

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2020  
or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission file number 001-34480

**VERISK ANALYTICS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

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

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

07310-1686  
(Zip Code)

(201) 469-3000

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

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

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  Yes  No

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, a smaller reporting company or an emerging growth 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  Accelerated filer

Non-accelerated filer  Smaller reporting company

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment on the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

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

As of June 30, 2020, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$26,448,164,972 based on the closing price reported on the NASDAQ Global Select Market on such date.

As of February 19, 2021, there were 162,791,583 shares outstanding of the registrant's Common Stock, par value \$.001.

## DOCUMENTS INCORPORATED BY REFERENCE

Certain information required by Part III of this annual report on Form 10-K is incorporated by reference to our definitive Proxy Statement for our 2021 Annual Meeting of Stockholders, which will be filed with the Securities and Exchange Commission not later than 120 days after December 31, 2020.

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*Unless the context otherwise indicates or requires, as used in this annual report on Form 10-K, references to “we,” “us,” “our” or the “Company” refer to Verisk Analytics, Inc. and its subsidiaries.*

*In this annual report on Form 10-K, all dollar amounts are expressed in millions, unless indicated otherwise.*

#### SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Verisk Analytics, Inc. (“Verisk”) has made statements under the captions “Business,” “Risk Factors,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and in other sections of this annual report on Form 10-K that are forward-looking statements. In some cases, you

can identify these statements by forward-looking words such as “may,” “might,” “will,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential,” or “continue,” the negative of these terms and other comparable terminology. These forward-looking statements, which are subject to risks, uncertainties and assumptions about us, may include projections of our future financial performance, our anticipated growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements, including those factors discussed under the caption entitled “Risk Factors.” You should specifically consider the numerous risks outlined under “Risk Factors.”

Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of any of these forward-looking statements. We are under no duty to update any of these forward-looking statements after the date of this annual report on Form 10-K to conform our prior statements to actual results or revised expectations.

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## PART I

### Item 1. Business

#### Our Company

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, commercial banking and finance, and many other fields. In the United States ("U.S.") and around the world, we help customers protect people, property, and financial assets.

Our customers use our solutions to make better decisions about risk and opportunities with greater efficiency and discipline. We refer to these products and services as solutions due to the integration among our services and the flexibility that enables our customers to purchase components or a comprehensive package. These solutions take various forms, including proprietary data assets, expert industry insight, statistical models, tailored analytic object, and robust software platforms all designed to allow our customers to make more informed risk decisions. We believe our solutions for analyzing risk have a positive impact on our customers' revenues and help them better manage their costs. In 2020, our customers included all of the top 100 property and casualty ("P&C") insurance providers in the U.S. for the lines of P&C services we offer and the top 30 credit card issuers in North America, the United Kingdom, and Australia as well as nine of the top ten global energy producers around the world. We also work with a wide range of companies, governments, and institutions across the energy and metals and mining value chains. We believe that our commitment to our customers and the embedded nature of our solutions serve to strengthen and extend our relationships.

We believe that Verisk is uniquely positioned because of the set of Distinctives or competitive advantages we cultivate and continue to expand, as indicated below. Our existing businesses, in addition to new product innovations, integrate the following four singular qualities into the foundation of our strategy.

#### Our Distinctives

- Unique Data Assets - Data is at the core of what we do. We use our proprietary data assets to develop predictive analytics and transformative models for our customers.

- Deep Domain Expertise - We have specialized and in-depth knowledge in a number of defined vertical markets, including insurance, energy, financial services, and risk management. We understand that different verticals require different approaches, and our deep domain expertise adds value to our analytics in the markets we serve.

- Steady Stream of First-to-Market Innovations - We move quickly to be the first to market with new solutions. Typically, the marketplace assumes that those who are first to market are superior to the competition and better positioned to succeed.

- Deep Integration into Customer Workflows - By embedding our solutions into customer workflows, we help our customers better manage risk and optimize their bottom line. We achieve this goal by remaining closely connected to our customers at all times and serving their distinct needs.

We offer our solutions and services primarily through annual subscriptions or long-term agreements, which are typically prepaid and represented over 82% of our revenues in 2020. For the year ended December 31, 2020, we had revenues of \$2,784.6 million and net income of \$712.7 million. For the five-year period ended December 31, 2020, our consolidated revenues grew at a compound annual growth rate ("CAGR") of 8.7% and our net income grew at 4.8%.

#### Our History

We trace our history to 1971, when Insurance Services Office, Inc. ("ISO") started operations as a not-for-profit advisory and rating organization providing services to the U.S. P&C insurance industry. ISO was formed as an association of insurance companies to gather statistical data and other information from insurers and report to regulators, as required by law. ISO's original functions also included developing programs to help insurers define and manage insurance products and providing information to help insurers determine their own independent premium rates. Insurers used and continue to use our offerings primarily in their product development, underwriting, and rating functions.

On May 23, 2008, in contemplation of our initial public offering ("IPO"), ISO formed Verisk Analytics, Inc. ("Verisk"), a Delaware corporation, to be the

holding company for our business. Verisk was initially formed as a wholly owned subsidiary of ISO. On October 6, 2009, in connection with our IPO, we effected a reorganization whereby ISO became a wholly owned subsidiary of Verisk. Verisk common stock began trading on the NASDAQ Global Select Market on October 7, 2009, under the ticker symbol “VRSK.”

