.

The Company granted equity awards to key employees of the Company. The nonqualified stock options have an exercise price equal to the adjusted closing price of the Company's 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 the Company's 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 Verisk common stock and the ultimate realization is based on the Company's 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. The Company recognizes the expense of the equity awards ratably over the vesting period, which could be up to four years.

The Company's sharesave plan ("UK Sharesave Plan") offers qualifying employees in the United Kingdom the opportunity to own shares of the Company's common stock. Employees who elect to participate are granted stock options, of which the exercise price is equal to the adjusted closing price of the Company's common stock on the grant 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 nine months ended September 30, 2019 and 2018, the Company granted 18,713 and 19,247 stock options under the UK Sharesave Plan at a discounted exercise price of \$136.35 and \$101.27, respectively.

A summary of the status of the stock options, restricted stock, and PSUs awarded under the 2013 Incentive Plan as of December 31, 2018 and September 30, 2019 and changes during the interim period are presented below:

	Stock Option			Restricted Stock		PSU	
	Number of Options	Weighted Average Exercise Price	Aggregate Intrinsic Value	Number of Shares	Weighted Average Grant Date Fair Value Per Share	Number of Shares	Weighted Average Grant Date Fair Value Per Share
	(in millions)						
Outstanding at December 31, 2018	6,820,046	\$ 67.27	\$ 284.9	533,335	\$ 88.55	42,050	\$ 140.70
Granted	897,849	\$ 135.12		163,541	\$ 135.36	51,792	\$ 173.59
Dividend reinvestment	—	\$ —		—	\$ —	239	Not applicable
Exercised or lapsed	(970,348)	\$ 52.78	\$ 84.0	(209,712)	\$ 84.60	—	
Canceled, expired or forfeited	(144,258)	\$ 94.63		(25,077)	\$ 109.94	—	
Outstanding at September 30, 2019	6,603,289	\$ 78.04	\$ 528.9	462,087	\$ 98.63	94,081	\$ 158.85
Exercisable at September 30, 2019	4,415,326	\$ 63.32	\$ 418.7				
Exercisable at December 31, 2018	4,360,117	\$ 55.94	\$ 231.5				
Nonvested at September 30, 2019	2,187,963			455,547		94,081	
Expected to vest at September 30, 2019	1,852,243			428,029		183,231 <sup>(1)</sup>	

<sup>(1)</sup> Includes estimated performance achievement



The fair value of the stock options granted for the nine months ended September 30, 2019 and 2018 was estimated using a Black-Scholes valuation model that uses the weighted average assumptions noted in the following table:

	2019	2018
	Black-Scholes	Black-Scholes
Option pricing model		
Expected volatility	18.76%	18.51%
Risk-free interest rate	2.27%	2.52%
Expected term in years	4.4 years	4.4 years
Dividend yield	0.80%	—
Weighted average grant date fair value per stock option	\$ 24.09	\$ 21.37

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 award. The expected dividend yield was based on the Company's 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 Verisk common stock as of the reporting date. Excess tax benefits from exercised stock options were recorded as income tax benefit in the 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 5.88 years and 4.60 years for outstanding and exercisable stock options, respectively, as of September 30, 2019.

The Company's employee stock purchase plan ("US ESPP") offers eligible employees in the United States the opportunity to purchase shares of the Company's common stock at a discount of its fair market value at the time of purchase. During the nine months ended September 30, 2019 and 2018, the Company issued 23,321 and 21,988 shares of common stock at a weighted discounted price of \$138.02 and \$105.14 for the ESPP, respectively.

As of September 30, 2019, there was \$88.2 million of total unrecognized compensation costs, exclusive of the impact of vesting upon retirement eligibility, related to nonvested stock-based compensation arrangements granted under the 2009 and 2013 Incentive Plans. That cost is expected to be recognized over a weighted average period of 2.57 years. The total grant date fair value of options vested was \$13.0 million and \$12.4 million during the nine months ended September 30, 2019 and 2018, respectively. The total grant date fair value of restricted stock vested during the nine months ended September 30, 2019 and 2018 was \$15.3 million and \$13.7 million, respectively. The total grant date fair value of PSUs vested during the nine months ended September 30, 2019 and 2018 was \$3.0 million and \$1.0 million, respectively.

## 12. Pension and Postretirement Benefits:

The Company maintains a frozen qualified defined benefit pension plan for certain of its employees through membership in the Pension Plan for Insurance Organizations (the "Pension Plan"), a multiple-employer trust. The Company also applies 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. The Company also has a frozen non-qualified supplemental cash balance plan ("SERP") for certain employees. The SERP is funded from the general assets of the Company.

The Company also provides certain healthcare and life insurance benefits to certain qualifying active and retired employees. The 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 and nine months ended September 30, are summarized below:

	Pension Plan and SERP		Postretirement Plan	
	For the Three Months Ended September 30,			
	2019	2018	2019	2018
Interest cost	\$ 3.4	\$ 3.8	\$ —	\$ —
Expected return on plan assets	(7.1)	(8.2)	—	—
Amortization of net actuarial loss	0.7	0.8	0.1	0.1
Net periodic (benefit) cost	\$ (3.0)	\$ (3.6)	\$ 0.1	\$ 0.1
Employer contributions, net	\$ 0.2	\$ 0.2	\$ (0.1)	\$ 0.2

	Pension Plan and SERP		Postretirement Plan	
	For the Nine Months Ended September 30,			
	2019	2018	2019	2018
Interest cost	\$ 11.8	\$ 11.4	\$ 0.2	\$ 0.2
Expected return on plan assets	(22.6)	(24.6)	(0.1)	(0.1)
Amortization of prior service cost	0.1	0.1	(0.1)	(0.1)
Amortization of net actuarial loss	3.5	2.4	0.3	0.3
Net periodic (benefit) cost	\$ (7.2)	\$ (10.7)	\$ 0.3	\$ 0.3
Employer contributions, net	\$ 0.6	\$ 0.7	\$ (0.4)	\$ (0.1)

The expected contributions to the Pension Plan, SERP and Postretirement Plan for the year ending December 31, 2019 are consistent with the amounts previously disclosed as of December 31, 2018.

### 13. 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. The Company’s President and CEO is identified as the CODM as defined by ASC 280-10. The operating segments of the Company are the following: Insurance, Energy and Specialized Markets, and Financial Services. These three operating segments are also the Company’s 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 the Company’s revenue recognition policy. Below is the overview of the solutions offered within each reportable segment.

**Insurance:** The Company is the leading provider of statistical, actuarial and underwriting data for the U.S. P&C insurance industry. The Company’s 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. The Company uses 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. The Company also develops solutions that its customers use to analyze key processes in managing risk. The Company’s combination of algorithms and analytic methods incorporates its proprietary data to generate solutions. In most cases, the Company’s customers integrate the solutions into their models, formulas or underwriting criteria in order to predict potential loss events, ranging from hurricanes to earthquakes. The Company develops catastrophe and extreme event models and offers solutions covering natural and man-made risks, including acts of terrorism. The Company further develops solutions that allow customers to quantify costs after loss events occur. The Company’s multitier, multispectral terrestrial imagery and data acquisition, processing, analytics, and distribution system using the remote sensing and machine learning technologies help gather, store, process, and deliver geographic and spatially referenced information that supports uses in many markets.

Additionally, the Company offers 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. The Company's underwriting & rating, insurance anti-fraud claims, catastrophe modeling, loss quantification and aerial imagery solutions are included in this segment.

**Energy and Specialized Markets:** The Company is a leading provider of data analytics via hosted platform for the global energy, chemicals, and metals and mining industries. Its 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. The Company gathers and manages 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. The Company also helps businesses and governments better anticipate and manage climate and weather-related risks. The Company's analytical tools measure and observe environmental properties and translate those measurements into actionable information based on customer needs. The Company further offers a suite of data and information services that enable improved compliance with global Environmental Health and Safety requirements related to the safe manufacturing, distribution, transportation, usage, and disposal of chemicals and products. The Company's energy business, environmental health and safety services and, weather risk solutions are included in this segment.

