

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 13, 2022

S&P Global Inc.

(Exact Name of Registrant as specified in its charter)

New York
(State or other jurisdiction of incorporation or
organization)

1-1023
(Commission File No.)

13-1026995
(IRS Employer Identification No.)

55 Water Street, New York, New York 10041
(Address of Principal Executive Offices) (Zip Code)

(212) 438-1000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of Exchange on which registered</u>
Common stock (par value \$1.00 per share)	SPGI	New York Stock Exchange

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

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On May 13, 2022, S&P Global Inc. (the “Company”) entered into supplemental confirmations (and, in the case of Citigroup Global Markets Inc. (“Citibank”), a master confirmation) with each of Citibank, Goldman Sachs & Co. LLC (“Goldman”) and Mizuho Markets Americas LLC (“Mizuho”) to repurchase an aggregate of \$1.5 billion of the Company’s common stock (the “Accelerated Share Repurchase”). The supplemental confirmations between the Company and each of the Goldman and Mizuho were entered into pursuant to master confirmations between the same parties dated March 1, 2022. The Accelerated Share Repurchase is in addition to the repurchase previously disclosed by the Company on March 2, 2022. Both the Accelerated Share Repurchase and the March 2, 2022 repurchase are part of the Company’s previously announced \$12 billion share repurchase program intended to be completed in 2022.

Under the terms of the supplemental confirmations and the related master confirmations (together, the “ASR Agreements”), at inception, the Company will make a payment of approximately \$500 million to each of Citibank, Goldman Sachs and Mizuho, and the Company will receive an initial share delivery of approximately 3.79 million shares of the Company’s common stock in the aggregate from Citibank, Goldman Sachs and Mizuho. The exact number of shares of the Company’s common stock that the Company will repurchase under the ASR Agreements will be based generally on the average of the daily volume-weighted average prices of the Company’s common stock during the calculation period for each ASR Agreement, less a discount, and subject to adjustments pursuant to the terms and conditions of each ASR Agreement. At final settlement of the ASR Agreements, under certain circumstances, Citibank, Goldman Sachs and/or Mizuho may be required to deliver additional shares of the Company’s common stock to the Company, or, under certain circumstances, the Company may be required to make a cash payment or deliver shares of the Company’s common stock to Citibank, Goldman Sachs and/or Mizuho. Final settlement of the ASR Agreements is expected to occur during the third quarter of 2022.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Form 8-K Report to be signed on its behalf by the undersigned hereunto duly authorized.

S&P Global Inc.

/s/ Alma Rosa Montanez

By: Alma Rosa Montanez

Assistant Corporate Secretary & Chief Corporate Counsel

Dated: May 16, 2022

INDEX TO EXHIBITS

Exhibit Number

(104) Cover Page Interactive Data File (formatted as Inline XBRL)