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Over the past two decades, we have transformed our business beyond its original functions by deepening and broadening our data assets, developing a set of integrated risk management solutions and services, and addressing new markets. Our expansion into analytics began when we acquired the American Insurance Services Group (“AISG”) and certain operations and assets of the National Insurance Crime Bureau in 1997 and 1998, respectively. Those organizations brought to the company large databases of insurance claims as well as expertise in detecting and preventing claims fraud. To further expand our business, in 2002, we acquired AIR Worldwide (“AIR”), the technological leader in catastrophe modeling. In 2006, to bolster our position in the insurance claims field, we acquired Xactware Solutions Inc., a leading supplier of estimation software for professionals involved in building repair and reconstruction. In 2012, we acquired Argus Information & Advisory Services, LLC (“Argus”) to expand our global presence providing information, competitive benchmarking, analytics, and customized services to financial institutions in the payments space. In 2015, we acquired Wood Mackenzie Limited (“Wood Mackenzie”) to advance our strategy to expand internationally and position us in the global energy market. In 2017, we acquired G2 Web Services, LLC (“G2”); Sequel Business Solutions Ltd. (“Sequel”); Lundquist Consulting, Inc. (“LCI”); and PowerAdvocate, Inc. (“PowerAdvocate”) to further strengthen our position in their respective segments. G2 provides merchant risk intelligence solutions for acquirers, commercial banks, and other payment system providers. Sequel is a leading insurance and reinsurance software specialist based in London. LCI offers risk insight, prediction, and management solutions for banks and creditors. PowerAdvocate is a leading data analytics provider with a one-of-a-kind spend and cost data curated from millions of transactions across thousands of services, materials, and equipment categories in the energy industry. In 2018, we acquired Rulebook Limited (“Rulebook”) to further our international insurance presence in the overseas market. In 2019, we acquired Genscape, Inc. (“Genscape”) and Flexible Architecture and Simplified Technology, LLC (“FAST”) to enhance our solutions within the Energy and Specialized Markets segment and Insurance segment, respectively. In 2020, we acquired Franco Signor, LLC to further our offerings in the Medicare space and Lead Intelligence, Inc. (“Jornaya”) to grow our set of marketing solutions for the insurance and financial services markets.

Those acquisitions have added scale, geographic reach, highly skilled workforces, and a wide array of new capabilities to support our customers. They have helped make us a leading provider of information and decision analytics for customers involved in the business of risk in the U.S. and selectively around the world.

## Segments

We organize our business in three segments: Insurance, Energy and Specialized Markets, and Financial Services. See “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Part II of this annual report for additional information regarding our segments. See [Note 19](#) of our consolidated financial statements included in this annual report on Form 10-K for further information.

### Insurance Segment

Our Insurance segment primarily serves our P&C insurance customers and focuses on the prediction of loss, the selection and pricing of risk, and compliance with their reporting requirements in each U.S. state in which they operate. We also develop and utilize machine learned and artificially intelligent models to forecast scenarios and produce both standard and customized analytics that help our customers better manage their businesses, including detecting fraud before and after a loss event and quantifying losses. Our customers include most of the P&C insurance providers in the U.S. In recent years, we have expanded our offerings to also serve certain non-U.S. markets. Finally, we have also expanded into the life and annuity sectors through the acquisition of FAST in December 2019, as well as internal solutions development, to enable the transformation of the industry across the policy lifecycle through no-code technology, data analytics, and modeling.

#### *Underwriting & rating*

We are the recognized leader in the U.S. for industry-standard insurance programs that help P&C insurers define coverages and issue policies. We provide policy language, prospective loss costs, policy writing rules, and a variety of underwriting solutions for risk selection and segmentation, pricing, and workflow optimization across 30 lines of insurance. Our policy language, prospective loss cost information and policy writing rules can serve as integrated turnkey insurance programs for our customers. Insurance companies need to ensure that their policy language, rules, and rates comply with all applicable legal and regulatory requirements. They must also make sure their policies remain competitive by promptly changing coverages in response to changes in statutes, case law, or regulatory requirements. To meet their insurers’ needs, we process approximately 2,400 regulatory filings and interface with state regulators in all 50 states plus the District of Columbia, Guam, Puerto Rico, and the Virgin Islands each year to ensure smooth implementation of our rules and forms. When insurers choose to develop their own alternative programs, our industry-standard insurance programs also help regulators ensure that such insurers’ policies meet basic coverage requirements.

Standardized coverage language, which has been tested in litigation and tailored to reflect judicial interpretation, helps ensure consistent treatment of claimants. As a result, our industry-standard language also simplifies claim settlements and can reduce the occurrence of costly litigation, because our language causes the meaning of coverage terminology to become established and known. Our policy language includes standard coverage language, endorsements, and policy writing support language that assist our customers in understanding the risks they assume and the coverages they offer. With these policy programs, insurers also benefit from economies of scale. We have more than 195 specialized lawyers and insurance experts reviewing changes in each state’s insurance rules and regulations, including an average of over 11,000 legislative actions, over 9,200 regulatory actions, and 2,000 court decisions per year, to make any required changes to our policy language and rating information.

To cover the wide variety of risks in the marketplace, we offer a broad range of policy programs. For example, in the homeowners line of insurance, we maintain policy language and rules for 6 basic coverages, 283 national endorsements, and 616 state-specific endorsements.

The P&C insurance industry is heavily regulated in the U.S.: P&C insurers are required to collect statistical data about their premiums and losses and to report that data to regulators in every state in which they operate. Our statistical agent services have enabled P&C insurers to meet those regulatory requirements for more than 45 years. We aggregate the data, and as a licensed or appointed “statistical agent” in all 50 states, Puerto Rico, and the District of Columbia, we report those statistics to insurance regulators. We are able to capture significant economies of scale given the level of penetration of this service within the U.S. P&C insurance industry.