**Financial Services:** The Company maintains 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 the Company's 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, the Company's bankruptcy management solutions assist creditors, debt servicing businesses and credit services to enhance regulatory compliance by eliminating stay violation and portfolio valuation risk. As of July 15, 2019, the Company sold its retail analytics solution business for \$2.0 million excluding contingent and indemnity escrows of \$0.4 million. The sale resulted in a loss of \$6.2 million that was included within "Investment (loss) income and others, net" in the accompanying condensed consolidated statements of operations for the three and nine months ended September 30, 2019.

The three aforementioned operating segments represent the segments for which discrete financial information is available and upon which operating results are regularly evaluated by the CODM in order to assess performance and allocate resources. The Company uses EBITDA as the profitability measure for making decisions regarding ongoing operations. EBITDA is net income before interest expense, provision for income taxes, 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. The Company does 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, the 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.

The following table provides the Company's revenue and EBITDA by reportable segment for the three and nine months ended September 30, 2019 and 2018, and the reconciliation of EBITDA to income before income taxes as shown in the accompanying condensed consolidated statements of operations:

	For the Three Months Ended							
	September 30, 2019				September 30, 2018			
	Insurance	Energy and Specialized Markets	Financial Services	Total	Insurance	Energy and Specialized Markets	Financial Services	Total
Revenues	\$ 466.8	\$ 142.5	\$ 43.4	\$ 652.7	\$ 427.7	\$ 127.7	\$ 43.3	\$ 598.7
Expenses:								
Cost of revenues (exclusive of items shown separately below)	(158.6)	(60.0)	(24.3)	(242.9)	(142.1)	(53.2)	(23.9)	(219.2)
Selling, general and administrative	(195.5)	(54.7)	(4.8)	(255.0)	(57.5)	(34.1)	(4.1)	(95.7)
Investment (loss) income and others, net	(0.5)	1.2	(6.2)	(5.5)	12.0	0.8	1.3	14.1
EBITDA	<u>\$ 112.2</u>	<u>\$ 29.0</u>	<u>\$ 8.1</u>	<u>149.3</u>	<u>\$ 240.1</u>	<u>\$ 41.2</u>	<u>\$ 16.6</u>	<u>297.9</u>
Depreciation and amortization of fixed assets				(45.8)				(39.5)
Amortization of intangible assets				(33.3)				(33.2)
Interest expense				(31.3)				(32.4)
Income before income taxes				<u>\$ 38.9</u>				<u>\$ 192.8</u>

	For the Nine Months Ended							
	September 30, 2019				September 30, 2018			
	Insurance	Energy and Specialized Markets	Financial Services	Total	Insurance	Energy and Specialized Markets	Financial Services	Total
Revenues	\$ 1,386.5	\$ 413.1	\$ 130.7	\$ 1,930.3	\$ 1,269.7	\$ 383.1	\$ 128.4	\$ 1,781.2
Expenses:								
Cost of revenues (exclusive of items shown separately below)	(467.6)	(176.2)	(73.2)	(717.0)	(422.2)	(164.7)	(75.3)	(662.2)
Selling, general and administrative	(330.1)	(132.9)	(15.7)	(478.7)	(163.3)	(103.6)	(14.1)	(281.0)
Investment (loss) income and others, net	(0.6)	0.5	(6.4)	(6.5)	16.2	1.2	1.9	19.3
EBITDA	<u>\$ 588.2</u>	<u>\$ 104.5</u>	<u>\$ 35.4</u>	<u>728.1</u>	<u>\$ 700.4</u>	<u>\$ 116.0</u>	<u>\$ 40.9</u>	<u>857.3</u>
Depreciation and amortization of fixed assets				(138.0)				(121.6)
Amortization of intangible assets				(100.1)				(98.5)
Interest expense				(93.7)				(97.1)
Income before income taxes				<u>\$ 396.3</u>				<u>\$ 540.1</u>

Long-lived assets by country are provided below:

	September 30, 2019	December 31, 2018
Long-lived assets:		
U.S	\$ 2,554.4	\$ 2,335.8
U.K.	2,477.4	2,595.5
Other countries	426.3	324.5
Total long-lived assets	<u>\$ 5,458.1</u>	<u>\$ 5,255.8</u>

#### 14. Related Parties:

The Company considers its stockholders that own more than 5.0% of the outstanding common stock to be related parties as defined within ASC 850, *Related Party Disclosures*. As of September 30, 2019 and December 31, 2018, the Company had no material transactions with related parties.

#### 15. Commitments and Contingencies:

The Company is 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, the Company is unable, at the present time, to determine the ultimate resolution of or provide a reasonable estimate of the range of possible loss attributable to these matters or the impact they may have on the Company's results of operations, financial position or cash flows. In the case of the 360Value Litigation, this is primarily because the matter is generally in early stages and discovery has not yet commenced. Although the Company believes it has strong defenses and intends to vigorously defend these matters, the Company could in the future incur judgments or enter into settlements of claims that could have a material adverse effect on its results of operations, financial position or cash flows.

##### *Xactware Solutions, Inc. Patent Litigation*

On October 8, 2015, the Company was served with a summons and complaint in an action titled Eagle View Technologies, Inc. and Pictometry International Group, Inc. v. Xactware Solutions, Inc. and Verisk Analytics, Inc. filed in the United States District Court for the District of New Jersey. The complaint alleged that the Company's Roof InSight (now known as Geomni Roof), Property InSight product (now known as Geomni Property) and Aerial Sketch product in combination with the Company's Xactimate product infringe seven patents owned by Eagle View and Pictometry namely, Patent Nos. 8,078,436 (the "436 patent"), 8,170,840 (the "840 patent"), 8,209,152 (the "152 patent"), 8,542,880 (the "880 patent"), 8,818,770 (the "770 patent"), 8,823,732 (the "732 patent"), and 8,825,454 (the "454 patent"). On November 30, 2015, plaintiffs filed a First Amended Complaint adding Patent Nos. 9,129,376 (the "376 patent") and 9,135,737 (the "737 patent") to the lawsuit. The First Amended Complaint sought an entry of judgment by the Court that defendants have and continue to directly infringe and/or indirectly infringe, including by way of inducement the Patents-in-Suit, permanent injunctive relief, damages, costs and attorney's fees. On May 19, 2017, the District Court entered a Joint Stipulated Order of Partial Dismissal with Prejudice dismissing all claims or assertions pertaining to the 880 and 732 patents, and certain asserted claims of the 436, 840, 152, 770, 454, 376 and 737 patents (collectively the "Patents in Suit"). Eagle View further reduced the number of asserted claims pertaining to the Patents in Suit to 18 asserted claims. Thereafter, Eagle View dropped the 152 patent and further reduced the number of asserted claims from the six remaining Patents in Suit to 11 asserted claims. Fact discovery and expert discovery closed in 2018 and defendants' summary judgment motions were fully submitted on October 26, 2018. On December 6, 2018, the Court denied Eagle View's motion for summary judgment that a key prior art reference be excluded. On December 20, 2018, the Court denied the Company's motion for summary judgment of equitable estoppel. On January 29, 2019, the Court denied the Company's motion for summary judgment of unpatentability pursuant to Section 101 of the Patent Statute. Thereafter, Eagle View dropped the 737 patent and further reduced the number of asserted claims from the five remaining Patents in Suit to 6 asserted claims. On September 25, 2019, following a trial, the jury determined that the Company had willfully infringed the 6 asserted claims, and assessed damages in the amount of \$125.0 million, for which the Company has recorded a reserve. The impact associated with the reserve was included in the "Selling, general and administrative" in the accompanying condensed consolidated statements of operations. Eagle View has indicated that it plans to petition the Court to award up to treble damages. The Company plans to appeal these results. After trial, Plaintiff moved for a temporary restraining order ("TRO") and a permanent injunction preventing defendants' sales of the Geomni Roof, Geomni Property and Aerial Sketch products in combination with Xactimate. The Court granted the motion for a TRO on September 26, 2019 and on October 18, 2019, issued an Order permanently enjoining defendants' sales of the Geomni Roof, Geomni Property and Aerial Sketch products in combination with Xactimate. At this time, it is not reasonably possible to determine the ultimate resolution of this matter.

##### *360Value Litigation*

On December 10, 2018, the Company was served with a First Amended Complaint filed in the United States District Court for the Northern District of California titled Sheahan, et al. v. State Farm General Insurance Co., Inc., et al. The action is brought by California homeowners, on their own behalf and on behalf of an unspecified putative class of State Farm policyholders whose homes were damaged or lost during the Northern California wildfires of 2017, against State Farm as well as the Company, ISO, and Xactware Solutions, Inc. Plaintiffs served a Second Amended Complaint on January 6, 2019. Like the First Amended Complaint, it alleges that defendants through the use of the Company's 360Value product conspired to under-insure plaintiffs' homes by issuing undervalued policies and underestimating the costs of rebuilding those homes. Plaintiffs claim that defendants violated federal antitrust law as well as California consumer protection law and common law.

Defendants filed their motions to dismiss the Second Amended Complaint on March 8, 2019. On July 2, 2019, the Court granted those motions, dismissing various claims with leave to amend, and dismissing other claims with prejudice. Plaintiffs filed their Third Amended Complaint on August 1, 2019. As in the Second Amended Complaint plaintiffs claim in the Third Amended Complaint that defendants violated federal antitrust law as well as California consumer protection law and common law. Defendants filed their motions to dismiss the Third Amended Complaint on September 19, 2019. The motions will be fully submitted on October 31, 2019 with oral argument scheduled on November 27, 2019. At this time, it is not reasonably possible to determine the ultimate resolution of, or estimate the liability related to, this matter.

#### **16. Subsequent Events:**

On August 26, 2019, the Company entered into a stock purchase agreement to acquire Genscape, Inc. ("Genscape"), a global provider of real-time data and intelligence for commodity and energy markets, for approximately \$364.0 million in cash. Genscape will become part of the Energy and Specialized Markets segment, and will enhance the Wood Mackenzie business' existing sector intelligence in energy data and analytics. The purchase price is expected to be funded from the additional issuance of \$200.0 million of the 2029 notes (See Note 9. Debt), proceeds from the Credit Facility, and the general assets of the Company. The transaction is anticipated to close in the fourth quarter of 2019, subject to the completion of customary closing conditions. This information will be included in the annual report on Form 10-K for the year ending December 31, 2019.

In September 2019, the Company entered into an additional ASR agreement with HSBC Bank USA, N.A. to repurchase shares of its common stock for an aggregate purchase price of \$50.0 million. Upon payment of the aggregate purchase price on October 1, 2019, the Company received an initial delivery of 252,940 shares of its common stock at a price of \$158.14 per share, representing approximately \$40.0 million of the aggregate purchase price. Upon the final settlement of the ASR agreement in December 2019, the Company may be entitled to receive additional shares of its common stock or, under certain limited circumstances, be required to deliver shares to the counter-party.

On October 10, 2019, the Company acquired 100 percent of the stock of BuildFax, Inc. ("BuildFax") for a net cash purchase price of \$42.2 million, after an estimated working capital adjustment of \$0.7 million, and a holdback of \$1.0 million. BuildFax uses building permit, contractor, and inspection data to provide information about the condition of properties to insurance and financial institutions. The data from BuildFax enhances property analytics under the underwriting & rating category within the Company's Insurance segment while helping underwriters gain insight into changes in the property insured. The purchase price was funded from the general assets of the Company and proceeds from the Credit Facility, and will be adjusted subsequent to close to reflect the final balances of certain working capital accounts and other closing adjustments. This information will be included in the annual report on Form 10-K for the year ending December 31, 2019.

On October 23, 2019, the Company's Board approved a cash dividend of \$0.25 per share of common stock issued and outstanding, payable on December 31, 2019, to the holders of record as of December 13, 2019. The dividend is recorded, subsequent to September 30, 2019, as a reduction to retained earnings and will be adjusted for actual payments.

\*\*\*\*\*

## **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, or 2018 10-K, dated and filed with the Securities and Exchange Commission on February 19, 2019. This discussion contains forward-looking statements that involve risks and uncertainties. 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 2018 10-K.*

Verisk is 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, natural resources intelligence, economic forecasting, and many other fields. In the United States, or 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 a comprehensive package. These solutions take various forms, including data, expert insight, statistical models and 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 72% and 71% of our revenues for the nine months ended September 30, 2019 and 2018, 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 21% and 22% of our revenues for the nine months ended September 30, 2019 and 2018, 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 7% of our revenues for the nine months ended September 30, 2019 and 2018.

### **Executive Summary**

#### ***Key Performance Metrics***

We believe our business' ability to generate recurring revenue and positive cash flow is the key indicator of the successful execution of our business strategy. We use year-over-year revenue growth and EBITDA as metrics to measure our performance. EBITDA is a non-GAAP financial measure (See footnote 1 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 and EBITDA margin.* We use EBITDA as a proxy for the cash generated by the business and as an indicator of segment performance. EBITDA serves as a measure of our ability to balance the size of revenue growth with cost management and investing for future growth. 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.

## **Revenues**

We recognize revenues through long-term agreements for hosted subscriptions, advisory/consulting services and on a transactional basis, recurring and non-recurring. Hosted 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 renews 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. Our long-term agreements are generally for periods of three to five years. We recognize revenue from subscriptions ratably over the term of the long-term agreements.

Approximately 82% and 81% of the revenues in our Insurance segment for the nine months ended September 30, 2019 and 2018, respectively, were derived from hosted subscriptions with long-term agreements for our solutions. Our customers in this segment include most of the P&C insurance providers in the U.S. Approximately 78% of the revenues in our Energy and Specialized Markets segment for the nine months ended September 30, 2019 and 2018, 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 around the world. Approximately 72% of the revenues in our Financial Services segment for the nine months ended September 30, 2019 and 2018, were derived from subscriptions with long-term agreements for our solutions. Our customers in this segment include all of 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 workers' compensation claim with information in our databases, or use our repair cost estimation solutions on a case-by-case basis. For the nine months ended September 30, 2019 and 2018, approximately 20% of our revenues were derived from providing transactional recurring and non-recurring 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 53% and 58% of our total operating expenses for the nine months ended September 30, 2019 and 2018, 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, sales people, 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 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 is 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 September 30,		Percentage Change	Nine Months Ended September 30,		Percentage Change
	2019	2018		2019	2018	
(in millions, except for share and per share data)						
<b>Statement of income data:</b>						
Revenues:						
Insurance	\$ 466.8	\$ 427.7	9.2 %	\$ 1,386.5	\$ 1,269.7	9.2 %
Energy and Specialized Markets	142.5	127.7	11.6 %	413.1	383.1	7.8 %
Financial Services	43.4	43.3	0.1 %	130.7	128.4	1.8 %
Revenues	652.7	598.7	9.0 %	1,930.3	1,781.2	8.4 %
Operating expenses:						
Cost of revenues (exclusive of items shown separately below)	242.9	219.2	10.9 %	717.0	662.2	8.3 %
Selling, general and administrative	255.0	95.7	166.4 %	478.7	281.0	70.3 %
Depreciation and amortization of fixed assets	45.8	39.5	16.0 %	138.0	121.6	13.6 %
Amortization of intangible assets	33.3	33.2	0.2 %	100.1	98.5	1.7 %
Total operating expenses	577.0	387.6	48.9 %	1,433.8	1,163.3	23.3 %
Operating income	75.7	211.1	(64.1)%	496.5	617.9	(19.7)%
Other income (expense):						
Investment (loss) income and others, net	(5.5)	14.1	(139.6)%	(6.5)	19.3	(133.5)%
Interest expense	(31.3)	(32.4)	(3.2)%	(93.7)	(97.1)	(3.5)%
Total other expense, net	(36.8)	(18.3)	101.9 %	(100.2)	(77.8)	28.8 %
Income before income taxes	38.9	192.8	(79.8)%	396.3	540.1	(26.6)%
Provision for income taxes	(6.0)	(26.8)	(77.5)%	(78.6)	(87.6)	(10.3)%
Net Income	\$ 32.9	\$ 166.0	(80.2)%	\$ 317.7	\$ 452.5	(29.8)%
<b>Basic net income per share:</b>	<b>\$ 0.20</b>	<b>\$ 1.01</b>	<b>(80.2)%</b>	<b>\$ 1.94</b>	<b>\$ 2.74</b>	<b>(29.2)%</b>
<b>Diluted net income per share:</b>	<b>\$ 0.20</b>	<b>\$ 0.99</b>	<b>(79.8)%</b>	<b>\$ 1.91</b>	<b>\$ 2.68</b>	<b>(28.7)%</b>
Weighted average shares outstanding:						
Basic	163,580,563	164,829,250	(0.8)%	163,617,580	164,962,647	(0.8)%
Diluted	166,779,618	168,200,766	(0.8)%	166,673,946	168,614,835	(1.2)%