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To provide our customers and the regulators the information they require, we maintain one of the largest private databases in the world. Over the past four decades, we have developed core expertise in acquiring, processing, managing, protecting, and operating large and comprehensive databases that are the foundation of our insurance offerings. We use our proprietary technology to assemble, organize, and update vast amounts of detailed information submitted by our customers. We supplement this data with publicly available information.

In 2020 alone, P&C insurers sent us approximately 3.1 billion detailed individual records of insurance transactions, such as insurance premiums collected or losses incurred. We maintain a database of more than 22.9 billion statistical records, including approximately 9.9 billion commercial lines records and approximately 13.0 billion personal lines records. We collect unit transaction detail of each premium and loss record, which enhances the validity, reliability, and accuracy of our data sets and our actuarial analyses. Our proprietary quality process includes more than 2,900 separate checks to ensure that the data meets our high standards of quality.

We provide actuarial services to help our customers analyze and price their risks. Using our large database of premium and loss data, our actuaries are able to perform sophisticated analyses using our predictive models and analytic methods to help our P&C insurance customers with pricing, loss reserving, and marketing. We distribute a number of actuarial solutions and offer flexible services to meet our customers’ needs. In addition, our actuarial consultants provide customized services for our customers that include assisting them with the development of independent insurance programs, analysis of their own underwriting experience, development of classification systems and rating plans, and a wide variety of other business decisions. We also supply information to various customers in other markets, including reinsurance and government agencies.

We project customers’ future losses and loss expenses using a broad set of data. Those projections tend to be more reliable than if our customers used their own data exclusively. We make a number of actuarial adjustments before the data is used to estimate future costs. Our customers can use our estimates of future costs in making independent decisions about the prices charged for their policies. For most P&C insurers in most lines of business, we believe that our estimates of future costs are an essential input to rating decisions. Our actuarial products and services are also used to create the analytics underlying our industry-standard insurance programs described above.

We gather information on individual properties and communities so that insurers can use our information to evaluate and price personal and commercial property insurance, as well as commercial liability insurance. Our property-specific rating and underwriting information allows our customers to understand, quantify, underwrite, mitigate, and avoid potential loss for residential and commercial properties. Our database contains data and analytics on approximately 12.0 million commercial properties in the U.S. We have a staff of approximately 530 field representatives strategically located around the U.S. who observe and report on conditions at commercial and residential properties, evaluate community fire-protection capabilities and assess the effectiveness of municipal building-code enforcement. Each year, our field staff visits more than 375,000 commercial properties to collect information on new buildings and verify building attributes.

We are a leading provider of innovative solutions for the personal underwriting markets, including homeowners and auto lines. Drawing on an array of resources from proprietary and third-party data to geospatial imagery, we build and maintain widely used industry-standard tools that assist insurers in underwriting and rating—that is, measuring and selecting risks and pricing coverage appropriately to help ensure fairness to the consumer and a reasonable return for the insurer. Our solutions apply advanced predictive analytics to our deep reservoir of data and information to gauge the degree and cost of risk quickly and precisely, and our workflow tools help insurers increase speed and cost-efficiency while delivering superior customer experiences. These premier solutions span a range of applications—from using precise home reconstruction costs to ensure policyholders have the right amount of coverage, to providing auto insurers with data to bind policies in minutes with once-and-done quoting.

Our solutions span a wide range of P&C insurance, encompassing personal and commercial lines of coverage that protect private residences, private and commercial vehicles, and businesses.

We also provide proprietary analytic measures of the ability of individual communities to mitigate losses from important perils. Nearly every property insurer in the U.S. uses our evaluations of community firefighting capabilities to help determine premiums for fire insurance throughout the country. We provide field-verified and validated data on the fire protection services for approximately 40,000 fire response jurisdictions. We also offer services to evaluate the effectiveness of community enforcement of building codes and the efforts of communities to mitigate damage from flooding. Further, we provide information on the insurance rating territories, premium taxes, crime risk, and hazards of windstorm, earthquake, wildfire, and other perils. To supplement our data on specific commercial properties and individual communities, we have assembled, from a variety of internal and third-party sources, information on hazards related to geographic locations representing every postal address in the U.S. Insurers use this information not only for policy quoting but also for analyzing risk concentration in geographical areas. We also make our data and analytics available to commercial real estate lenders to allow them to better understand risks associated with people they lend against.

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We are a leader in and pioneered the field of probabilistic catastrophe modeling used by insurers, reinsurers, financial institutions, and government to manage their risk from extreme events. Our models, which form the basis of our solutions, enable companies to identify, quantify, and plan for the financial consequences of catastrophes. We have developed models for hurricanes, earthquakes, winter storms, tornadoes, hailstorms, and floods in more than 110 countries as well as pandemics worldwide. We have developed a probabilistic terrorism model capable of quantifying the risk in the U.S. from this evolving threat, which supports pricing and underwriting decisions down to the level of an individual policy, as well as models for estimating losses to crop insurance programs in the U.S., Canada and China. Our newest models offer risk management solutions for the cyber and casualty lines of business.

We have begun to expand our footprint of data and solutions to include both U.S. and international markets. Our international insurance markets grew through acquisitions, and today serves a large proportion of those insurers operating in both the UK and Irish property and casualty markets. Additionally, our international market provides services to much of the Lloyd's and London market, whilst also serving customers in Canada, Continental Europe, Singapore, China, Australia, and New Zealand. The international enhanced commercial and residential property models and enriched data sets help insurers with triage, reconstruction value, risk selection, pricing, benchmarking, and portfolio management across multiple insured segments, with an emphasis on residential and commercial property. Insurers also use our solutions to finetune the accuracy of their rating models, to drive underwriting results through a set of analytical products that predict the relative risk and variation of major insurance perils including theft, flood, storm, fire, freeze, etc. Our international small and medium size commercial lines casualty solutions help customers digitally transform, enabling straight through processing and underwriting. In addition to property data and solutions, customers benefit from decision and benchmarking analytics using firmographic, technographic, and business intelligence, and proprietary management competency scores.