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

<b>Other data:</b>						
EBITDA <sup>(1)</sup> :						
Insurance	\$ 112.2	\$ 240.1	(53.2)%	\$ 588.2	\$ 700.4	(16.0)%
Energy and Specialized Markets	29.0	41.2	(29.7)%	104.5	116.0	(9.9)%
Financial Services	8.1	16.6	(51.6)%	35.4	40.9	(13.3)%
EBITDA	\$ 149.3	\$ 297.9	(49.9)%	\$ 728.1	\$ 857.3	(15.1)%
<b>The following is a reconciliation of net income to EBITDA:</b>						
Net income	\$ 32.9	\$ 166.0	(80.2)%	\$ 317.7	\$ 452.5	(29.8)%
Depreciation and amortization of fixed assets and intangible assets	79.1	72.7	8.8 %	238.1	220.1	8.2 %
Interest expense	31.3	32.4	(3.2)%	93.7	97.1	(3.5)%
Provision for income taxes	6.0	26.8	(77.5)%	78.6	87.6	(10.3)%
EBITDA	\$ 149.3	\$ 297.9	(49.9)%	\$ 728.1	\$ 857.3	(15.1)%

<sup>(1)</sup> 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 13 of our condensed consolidated financial statements included in this quarterly report on Form 10-Q. In addition, this Management's Discussion and Analysis of Financial Condition and Results of Operations includes references to EBITDA margin, which is computed as EBITDA divided by revenues.

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 September 30, 2019 Compared to Three Months Ended September 30, 2018

#### Revenues

Revenues were \$652.7 million for the three months ended September 30, 2019 compared to \$598.7 million for the three months ended September 30, 2018, an increase of \$54.0 million or 9.0%. Our recent acquisitions (Rulebook, Keystone, and PPW within the Insurance segment and the CaaS business within the Energy and Specialized Markets segment) and disposition (retail analytics solution business within the Financial Services segment) contributed net revenues of \$12.0 million. The remaining movement of our consolidated revenue increased \$42.0 million or 7.0% related to the following: revenues within our Insurance segment increased \$31.9 million or 7.5%; revenues within our Energy and Specialized Markets segment increased \$9.0 million or 7.0%; and revenues within our Financial Services segment increased \$1.1 million or 2.5%. Refer to the Results of Operations by Segment within this section for more information regarding our revenues.

	Three Months Ended September 30,		Percentage change	Percentage change excluding recent acquisitions and disposition
	2019	2018		
	(in millions)			
Insurance	\$ 466.8	\$ 427.7	9.2%	7.5%
Energy and Specialized Markets	142.5	127.7	11.6%	7.0%
Financial Services	43.4	43.3	0.1%	2.5%
Total Revenues	\$ 652.7	\$ 598.7	9.0%	7.0%

#### Cost of Revenues

Cost of revenues was \$242.9 million for the three months ended September 30, 2019 compared to \$219.2 million for the three months ended September 30, 2018, an increase of \$23.7 million or 10.9%. Our recent acquisitions and disposition accounted for an increase of \$4.7 million in cost of revenues, which was primarily related to salaries and employee benefits. The remaining cost of revenues increased \$19.0 million or 8.7% primarily due to increases in salaries and employee benefits of \$13.2 million, information technology expenses of \$2.2 million, data costs of \$1.3 million, and other operating expenses of \$2.3 million for the three months ended September 30, 2019.

#### Selling, General and Administrative Expenses

Selling, general and administrative expenses, or SGA, were \$255.0 million for the three months ended September 30, 2019 compared to \$95.7 million for the three months ended September 30, 2018, an increase of \$159.3 million or 166.4%. Our litigation reserve related to the *Xactware Solutions, Inc. Patent Litigation* accounted for the increase of \$125.0 million (See Note 15. Commitments and Contingencies). Our acquisition-related costs (earn-out) accounted for an increase of \$28.6 million (See Note 6. Acquisitions). Our recent acquisitions and disposition accounted for an increase of \$3.4 million in SGA primarily related to salaries and employee benefits. The remaining SGA increased \$2.3 million or 2.4% primarily due to increases in professional consulting costs of \$1.9 million, information technology expenses of \$0.7 million, and salaries and employee benefits of \$0.1 million; these increases were partially offset by a decrease in other general expenses of \$0.4 million.

*Depreciation and Amortization of Fixed Assets*

Depreciation and amortization of fixed assets was \$45.8 million for the three months ended September 30, 2019 compared to \$39.5 million for the three months ended September 30, 2018, an increase of \$6.3 million or 16.0%. The increase in depreciation and amortization of fixed assets is primarily related to depreciation and amortization incurred in connection to our recent acquisitions, hardware and software development costs and aircraft equipment placed in use to support data capacity expansion and revenue growth.

*Amortization of Intangible Assets*

Amortization of intangible assets was \$33.3 million for the three months ended September 30, 2019 compared to \$33.2 million for the three months ended September 30, 2018, an increase of \$0.1 million or 0.2%. The amortization of intangible assets incurred in connection to our recent acquisitions of \$1.7 million was partially offset with the intangible assets that were fully amortized for the three months ended September 30, 2019.

*Investment (Loss) Income and Others, net*

Investment (loss) income and others, net was a loss of \$5.5 million for the three months ended September 30, 2019, compared to a gain of \$14.1 million for the three months ended September 30, 2018. The change of \$19.6 million was primarily due to a loss on the sale of our retail analytics solution business of \$6.2 million for the three months ended September 30, 2019 and a realized gain and interest income of \$14.3 million generated from the subordinated promissory note receivable for the three months ended September 30, 2018.

*Interest Expense*

Interest expense was \$31.3 million for the three months ended September 30, 2019, compared to \$32.4 million for the three months ended September 30, 2018, a decrease of \$1.1 million or 3.2%. The decrease was due to our higher average outstanding borrowings for the three months ended September 30, 2018 related to the committed senior unsecured Syndicated Revolving Credit Facility, or the "Credit Facility". These higher average outstanding borrowings in 2018 were primarily associated with the funding of the acquisitions of G2, LCI and Sequel, which occurred in August 2017, and PowerAdvocate, which occurred in December 2017.

*Provision for Income Taxes*

The provision for income taxes was \$6.0 million for the three months ended September 30, 2019 compared to \$26.8 million for the three months ended September 30, 2018, a decrease of \$20.8 million or 77.5%. This decrease in the provision for income taxes was primarily due to the tax impact of the \$125.0 million litigation reserve. The effective tax rate was 15.5% for the three months ended September 30, 2019 compared to 13.9% for the three months ended September 30, 2018. The effective rate for the three months ended September 30, 2019 was higher than the September 30, 2018 effective tax rate primarily due to the impact of nondeductible earn-out expenses in the current period, offset by favorable audit settlements in the current period.

*Net Income Margin*

The net income margin for our consolidated results was 5.0% for the three months ended September 30, 2019 compared to 27.7% for the three months ended September 30, 2018. The decrease in net income margin was primarily related to the litigation reserve, acquisition-related costs (earn-out), the loss on the sale of our retail analytics solution business, and a higher effective tax rate as discussed above.

*EBITDA Margin*

The EBITDA margin for our consolidated results was 22.9% for the three months ended September 30, 2019 as compared to 49.8% for the three months ended September 30, 2018. The decrease in EBITDA margin was primarily related to the litigation reserve, acquisition-related costs (earn-out) and the loss on the sale of our retail analytics solution business for the three months ended September 30, 2019.

**Nine Months Ended September 30, 2019 Compared to Nine Months Ended September 30, 2018**

*Revenues*

Revenues were \$1,930.3 million for the nine months ended September 30, 2019 compared to \$1,781.2 million for the nine months ended September 30, 2018, an increase of \$149.1 million or 8.4%. Our recent acquisitions (Business Insight, Validus, Rulebook, Keystone, and PPW within the Insurance segment and the CaaS business within the Energy and Specialized Markets segment) and disposition (retail analytics solution business within the Financial Services segment) contributed net revenues of \$34.2 million. The remaining movement of our consolidated revenue increased \$114.9 million or 6.5% related to the following: revenues within our Insurance segment increased \$93.2 million or 7.4%; revenues within our Energy and Specialized Markets segment increased \$18.4 million or 4.8%; and revenues within our Financial Services segment increased \$3.3 million or 2.6%. Refer to the Results of Operations by Segment within this section for more information regarding our revenues.

	Nine Months Ended September 30,			Percentage change excluding recent acquisitions and disposition
	2019	2018	Percentage change	
	(In millions)			
Insurance	\$ 1,386.5	\$ 1,269.7	9.2%	7.4%
Energy and Specialized Markets	413.1	383.1	7.8%	4.8%
Financial Services	130.7	128.4	1.8%	2.6%
Total Revenues	\$ 1,930.3	\$ 1,781.2	8.4%	6.5%

*Cost of Revenues*

Cost of revenues was \$717.0 million for the nine months ended September 30, 2019 compared to \$662.2 million for the nine months ended September 30, 2018, an increase of \$54.8 million or 8.3%. Our recent acquisitions and disposition accounted for an increase of \$9.0 million in cost of revenues, which was primarily related to salaries and employee benefits. The remaining cost of revenues increased \$45.8 million or 7.0% primarily due to increases in salaries and employee benefits of \$34.0 million, information technology expenses of \$8.9 million, and data costs of \$4.0 million; these increases were partially offset by a decreases in other operating expenses of \$1.1 million.

*Selling, General and Administrative Expenses*

Selling, general and administrative expenses, or SGA, were \$478.7 million for the nine months ended September 30, 2019 compared to \$281.0 million for the nine months ended September 30, 2018, an increase of \$197.7 million or 70.3%. Our litigation reserve related to the *Xactware Solutions, Inc. Patent Litigation* accounted for the increase of \$125.0 million. Our acquisition-related costs (earn-out) accounted for an increase of \$45.3 million (See Note 6. Acquisitions). Our recent acquisitions and disposition accounted for an increase of \$9.7 million primarily related to salaries and employee benefits. The remaining SGA increased \$17.7 million or 6.3% primarily due to increases in salaries and employee benefits of \$14.7 million, information technology expenses of \$2.7 million, and professional consulting costs of \$1.2 million; these increases were partially offset by a decrease in other general expenses of \$0.9 million.

The increase in salaries and employee benefits of \$14.7 million included an increase in stock based compensation of \$4.0 million. Our stock based compensation increased as a result of the expensing of the full impact of the equity awards in the period for all employees upon the attainment of age 62, instead of amortizing the expense over the vesting term.

*Depreciation and Amortization of Fixed Assets*

Depreciation and amortization of fixed assets was \$138.0 million for the nine months ended September 30, 2019 compared to \$121.6 million for the nine months ended September 30, 2018, an increase of \$16.4 million or 13.6%. The increase in depreciation and amortization of fixed assets primarily related to depreciation and amortization incurred in connection to our recent acquisitions, hardware and software development costs and aircraft equipment placed into use to support data capacity expansion and revenue growth.

*Amortization of Intangible Assets*

Amortization of intangible assets was \$100.1 million for the nine months ended September 30, 2019 compared to

\$98.5 million for the nine months ended September 30, 2018, an increase of \$1.6 million or 1.7%. The increase was primarily due to amortization related to our recent acquisitions of \$5.9 million partially offset by currency fluctuations impacting amortization denominated in currencies other than U.S. dollars.

*Investment (Loss) Income and Others, net*

Investment (loss) income and others, net was a loss of \$6.5 million for the nine months ended September 30, 2019, compared to a gain of \$19.3 million for the nine months ended September 30, 2018. The change of \$25.8 million was primarily due to a loss on the sale of our retail analytics solution business of \$6.2 million for the nine months ended September 30, 2019 and a realized gain and interest income of \$20.4 million generated from the subordinated promissory note receivable for the nine months ended September 30, 2018.

*Interest Expense*

Interest expense was \$93.7 million for the nine months ended September 30, 2019, compared to \$97.1 million for the nine months ended September 30, 2018, a decrease of \$3.4 million or 3.5%. The decrease was due to our higher average outstanding borrowings for the nine months ended September 30, 2018 related to the Credit Facility. These higher average outstanding borrowings in 2018 were primarily associated with the funding of the acquisitions of G2, LCI and Sequel, which occurred in August 2017 and PowerAdvocate, which occurred in December 2017. We further repaid our 4.875% senior notes in January 2019, which also contributed to a lower interest expense.

*Provision for Income Taxes*

The provision for income taxes was \$78.6 million for the nine months ended September 30, 2019 compared to \$87.6 million for the nine months ended September 30, 2018, a decrease of \$9.0 million or 10.3%. This decrease in the provision for income taxes was primarily due to the tax impact of the \$125.0 million litigation reserve, offset by lower stock option benefits in the current period. The effective tax rate was 19.8% for the nine months ended September 30, 2019 compared to 16.2% for the nine months ended September 30, 2018. The effective rate for the nine months ended September 30, 2019 was higher than the September 30, 2018 effective tax rate primarily due to the impact of lower tax benefits from equity compensation in the current period versus the prior period, as well as the impact of nondeductible earnout expenses in the current period.

*Net Income Margin*

The net income margin for our consolidated results was 16.5% for the nine months ended September 30, 2019 compared to 25.4% for the nine months ended September 30, 2018. The decrease in net income margin was primarily related to the litigation reserve, acquisition-related costs (earn-out), the loss on the sale of our retail analytics solution business, higher accelerated vesting of equity awards granted to employees at age 62, and a higher effective tax rate as discussed above.

*EBITDA Margin*

The EBITDA margin for our consolidated results was 37.7% for the nine months ended September 30, 2019 as compared to 48.1% for the nine months ended September 30, 2018. The decrease in EBITDA margin was primarily related to the litigation reserve, acquisition-related costs (earn-out), the loss on the sale of our retail analytics solution business, and higher accelerated vesting of equity awards granted to employees at age 62 for the nine months ended September 30, 2019.

## Results of Operations by Segment

### Insurance

#### Revenues

Revenues for our Insurance segment were \$466.8 million for the three months ended September 30, 2019 compared to \$427.7 million for the three months ended September 30, 2018, an increase of \$39.1 million or 9.2%. Our underwriting & rating revenue increased \$25.2 million or 8.8%. Our claims revenue increased \$13.9 million or 9.8%.

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

	For the Three Months Ended September 30,		Percentage Change	Percentage change excluding recent acquisitions
	2019	2018		
(in millions)				
Underwriting & Rating	\$ 310.3	\$ 285.1	8.8%	7.6%
Claims	156.5	142.6	9.8%	7.2%
Total Insurance	\$ 466.8	\$ 427.7	9.2%	7.5%

Our recent acquisitions, Rulebook, Keystone, and PPW, contributed revenues of \$7.2 million and the remaining Insurance revenue increased \$31.9 million or 7.5%. Our underwriting & rating revenue increased \$21.7 million or 7.6%, 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, catastrophe modeling services contributed to the growth. Our claims revenue increased \$10.2 million or 7.2%, primarily due to growth in our claims analytics revenue, our remote imagery solutions revenue, and repair cost estimating solutions revenue.

Revenues for our Insurance segment were \$1,386.5 million for the nine months ended September 30, 2019 compared to \$1,269.7 million for the nine months ended September 30, 2018, an increase of \$116.8 million or 9.2%. Our underwriting & rating revenue increased \$71.5 million or 8.4%. Our claims revenue increased \$45.3 million or 10.9%.

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

	For the Nine Months Ended September 30,		Percentage Change	Percentage change excluding recent acquisitions
	2019	2018		
(in millions)				
Underwriting & Rating	\$ 926.1	\$ 854.6	8.4%	7.0%
Claims	460.4	415.1	10.9%	8.1%
Total Insurance	\$ 1,386.5	\$ 1,269.7	9.2%	7.4%

Our recent acquisitions, Business Insight, Validus, Rulebook, Keystone, and PPW, contributed revenue of \$23.6 million and the remaining Insurance revenue increased \$93.2 million or 7.4%. Our underwriting & rating revenue increased \$59.9 million or 7.0%, 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 within commercial and personal lines. In addition, catastrophe modeling services contributed to the growth. Our claims revenue increased \$33.3 million or 8.1%, primarily due to growth in our claims analytics revenue, repair cost estimating solutions revenue, and our remote imagery solutions revenue.