### **Claims**

Our claims insurance solutions provide our customers analytics in the areas of fraud detection, compliance reporting, subrogation and repair cost estimation, including emerging areas of interest within these categories.

We are a leading provider of fraud-detection tools for the P&C insurance industry. Our anti-fraud solutions improve our customers' profitability by both predicting the likelihood that fraud may be occurring and detecting suspicious activity after it has occurred. When a claim is submitted, our system searches our all-claims database and returns information about other claims filed by the same individuals or businesses (either as claimants or insurers) that helps our customers determine if fraud may be occurring. The system searches for matches in identifying informational fields, such as name, address, Social Security number, vehicle identification number, driver's license number, tax identification number, or other parties to the loss. Our system also includes advanced name and address searching to perform intelligent searches and improve the overall quality of the matches. Information from match reports speeds payment of meritorious claims while providing a defense against fraud and can lead to denial of a claim, negotiation of a reduced award, or further investigation by the insurer or law enforcement.

We also have a comprehensive case management system used by claims adjusters and investigation professionals to process claims and fight fraud. Our claims databases are one of the key tools in the fight against insurance fraud. The benefits of a single all-claims database include improved efficiency in reporting data and searching for information; enhanced capabilities for detecting suspicious claims; and superior information for investigating fraudulent claims, suspicious individuals, and possible fraud rings. Our database also helps insurers fulfill on their regulatory compliance reporting requirements at both the state and federal level for delinquent child support liens and other required checks. The database contains information for more than 1.5 billion claims and is the world's largest database of P&C claims information used for claims processing and investigations. Insurers and other participants submit more than 253,000 new claims a day on average across all categories of the U.S. P&C insurance industry.

We also offer solutions to help the P&C industry comply with the federal Medicare Secondary Payer ("MSP") Statute; mandating reporting of claims data, repayment of conditional payments liabilities, and ongoing protection of the Medicare Trust Fund. Our solutions include highly accurate Medicare reporting with flexible solutions that are customized to the way insurers, self-insured employers and third-party administrators ("TPAs") do business, including integrated conditional payment processing, and a full range of Medicare Set-Aside ("MSA") services. In addition to full compliance support, including First Report of Injury ("FROI")/Subsequent Report of Injury ("SROI") and other Electronic Data Interchange ("EDI") reporting, claims professionals can also access robust analytic solutions for workers' compensation and liability claims and can leverage litigation analytics for improved claim results.

We also provide data, analytics, and networking products for professionals involved in estimating all phases of building repair and reconstruction. We provide solutions for every phase of a building's life, including:

- quantifying the ultimate cost of repair or reconstruction of damaged or destroyed buildings,
- aiding in the settlement of insurance claims; and
- tracking the process of repair or reconstruction and facilitating communication among insurers, adjusters, contractors, and policyholders.

To help our customers estimate repair costs, we provide a solution that assists contractors and insurance adjusters in estimating repairs using a patented plan-sketching program. The program allows our customers to manually sketch floor, roof and wall framing plans based upon their own measurements, and automatically calculates material and labor quantities for all desired construction or repairs to the structure.

We also offer our customers access to price lists, which include structural repair and restoration pricing for 468 separate economic areas in North America. We revise this information monthly, and in the aftermath of a major disaster, we can update the price lists as often as weekly to reflect rapid price changes. Our structural repair and cleaning database contains approximately 21,000 unit-cost line items. For each line item, such as smoke cleaning, water extraction and hazardous cleanup, we report time and material pricing, including labor, labor productivity rates (for new construction and restoration), labor burden



and overhead, material costs, and equipment costs. We improve our reported pricing data by several methods, including direct market surveys and an analysis of the actual claims experiences of our customers. We estimate that more than 80% of insurance repair contractors and service providers in the U.S. and Canada with computerized estimating systems use our building and repair pricing data. Use of such a large percentage of the industry's claims data leads to accurate reporting of pricing information, which we believe is unmatched in the industry.

Customers access our claims ecosystem to provide valuable insights into weather peril impact to their book of business, remotely connect with their policyholders to enhance communication for faster claims resolution, and analyze and benchmark performance against peers in the industry. Increasingly, the Verisk suite of claims products leverages artificial intelligence and automation to streamline claims handling, connect vital data points, and improve the customer experience.

We continually pursue new solutions that help our customers keep abreast of changing markets and technology. For example, we provide tools and platforms to help insurers, their customers, and providers of products and services to leverage the growing Internet of Things. This technology connects devices, vehicles, and homes to the Internet and generates valuable data to underwrite, rate, and manage risk while enriching customer relationships. By ingesting, storing, and normalizing this data, Verisk makes it accessible for users to extract business insights at a significantly lower cost and logistical burden than they could achieve on their own.

## **Energy and Specialized Markets Segment**

We are a leading provider of data analytics across the natural resources value chain including the global energy, chemicals, metals and mining, and power and renewables sectors. We deliver analysis and advice on assets, companies, governments, and markets based on proprietary near real time data as well as historic information. This enables us to offer a comprehensive and integrated analysis of relevant commodities to our customers. We provide research and consulting services focusing on exploration strategies and screening, asset development and acquisition, commodity markets, and corporate analysis. We offer consultancy in the areas of business environment, business improvement, business strategies, commercial advisory, and transaction support.