#### Cost of Revenues

Cost of revenues for our Insurance segment was \$158.6 million for the three months ended September 30, 2019 compared to \$142.1 million for the three months ended September 30, 2018, an increase of \$16.5 million or 11.6%. Our recent acquisitions within the Insurance segment represented an increase of \$3.2 million in cost of revenues, which was primarily related to salaries and employee benefits. The remaining cost of revenues increased \$13.3 million or 9.3% primarily due to increases in salaries and employee benefits of \$10.0 million, information technology expenses of \$2.2 million and data costs of \$1.1 million.

Cost of revenues for our Insurance segment was \$467.6 million for the nine months ended September 30, 2019 compared to \$422.2 million for the nine months ended September 30, 2018, an increase of \$45.4 million or 10.7%. Our recent

acquisitions within the Insurance segment represented an increase of \$9.5 million in cost of revenues, which was primarily related to salaries and employee benefits. The remaining cost of revenues increased \$35.9 million or 8.5% primarily due to increases in salaries and employee benefits of \$26.1 million, information technology expenses of \$7.8 million and data costs of \$2.7 million; these increases were partially offset by a decrease in other operating expenses of \$0.7 million.

#### *Selling, General and Administrative Expenses*

Selling, general and administrative expenses for our Insurance segment were \$195.5 million for the three months ended September 30, 2019 compared to \$57.5 million for the three months ended September 30, 2018, an increase of \$138.0 million or 240.1%. Our litigation reserve related to the *Xactware Solutions, Inc. Patent Litigation* accounted for the increase of \$125.0 million. Our acquisition-related costs (earn-out) accounted for an increase of \$10.4 million. Our recent acquisitions accounted for an increase of \$1.7 million related to salaries and employee benefits. The remaining SGA increased \$0.9 million or 1.6% primarily due to increases in professional consulting costs of \$1.3 million and information technology expenses of \$0.4 million; these increases were partially offset by decreases in other general expenses of \$0.8 million.

Selling, general and administrative expenses for our Insurance segment were \$330.1 million for the nine months ended September 30, 2019 compared to \$163.3 million for the nine months ended September 30, 2018, an increase of \$166.8 million or 102.2%. Our litigation reserve related to the *Xactware Solutions, Inc. Patent Litigation* accounted for the increase of \$125.0 million. Our acquisition-related costs (earn-out) accounted for an increase of \$22.5 million. Our recent acquisitions accounted for an increase of \$5.3 million primarily related to salaries and employee benefits. The remaining SGA increased \$14.0 million or 8.6% primarily due to increases in salaries and employee benefits of \$12.7 million, information technology expenses of \$2.2 million, and professional consulting costs of \$0.1 million; these increases were partially offset by a decrease in other general expenses of \$1.0 million.

The increase in salaries and employee benefits of \$12.7 million included an increase in stock based compensation of \$2.7 million.

#### *EBITDA Margin*

EBITDA for our Insurance segment was \$588.2 million for the nine months ended September 30, 2019 compared to \$700.4 million for the nine months ended September 30, 2018. The EBITDA margin for our Insurance segment was 42.4% for the nine months ended September 30, 2019 compared to 55.2% for the nine months ended September 30, 2018. The decrease in EBITDA margin was primarily related to the litigation reserve, acquisition-related costs (earn-out), and higher accelerated vesting of equity awards granted to employees at age 62 for the nine months ended September 30, 2019.

### **Energy and Specialized Markets**

#### *Revenues*

Revenues for our Energy and Specialized Markets segment were \$142.5 million for the three months ended September 30, 2019 compared to \$127.7 million for the three months ended September 30, 2018, an increase of \$14.8 million or 11.6%. Our recent acquisition within this segment contributed revenues of \$5.8 million. The remaining movement within Energy and Specialized Markets revenue increased \$9.0 million or 7.0% primarily from an increase in our market and cost intelligence solutions and core research and consulting revenues.

Revenues for our Energy and Specialized Markets segment were \$413.1 million for the nine months ended September 30, 2019 compared to \$383.1 million for the nine months ended September 30, 2018, an increase of \$30.0 million or 7.8%. Our recent acquisition within this segment contributed revenues of \$11.6 million. The remaining movement within Energy and Specialized Markets revenue increased \$18.4 million or 4.8% primarily from an increase in our market and cost intelligence solutions, the continuing end-market improvements in the energy sector specifically in core research, and growth in our environmental health and safety services revenue.

#### *Cost of Revenues*

Cost of revenues for our Energy and Specialized Markets segment was \$60.0 million for the three months ended September 30, 2019 compared to \$53.2 million for the three months ended September 30, 2018, an increase of \$6.8 million or 13.0%. Our recent acquisition accounted for an increase of \$2.1 million in cost of revenues, which was primarily related to salaries and employee benefits. The remaining cost of revenues increased \$4.7 million or 9.0% primarily due to increases in salaries and employee benefits costs of \$2.6 million, data costs of \$0.2 million, and other operating costs of \$1.9 million.

Cost of revenues for our Energy and Specialized Markets segment was \$176.2 million for the nine months ended September 30, 2019 compared to \$164.7 million for the nine months ended September 30, 2018, an increase of \$11.5 million or



7.0%. Our recent acquisition accounted for an increase of \$3.2 million in cost of revenues, which was primarily related to salaries and employee benefits. The remaining cost of revenues increased \$8.3 million or 5.1% primarily due to increases in salaries and employee benefits costs of \$6.9 million, data costs of \$0.7 million, information technology expenses of \$0.6 million, and other operating costs of \$0.1 million.

*Selling, General and Administrative Expenses*

Selling, general and administrative expenses for our Energy and Specialized Markets segment were \$54.7 million for the three months ended September 30, 2019 compared to \$34.1 million for the three months ended September 30, 2018, an increase of \$20.6 million or 60.2%. Our acquisition-related costs (earn-out) accounted for an increase \$18.2 million. Our recent acquisition accounted for an increase of \$1.6 million primarily related to salaries and employee benefits. The remaining SGA increased \$0.8 million or 2.3% primarily due to an increase in professional consulting costs of \$0.5 million, information technology expense of \$0.2 million and other general expenses of \$0.2 million; these increases were partially offset by a decrease in salaries and employee benefits costs of \$0.1 million.

Selling, general and administrative expenses for our Energy and Specialized Markets segment were \$132.9 million for the nine months ended September 30, 2019 compared to \$103.6 million for the nine months ended September 30, 2018, an increase of \$29.3 million or 28.3%. Our acquisition-related costs (earn-out) accounted for an increase \$22.8 million. Our recent acquisition accounted for an increase of \$4.7 million primarily related to salaries and employee benefits. The remaining SGA increased \$1.8 million or 1.8% primarily due to an increase in salaries and employee benefits costs of \$1.1 million, professional consulting costs of \$0.9 million, and information technology expenses of \$0.3 million; these increases were partially offset by a decrease in other general expenses of \$0.5 million.

*EBITDA Margin*

EBITDA for our Energy and Specialized Markets segment was \$104.5 million for the nine months ended September 30, 2019 compared to \$116.0 million for the nine months ended September 30, 2018. The EBITDA margin for our Energy and Specialized Markets segment was 25.3% for the nine months ended September 30, 2019 compared to 30.3% for the nine months ended September 30, 2018. The decrease in EBITDA margin was primarily related to acquisition-related costs (earn-out) and higher accelerated vesting of equity awards granted to employees at age 62 for the nine months ended September 30, 2019.

**Financial Services**

*Revenues*

Revenues for our Financial Services segment were \$43.4 million for the three months ended September 30, 2019 compared to \$43.3 million for the three months ended September 30, 2018, an increase of \$0.1 million or 0.1%. The disposition of the retail analytics solution business negatively impacted growth by \$1.0 million. The remaining increase within this segment of \$1.1 million or 2.5% was primarily due to increases in enterprise data management and fraud and credit risk management solutions partially offset by decreases in portfolio management.