We differentiate our solutions in the market by continuously gathering and managing proprietary information, insight, and analysis on thousands of oil and gas fields, mines, refineries and other assets, as well as detailed assessments of the market fundamentals across each value chain. Our experts analyze the data and work directly with customers to address their business challenges.

We provide market and cost intelligence to energy companies to optimize financial results. We combine information, innovative technology, and expert services to produce market intelligence. We aim to help asset-intensive clients achieve operational and financial excellence, increase profitability, and optimize business performance. In addition, our client service team of technical and various other professionals plays an integral role at a number of energy companies. We have engineers and supply chain professionals who consult on capital projects. Our team members include experts from the energy industry with hands-on operational experience.

We help businesses and governments better anticipate and monitor risks in Earth's natural environment. We prepare certain agencies and companies to anticipate, manage, react to, and profit from climate- and weather-related risk. We serve our customers by providing state-of-the-art research, development, and analysis delivered in reports, data streams, and software solutions. We are dedicated to the advancement of the atmospheric and remote sensing science disciplines and directly addressing problems regarding weather, climate, and air quality as well as oceanography and the planetary sciences. Through research conducted by our in-house scientific staff, and often in collaboration with world-renowned scientists at academic and other research institutions, we have developed analytical tools to help measure and observe environmental properties and translate those measurements into actionable information.

We also offer a comprehensive suite of data and information services that enable improved compliance with global environmental health and safety ("EH&S") requirements related to the safe manufacturing, distribution, transportation, usage, and disposal of chemicals and products. From the supply chain or solutions life cycle, we deliver a program specific to the EH&S compliance information and management needs of our customers. Our full-solutions life cycle and cross-supply chain approach provides a single, integrated solution for managing customers' EH&S capabilities, which results in improved processes and reduced cost, risk, and liability.

## **Financial Services Segment**

We maintain the largest bank account consortia to provide competitive benchmarking, decisioning algorithms, business intelligence, and customized analytic services to financial institutions, payment networks and processors, alternative lenders, regulators, and merchants enabling better strategy, marketing, and risk decisions. Our teams are located across the U.S., U.K., Canada, Australia, New Zealand, the United Arab Emirates, Mexico, and India, delivering unique products and services to an expanding customer base that values the comprehensiveness of our data and solutions as well as our full wallet-spend view of a consumer. Complementing this, we leverage our partnerships with processors and credit bureaus not only to augment the richness of our data but also to provide expanded solutions across the broad span of consumer banking and retail products. Meanwhile, we offer services and a suite of solutions to satisfy growing customer needs for better forecasting and expense tools and regulatory-focused solutions. In addition, we provide solutions in the media effectiveness space given the unique nature and strength of our partnerships and through our developing Verisk Financial Marketview brand.

Our professionals have substantive industry knowledge about providing solutions to the financial services sector. We are known for our unique ability to blend the highly technical, data-centered aspects of our projects with expert communication and business knowledge. Our solutions enhance our customers' ability to manage their businesses profitably and position them better to handle present-day challenges (competitive, regulatory, and economic). Specifically, we use comprehensive transaction, risk, behavioral, and bureau-sourced account data to assist customers in making better business decisions through analysis and analytical solutions. We maintain a comprehensive and granular direct-observation financial services industry database for credit card, debit card, and deposit transactions as well as merchant and collections transactions.

## Our Growth Strategy

Over the past five years, we have grown our revenues at a CAGR of 8.7% through the successful execution of our business plan. Those results reflect strong organic revenue growth, new product development, and acquisitions. We have made, and continue to make, investments in people, data sets, analytic solutions, technology, and complementary businesses. The key components of our strategy include the following:

**Increase Solution Penetration with Customers.** We expect to expand the application of our solutions in customers' internal processes. Building on our deep knowledge of and embedded position in, various industries, we expect to sell more solutions to existing customers tailored to individual market segments. By increasing the breadth and relevance of our offerings, we believe that we can strengthen our relationships with customers and increase our value to their decision making in critical ways. We have opportunities to expand solution penetration to our insurance, energy, and financial services customers.

**Develop New Proprietary Data Sets and Predictive Analytics.** We work with our customers to understand their evolving needs. We plan to create new solutions by enriching our mix of proprietary data sets, analytic solutions, and effective decision support across the markets we serve. We constantly seek to add new data sets that can further leverage our analytic methods, technology platforms, and intellectual capital.

**Leverage Our Intellectual Capital to Expand into Adjacent Markets and New Customer Sectors.** Our organization is built on more than four decades of intellectual property in risk management. We believe we can continue to expand the use of our intellectual capital profitably and apply our analytic methods in new markets where significant opportunities for long-term growth exist. We also continue to pursue growth through targeted international expansion. We have already demonstrated the effectiveness of this strategy with our expansion into non-insurance financial services.

**Pursue Strategic Acquisitions That Complement Our Leadership Positions.** We will continue to expand our data and analytics capabilities across industries. While we expect this will occur primarily through organic growth, we have acquired and will continue to acquire assets and businesses that strengthen our value proposition to customers. We have developed an internal capability to source, evaluate, and integrate acquisitions that have created value for shareholders.

## Our Customers

The customers in our Insurance segment for the lines of P&C services we offer include the top 100 P&C insurance providers in the U.S. as well as domestic InsurTech companies and insurers in international markets. A substantial majority of P&C insurance providers in the U.S. use our statistical agent services to report to regulators, and the majority of insurers and reinsurers in the U.S. use our actuarial services and industry-standard insurance programs. In addition, certain agencies of the federal government as well as county and state governmental agencies and organizations use our solutions to help satisfy government needs for risk assessment and emergency response information. For life and annuity insurers, we offer digital solutions including electronic applications and policy administration systems to enable automated/accelerated triage, underwriting, fraud detection, and modeling. Further, our claims database serves thousands of customers, representing approximately 90% of the P&C insurance industry by premium volume, more than 500 self-insurers, approximately 400 third-party administrators, several state fraud bureaus, and many law enforcement agencies involved in the investigation and prosecution of insurance fraud. We estimate that more than 80% of insurance repair contractors and service providers in the U.S. and Canada with computerized estimating systems use our building and repair cost estimation pricing data.

Our customers within the Energy and Specialized Markets segment include nine of the top ten global energy producers around the world. Our customer base includes international and national energy companies as well as chemicals, metals, and mining, power utilities, and renewables companies; financial institutions; and governments, among others. Within these organizations, we work with a range of diverse teams. These include strategists and policy makers, business developers, market analysts, commodity traders, corporate finance, risk teams, and investors. Alongside large corporate and government clients, we also work with many small and medium-size enterprises, offering services tailored to each customer's needs.

Within the Financial Services segment, our customers include financial institutions, payment networks and processors, alternative lenders, regulators, merchants, and the top 30 credit card issuers in North America, the United Kingdom, and Australia.

## Our Competitors

We believe that no single competitor currently offers the same scope of services and market coverage we provide. The breadth of markets we serve exposes us to a broad range of competitors as described below. Businesses that we acquire may introduce us to additional competitors.

Our Insurance segment operates primarily in the U.S. P&C insurance industry, where we enjoy a leading market presence. We have a number of competitors in specific lines or services. We encounter competition from a number of sources, including insurers that develop internal technology and actuarial methods for proprietary insurance programs. Competitors also include other statistical agents, such as the National Independent Statistical Service, the Independent Statistical Service, Inc., and other advisory organizations, that provide underwriting rules, prospective loss costs, and coverage language, including the American Association of Insurance Services, Inc. and Mutual Services Organization. However, we believe that none of our competitors have the breadth or depth of data we have. Competitors for our property-specific rating and underwriting information are primarily limited to a number of regional providers of commercial property inspections and surveys, including Overland Solutions, Inc., and Regional Reporting, Inc., and emerging providers in the InsurTech space. We also compete with a variety of organizations that offer consulting services, primarily specialty technology and consulting firms. In addition, a customer may use its own internal resources rather than engage an outside firm for these services. Finally, our underwriting products compete with Lexis Nexis and Core Logic in the marketplace. Our competitors also include information technology product and services vendors; management and strategy consulting firms; and smaller specialized information



technology and analytical services firms, including Pinnacle Consulting and EMB, a unit of Willis Towers Watson. Finally, in the life insurance sector, our solutions compete against vendors such as Accenture, Oracle, DXC, Majesco and iPipeline, as well as the in-house technology departments of Life Insurers. In the P&C insurance claims market and catastrophe modeling market, certain products are offered by a number of companies, including Risk Management Solutions (catastrophe modeling), CoreLogic (property replacement value), LexisNexis® Risk Solutions (loss histories and motor vehicle records for personal lines underwriting), Solera Holdings, Inc. (personal automobile underwriting), and Symbility (repair cost estimating). We believe that our P&C insurance industry expertise, and our ability to offer multiple applications, services, and integrated solutions to individual customers are competitive strengths.

In the Energy and Specialized Markets segment, certain products are offered by a number of companies, including IHS Markit (natural resources), Rystad Energy (upstream), RS Energy (upstream), Global Data Plc (upstream), PIRA Energy Group (oil and gas markets), CRU Group (metals), and Bloomberg New Energy Finance (power and renewables). We believe that our global integrated value chain knowledge and insight, bottom-up proprietary data, and long-term trusted relationships enhance our competitive position in relation to those companies.

Within the Financial Services segment, our unique datasets and wallet solutions mean that we have no direct competitors, and we work closely to create partnerships for mutual clients with organizations such as the card networks and credit bureaus to deepen ongoing relationships and create new value solutions. Our key competitors for our major brands are EverCompliant, WebShield, Trustwave, LegitScript, Lexis Nexis, American Infosource, and Phin Solutions.

## **Development of New Solutions**

We take a market-focused team approach to developing our solutions. Our operating units are responsible for developing, reviewing, and enhancing our various products and services. Our data management and production team designs and manages our processes and systems for market data procurement, proprietary data production, and quality control. Our Joint Development Environment ("JDE") and Enterprise Data Management ("EDM") teams support our efforts to create new information and products from available data and explore new methods of collecting data. EDM is focused on understanding and documenting business unit and corporate data assets and data issues, sharing and combining data assets across the enterprise, creating an enterprise data strategy, facilitating research and product development, and promoting cross-enterprise communication. Our Verisk Innovative Analytics ("VIA") team is a corporate center of excellence for analytical methods in applying modeling techniques to predict risk outcomes.

Our software development teams build the technology used in many of our solutions. As part of our product development process, we continually solicit feedback from our customers on the value of our products and services and the market's needs. We have established an extensive system of customer advisory panels that meet regularly throughout the year to help us respond effectively to the needs of our markets. In addition, we use frequent sales calls, executive visits, user group meetings, and other industry forums to gather information to align our product development efforts with the needs of the market. We also use a variety of market research techniques to enhance our understanding of our customers and the markets in which they operate.

We add to our offerings through an active acquisition program. Since 2016, we have acquired 31 businesses, which have allowed us to enter new markets, offer new solutions and enhance the value of existing services with additional proprietary sources of data.

When we find it advantageous, we augment our proprietary data sources and systems by forming alliances with other leading information providers and technology companies and integrating their product offerings into our offerings. This approach gives our customers the opportunity to obtain the information they need from a single source and more easily integrate the information into their workflows.