Revenues for our Financial Services segment were \$130.7 million for the nine months ended September 30, 2019 compared to \$128.4 million for the nine months ended September 30, 2018, an increase of \$2.3 million or 1.8%. The disposition of the retail analytics solution business negatively impacted growth by \$1.0 million. The remaining increase within this segment of \$3.3 million or 2.6% was primarily due to increases in spend informed analytics revenues and fraud and credit risk management partially offset by weakness in enterprise data management solutions.

*Cost of Revenues*

Cost of revenues for our Financial Services segment was \$24.3 million for the three months ended September 30, 2019 compared to \$23.9 million for the three months ended September 30, 2018, an increase of \$0.4 million or 1.4%. The cost of revenues increased \$1.0 million or 4.2% primarily due to increases in salaries and employee benefits costs of \$0.6 million, and other operating costs of \$0.4 million. These increases were partially offset by a decrease of \$0.6 million due to the disposition of our retail analytics solution business.

Cost of revenues for our Financial Services segment was \$73.2 million for the nine months ended September 30, 2019 compared to \$75.3 million for the nine months ended September 30, 2018, a decrease of \$2.1 million or 2.8%. The cost of revenues increased \$1.6 million or 2.3% primarily due to increases in salaries and employee benefits costs of \$1.0 million, data costs of \$0.6 million, and information technology expenses of \$0.5 million; these increases were partially offset by a decrease in other operating costs of \$0.5 million. These increases were offset by decreases of \$0.6 million due to the disposition of our retail analytics solution business for the nine months ended September 30, 2019 and \$3.1 million due to our

acquisition-related costs (earn-out) within the Financial Services segment for the nine months ended September 30, 2018.

*Selling, General and Administrative Expenses*

Selling, general and administrative expenses for our Financial Services segment were \$4.8 million for the three months ended September 30, 2019 compared to \$4.1 million for the three months ended September 30, 2018, an increase of \$0.7 million or 17.8%. The SGA increase is primarily due to increases in salaries and employee benefits costs of \$0.2 million, professional consulting costs of \$0.1 million, information technology expenses of \$0.1 million, and other general expenses of \$0.3 million.

Selling, general and administrative expenses for our Financial Services segment were \$15.7 million for the nine months ended September 30, 2019 compared to \$14.1 million for the nine months ended September 30, 2018, an increase of \$1.6 million or 10.5%. The SGA increase is primarily due to increases in salaries and employee benefits costs of \$0.9 million, professional consulting costs of \$0.2 million, information technology expenses of \$0.2 million, and other general expenses of \$0.3 million.

*EBITDA Margin*

EBITDA for our Financial Services segment was \$35.4 million for the nine months ended September 30, 2019 compared to \$40.9 million for the nine months ended September 30, 2018. The EBITDA margin for our Financial Services segment was 27.1% for the nine months ended September 30, 2019 compared to 31.8% for the nine months ended September 30, 2018. The decrease in EBITDA margin was primarily related to the loss generated from the sale of our retail analytics solution business and higher accelerated vesting of equity awards granted to employees at age 62 for the nine months ended September 30, 2019.

**Liquidity and Capital Resources**

As of September 30, 2019 and December 31, 2018, we had cash and cash equivalents and available-for-sale securities of \$315.2 million and \$142.8 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 annual or multi-year subscription period in annual amounts. Most of our 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 \$1,000.0 million Credit Facility, we believe 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 those 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 nine months ended September 30, 2019 and 2018, we repurchased \$200.0 million and \$282.2 million of our common stock, respectively.

***Financing and Financing Capacity***

We had total short-term and long-term debt, excluding finance lease liabilities and the original issue discounts, original issue premiums and debt issuance costs on our senior notes and credit facility, of \$2,660.0 million and \$2,715.0 million at September 30, 2019 and December 31, 2018, respectively. As of September 30, 2019, we were in compliance with our financial and other debt covenants.

On August 15, 2019, we entered into the Fourth Amendment, or the "Amendment" to 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., TD Bank, N.A., and the Northern Trust Company, which reduced the borrowing capacity from \$1,500.0 million to \$1,000.0 million, extended the maturity date to August 15, 2024, and amended the pricing grid. Interest on borrowings under the Amendment is payable at an interest rate of LIBOR plus 1.0% to 1.625%, depending upon the public debt rating. A commitment fee on any unused balance is payable periodically and may range from 8.0 to 20.0 basis points based upon the public debt rating. The Amendment also contains

certain financial and other covenants that, among other things, impose certain restrictions on indebtedness, liens, investments, and capital expenditures. These covenants place restrictions on mergers, asset sales, sale/leaseback transactions, and certain transactions with affiliates. The financial covenants require that, at the end of any fiscal quarter, we have a consolidated funded debt leverage ratio of less than 3.5 to 1.0. At our election, the maximum consolidated funded debt leverage ratio could be permitted to increase to 4.0 to 1.0 for no more than once and 4.25 to 1.0 in any subsequent request for no more than once. The Credit Facility may be used for general corporate purposes, including working capital needs and capital expenditures, acquisitions and the share repurchase program, or the "Repurchase Program". As of September 30, 2019, we were in compliance with all financial and other debt covenants under the Credit Facility.

We have started to consider the implications of the transition of LIBOR to alternative rate measures that will likely become effective post December 2021. We believe that there is still some uncertainty over what this rate will be but one possibility would be the Secured Overnight Financing Rate ("SOFR"). 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. As our only current contract extending beyond 2021, which 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. We do not anticipate this to have a material impact on the business given the recent outstanding borrowing amount drawn under the Credit Facility. We will continue to monitor the application of the suggested alternative rate to LIBOR to ensure any risk identified is fully understood and appropriately addressed. Additionally, we will ensure that once the applicable alternative rate has been finalized that it is accurately documented contractually.

As of September 30, 2019 and December 31, 2018, the available capacity under the Credit Facility was \$984.8 million and \$1,078.9 million, net of the letters of credit of \$5.2 million and \$6.1 million, respectively. We had outstanding borrowings under the Credit Facility of \$10.0 million and \$415.0 million, respectively, as of September 30, 2019 and December 31, 2018. During the nine months ended September 30, 2019, we had borrowings of \$345.0 million and repayments of \$750.0 million under the Credit Facility. In connection with the Amendment, we incurred additional debt issuance costs of \$0.6 million, which will be amortized to "Interest expense" within the accompanying condensed consolidated statements of operations over the remaining life of the Credit Facility. In addition, due to the reduction in the available capacity as part of the Amendment, previously capitalized debt issuance costs of \$0.7 million were written off and recorded to "Interest expense" within the accompanying condensed consolidated statements of operations during the three and nine months ended September 30, 2019. Subsequent to September 30, 2019, we had borrowings of \$250.0 million and repayments of \$10.0 million under the Credit Facility.

**Cash Flow**

The following table summarizes our cash flow data :

	Three Months Ended			Nine Months Ended		
	September 30,		Percentage Change	September 30,		Percentage Change
	2019	2018		2019	2018	
	(in millions)					
Net cash provided by operating activities	\$ 213.6	\$ 226.6	(5.7)%	\$ 779.9	\$ 761.0	2.5 %
Net cash (used in) provided by investing activities	\$ (106.4)	\$ 66.2	(260.7)%	\$ (274.5)	\$ (103.8)	164.5 %
Net cash provided by (used in) financing activities	\$ 51.4	\$ (271.4)	(118.9)%	\$ (334.8)	\$ (648.5)	(48.4)%

### *Operating Activities*

Net cash provided by operating activities was \$213.6 million for the three months ended September 30, 2019 compared to \$226.6 million for the three months ended September 30, 2018. The decrease in cash provided by operating activities for the three months ended September 30, 2019 was primarily due to an increase in income tax payments resulting from a reduction in stock options exercised during the three months ended September 30, 2019 compared with the three months ended September 30, 2018, as well as the timing of certain operating expense payments. Certain vendors that were paid in the fourth quarter of 2018 were paid in the third quarter of 2019.

Net cash provided by operating activities was \$779.9 million for the nine months ended September 30, 2019 compared to \$761.0 million for the nine months ended September 30, 2018. The increase in net cash provided by operating activities was primarily related to an increase in cash receipts from customers driven by an increase in revenues and operating profit. This increase was mitigated by an increase in tax income payments resulting from a reduction in stock options exercised during fiscal year 2019 compared to fiscal year 2018.