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## **Sales, Marketing, and Customer Support**

We sell our solutions and services primarily through direct interaction with our customers. We employ a three-tier sales structure that includes salespeople, technical consultants, and sales support. Within our company, several areas have sales teams that specialize in specific products and services. Those specialized sales teams sell specific, highly technical solution sets to targeted markets in coordination with account management.

To provide account management to our largest customers in the insurance, energy, and financial markets, we divide our customers into three groups. Tier One ("Global/National Accounts") comprises our largest customers. Tier Two ("Strategic Accounts") represents both large and middle-market customer groups. Tier Three is composed of small and specialized companies that may represent one line of business, may be regionally focused, or are recent new entrants into the marketplace. In Tier One and Tier Two segments, we have sales teams organized by the following specialties: personal or commercial lines underwriting and pricing, claims, catastrophe risk, and energy. In the Tier Three segment, we assign a sales generalist with overall account management responsibility. Our tiered approach has proven to be a successful sales model and approach to building customer relationships. Our senior executives regularly engage with the senior management of our customers to ensure customer satisfaction and strategic alignment and to support mutual partnership innovation opportunities.

Salespeople participate in both sales and customer service activities. They provide direct support, interacting frequently with assigned customers to ensure a satisfactory experience using our services. Salespeople primarily seek out new sales opportunities and work with the various product teams to coordinate sales activities and ensure our solutions fit the customer's needs. We believe our salespeople's product knowledge, skills to develop relationships of trust, and local presence differentiate us from our competition. Technical consultants are subject matter experts and work with salespeople on specific opportunities for their assigned products and segments. Salespeople manage the overall sales process and technical consultants manage the rigorous integration and functional fit discussions to ensure mutual success and satisfaction. Both salespeople and technical consultants have responsibility for identifying new sales opportunities. A team approach and a common customer relationship management system allow for effective coordination among the groups.

## **Sources of Our Data**

The data we use to perform our analytics and power our solutions is sourced through seven different kinds of data arrangements. First, we gather data from our customers within agreements that also permit our customers to use the solutions created from their data. Those agreements remain in effect unless the

data contributor chooses to opt out. It is very rare that contributors elect not to continue providing us data. Second, we have agreements with data contributors in which we specify the particular uses of their data and provide their required levels of privacy, protection of data, and where necessary, de-identification of data. The agreements represent no cost to us, generally feature a specified period of time for the data contributions, and require renewal. Third, we “mine” data found inside the transactions supported by our solutions; as an example, we use the claims settlement data generated inside our repair cost estimating solution to improve the cost factors used in our models. Again, those arrangements represent no cost to us, and we obtain the consent of our customers to make use of their data in this way. Fourth, we source data generally at no cost from public sources, including federal, state, and local governments. Fifth, we gather data about the physical characteristics of commercial properties through the direct observation of our field staff members, who also perform property surveys at the request of, and facilitated by, property insurers. Sixth, we collect data, or license or purchase from third parties, on geographic and spatially referenced information relating to residential and commercial structures by using the latest remote sensing and machine learning technologies. Lastly, we purchase data from data aggregators under contracts that reflect prevailing market pricing for the data elements purchased, including county tax assessor records, descriptions of hazards such as flood plains, and professional licenses. We are the owners of the derivative solutions we create using the data we collect.

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## **Information Technology**

### ***Technology***

Our information technology systems and the more recent adoption of cloud computing are fundamental to our success. They are used for the storage, processing, access, and delivery of the data that forms the foundation of our business and the development and delivery of the solutions we provide to our customers. We generally own, or have secured ongoing rights to use for the purposes of our business, all the customer-facing applications that are material to our operations. We support and implement a mix of technologies and focus on implementing the most efficient technology for any given business requirement or task.

### ***Data Centers***

We have two primary data centers in Somerset, New Jersey, and Lehi, Utah, creating redundancy and back up capabilities. In addition, we have data centers located in other states dedicated to certain business units.

### ***Disaster Recovery***

We are committed to a framework for business continuity management and carry out annual reviews of the state of preparedness of each business unit. We also have documented disaster recovery plans in place for each of our major data centers and each of our solutions. The data center in Somerset, New Jersey is the recovery site for the Lehi, Utah, data center and vice versa. Business continuity planning is in place for all of our critical business processes to provide for the prompt and effective continuation of critical services in the event of a business disruption. Our business continuity program adheres to ISO 22301:2019, which is an international standard for business continuity. All business impact analysis and business continuity plans are reviewed and updated, at a minimum, annually or when significant business changes occur.

### ***Security***

We have adopted a wide range of measures to ensure the security of our IT infrastructure and data. Security measures generally cover the following key areas: security policies and governance committees, physical security, logical security of the perimeter, network security such as firewalls, logical access to the operating systems, deployment of virus detection software, and appropriate procedures relating to removable media such as laptops. Laptops are encrypted, and media leaving our premises and sent to third-party storage facilities are also encrypted. Our commitment to security has earned ISO 27001:2013 Certification for our core data centers, which is an international standard for best practices associated with our Information Security Management System.

## **Intellectual Property**

We own a significant number of intellectual property rights, including copyrights, trademarks, trade secrets, and patents. Specifically, our policy language, insurance manuals, software, and databases are protected by both registered and common law copyrights; and the licensing of those materials to our customers for their use represents a large portion of our revenue. We also own in excess of 500 trademarks in the U.S. and foreign countries, including the names of our products and services and our logos and tag lines, many of which are registered. We believe many of our trademarks, trade names, service marks, and logos to be of material importance to our business, as they assist our customers in identifying our products and services and the quality that stands behind them. We consider our intellectual property to be proprietary, and we rely on a combination of statutory (for example, copyright, trademark, trade secret, and patent) and contractual safeguards in a comprehensive intellectual property enforcement program to protect it wherever it is used.