### *Investing Activities*

Net cash used in investing activities of \$106.4 million for the three months ended September 30, 2019 was primarily related to capital expenditures of \$60.7 million and acquisitions, including associated escrow funding, of \$44.9 million. Net cash provided by investing activities of \$66.2 million for the three months ended September 30, 2018 was primarily related to the proceeds from the repayment of the subordinated promissory note associated with the sale of our healthcare business of \$121.4 million, partially offset by capital expenditures of \$55.2 million. The increase in capital expenditures of \$5.5 million for the three months ended September 30, 2019 compared to the three months ended September 30, 2018 was primarily related to an increase in software development costs related to new and existing solutions, partially offset by a decrease in the purchase of aircraft and sensors.

Net cash used in investing activities of \$274.5 million for the nine months ended September 30, 2019 was primarily related to capital expenditures of \$152.8 million and acquisitions, including associated escrow funding, of \$114.0 million. Net cash used in investing activities of \$103.8 million for the nine months ended September 30, 2018 was primarily related to capital expenditures of \$154.5 million and acquisitions, including associated escrow funding, of \$67.7 million, partially offset by proceeds from the repayment of the subordinated promissory note associated with the sale of our healthcare business of \$121.4 million. The decrease in capital expenditures of \$1.7 million for the nine months ended September 30, 2019 compared to the nine months ended September 30, 2018 was primarily related to a decrease in the purchase of aircraft and sensors, partially offset by an increase in software development costs related to new and existing solutions.

### *Financing Activities*

Net cash provided by financing activities of \$51.4 million for the three months ended September 30, 2019 was primarily driven by proceeds from the issuance of long term debt, inclusive of original issue premium and net of original issue discount, of \$221.8 million and proceeds from stock options exercised of \$13.5 million, partially offset by net debt repayments on our Credit Facility of \$60.0 million, repurchases of common stock of \$75.0 million and dividend payments of \$40.8 million. Net cash used in financing activities of \$271.4 million for the three months ended September 30, 2018 was primarily related to net debt repayments on our Credit facility of \$195.0 million and repurchases of common stock of \$102.8 million, partially offset by proceeds from stock options exercised of \$27.7 million.

Net cash used in financing activities of \$334.8 million for the nine months ended September 30, 2019 was primarily driven by net debt repayments on our Credit Facility of \$405.0 million, the repayment of our 4.875% senior notes of \$250.0 million on January 15, 2019, repurchases of common stock of \$200.0 million, and dividend payments of \$122.7 million, partially offset by proceeds from issuance of long-term debt, inclusive of original issue premium and net of original discount, of \$619.7 million, and proceeds from stock options exercised of \$45.8 million. Net cash used in financing activities of \$648.5 million for the nine months ended September 30, 2018 was primarily related to net debt repayments under our Credit Facility of \$430.0 million and repurchases of common stock of \$282.2 million, partially offset by proceeds from stock options exercised of \$74.7 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 19, 2019 except as noted below.

On March 6, 2019, we completed an issuance of \$400.0 million aggregate principal amount of 4.125% senior notes due 2029, or the "2029 notes", which were issued at a discount of \$2.1 million and we incurred debt issuance costs of \$4.1 million. On September 6, 2019, we offered an additional issuance of \$200.0 million aggregate principal amount on the 2029 notes that were issued at a premium of \$21.8 million and we incurred debt issuance costs of \$1.9 million. The 2029 notes mature on March 15, 2029 and accrue interest at a fixed rate of 4.125% per annum. Interest is payable semiannually on the 2029 notes on March 15th and September 15th of each year, beginning on March 15, 2020. The indenture governing the 2029 notes restricts our ability to, among other things, create certain liens, enter into sale/leaseback transactions and consolidate with, sell, lease, convey or otherwise transfer all or substantially all of our assets, or merge with or into, any other person or entity.

### **Critical Accounting Policies and 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 post retirement 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 19, 2019. 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.

Effective January 1, 2019, we adopted the requirements of ASC 842 using the modified retrospective method. The related critical accounting policies and disclosures are presented in Part I Item 1. Notes 2 and 5 to our condensed consolidated financial statements for the three and nine months ended September 30, 2019.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

Market risks at September 30, 2019 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 19, 2019.

### **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 the Company's 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 September 30, 2019, our disclosure controls and procedures were effective at the reasonable assurance level.

#### **Changes in Internal Control over Financial Reporting**

During the three months ended September 30, 2019, 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 15 to our condensed consolidated financial statements for the nine months ended September 30, 2019 for a description of our significant current legal proceedings, which is incorporated by reference herein.

**Item 1A. Risk Factors**

There has been no material change in the information provided under the heading “Risk Factors” in our annual report on Form 10-K dated and filed with the Securities and Exchange Commission on February 19, 2019.

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

***Recent Sales of Unregistered Securities***

There were no unregistered sales of equity securities by the Company during the period covered by this report.

***Issuer Purchases of Equity Securities***

Our board of directors has authorized a share repurchase program, or Repurchase Program, since May 2010, of up to \$3.3 billion. In December 2018, March 2019, and June 2019, we entered into three Accelerated Share Repurchase, or ASR, agreements to repurchase shares of our common stock for an aggregate purchase price of \$75.0 million, \$50.0 million, and \$75.0 million, respectively, which were settled in March 2019, June 2019, and September 2019. Under the Repurchase Program, we may repurchase stock in the market or as otherwise determine by us. As of September 30, 2019, we had \$227.6 million available to repurchase shares. 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 \$3,072.4 million. Our share repurchases for the quarter ended September 30, 2019 are set forth below:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs  (in millions)
July 1, 2019 through July 30, 2019	409,668	\$ 146.46 <sup>(1)</sup>	409,668	\$ 227.6 <sup>(1)</sup>
August 1, 2019 through August 31, 2019	—	\$ —	—	\$ 227.6
September 1, 2019 through September 30, 2019	81,048 <sup>(1)</sup>	\$ — <sup>(1)</sup>	81,048	\$ 227.6
	<u>490,716</u>	<u>\$ 152.84 <sup>(1)</sup></u>	<u>490,716</u>	

<sup>(1)</sup> In June 2019, we entered into an ASR agreement to repurchase shares of our common stock for an aggregate purchase price of \$75.0 million with HSBC Bank USA, 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 \$75.0 million on July 1, 2019, we received 409,668 shares of its common stock at a price of \$146.46 per share. Upon final settlement in September 2019, we received an additional 81,048 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 490,716 and a final average price paid of \$152.84 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.



**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: October 29, 2019

By: /s/ Lee M. Shavel

---

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

**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
<a href="#">10.1</a>	Fourth Amendment dated August 15, 2019 to the Second Amended and Restated Credit Agreement dated April 22, 2015 among Verisk Analytics, Inc., as borrower, and the lenders and agents party thereto, incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated August 15, 2019.
<a href="#">31.1</a>	Certification of the Chief Executive Officer of Verisk Analytics, Inc. pursuant to Rule 13a-14 under the Securities Exchange Act of 1934.*
<a href="#">31.2</a>	Certification of the Chief Financial Officer of Verisk Analytics, Inc. pursuant to Rule 13a-14 under the Securities Exchange Act of 1934.*
<a href="#">32.1</a>	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	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	XBRL Taxonomy Extension Schema.*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase.*
101.DEF	XBRL Taxonomy Definition Linkbase.*
101.LAB	XBRL Taxonomy Extension Label Linkbase.*
101.PRE	XBRL Taxonomy Extension Presentation Linkbase.*

\* Filed herewith.

## 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: October 29, 2019

/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: October 29, 2019

/s/ Lee M. Shavel

---

Lee M. Shavel  
Executive Vice President and  
Chief Financial Officer

**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. (the “Company”) for the period ended September 30, 2019, 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, the Chief Executive Officer of the Company, and Lee M. Shavel, the Chief Financial Officer of the Company, 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 operations of the Company.

*/s/ Scott G. Stephenson*

---

Scott G. Stephenson

President and

Chief Executive Officer

*/s/ Lee M. Shavel*

---

Lee M. Shavel

Executive Vice President and

Chief Financial Officer

Date: October 29, 2019