We also own several patents and have several pending patent applications in the U.S. that complement our products. We believe the protection of our proprietary technology is important to our success, and we will continue to seek to protect those intellectual property assets for which we have expended substantial research and development capital and that are material to our business.

To maintain control of our intellectual property, we enter into contractual agreements with our customers, granting each customer permission to use our products and services, including our software and databases. This helps maintain the integrity of our proprietary intellectual property and to protect the embedded information and technology contained in our solutions. As a general practice, employees, contractors, and other parties with access to our proprietary information sign agreements that prohibit the unauthorized use or disclosure of our proprietary rights, information, and technology.

## **Human Capital**

Our global workforce is united by our mission to serve, add value, and innovate for our customers.

As a knowledge-based business, we carefully integrate the skills and talents of 8,960 employees worldwide as of December 31, 2020. Our highly credentialed team holds advanced degrees and professional certifications specializing in actuarial science, chemistry and physics, commercial banking and finance, commodity analytics, data science and artificial intelligence, economics, engineering, GIS mapping, meteorology, natural resources, predictive analytics, supply chain, and other fields.

Approximately 66% of our employees are based in the United States, 14% in the United Kingdom, 7% in India, with the remainder serving in 37 countries across the globe.

None of our employees are represented by unions or subject to collective bargaining agreements, other than a small number of employees in Germany who are represented by a works council. We consider our relationship with our employees to be good and have not experienced interruptions of operations due to labor disagreements.

We support and inspire our people with a warm and professional atmosphere, personal and career development opportunities at all levels, competitive compensation and benefits, an ongoing focus on well-being, and responsive leadership.

We have a culture of continuous learning and improvement. All employees have access to our world-class online learning platform, which features thousands of courses taught by industry experts, ranging from public speaking, to balancing work and personal life, to data science fundamentals.

Our Leadership Institute also conducts four leadership development programs tailored to leaders from first-time managers to senior executives. More than 1,000 participants have graduated to date, gaining practical tools to lead themselves, others, and the business.

We offer competitive salaries, annual merit salary reviews, and the opportunity for advancement. In addition, our program includes an incentive compensation component for eligible job categories, paid time off ("PTO"), flextime and telecommuting options, and a 401(k) program with a 100% company cash match (up to 6%). We also offer health insurance plans, no-cost life insurance equivalent to annual salary (with the option to purchase more), a discounted stock purchase program, a variety of physical, mental, and financial well-being offerings and resources, and more. Details vary by business unit and country.

Employees can also take advantage of our employee networks, grassroots groups that help support diversity-related programs and events and promote an inclusive community. As of 2020, there are eight networks: the Verisk Women's Network, the Verisk Pride Network, the Verisk Veterans and Military Service Members Network, the Verisk REACH Network (dedicated to empowering Black employees), the Verisk Parents Network, the Verisk Unidos Network (promoting awareness of Hispanic and Latinx culture), the Verisk Asian Network, and the Verisk Accessibility Network.

To support our goal to have a workforce that reflects the diversity of the communities we operate in, our Board of Directors adopted our Statement on Racial Equity and Diversity in 2020. Its purpose is to confront and overcome barriers to individual achievement based on race, ethnicity, gender, sexual orientation, identity, and beliefs.

We continually strive to encourage collaboration throughout the organization, involve and empower all of our employees, and develop a diverse workforce. Surveys conducted by outside organizations and our annual employee engagement survey measure our progress against these critical metrics.

In 2020, our employee engagement score rose from 70% to 78%, and for the fifth consecutive year, we received U.S. certification from Great Place to Work® for our outstanding workplace culture. We also received first-time certification in the United Kingdom, India, and Spain. The Great Place to Work Institute is a global authority on high-trust, high-performance workplaces.

## **Regulation**

Because our business involves the distribution of certain personal, public, and nonpublic data to businesses and governmental entities that make eligibility, service, and marketing decisions based on such data, certain of our solutions and services are subject to regulation under federal, state, and local laws in the U.S. and, to a lesser extent, in foreign countries. Examples of such regulation include the Fair Credit Reporting Act, which regulates the use of consumer credit report information; the Gramm-Leach-Bliley Act, which regulates the use of nonpublic personal financial information held by financial institutions and applies indirectly to companies that provide services to financial institutions; the Drivers Privacy Protection Act, which prohibits the public disclosure, use, or resale by any state's department of motor vehicles of personal information about an individual that was obtained by the department in connection with a motor vehicle record, except for a "permissible purpose"; and various other federal, state, and local laws and regulations.

Those laws generally restrict the use and disclosure of personal information and provide consumers certain rights to know the manner in which their personal information is being used, to challenge the accuracy of such information, and/or to prevent the use and disclosure of such information. In certain instances, the laws also impose requirements for safeguarding personal information through the issuance of data security standards or guidelines. Certain state laws impose similar privacy obligations as well as obligations to provide notification of security breaches in certain circumstances.

We are also licensed as a rating, rate service, advisory, or statistical organization under state insurance codes in all 50 states, Puerto Rico, Guam, the U.S. Virgin Islands, and the District of Columbia. As such an advisory organization, we provide statistical, actuarial, policy language development, and related products and services to P&C insurers, including advisory prospective loss costs, other prospective cost information, manual rules, and policy language. We also serve as an officially designated statistical agent of state insurance regulators to collect policy writing and loss statistics of individual insurers and compile that information into reports used by the regulators.

Many of our products, services, and operations as well as insurers' use of our services are subject to state rather than federal regulation by virtue of the McCarran-Ferguson Act. As a result, many of our operations and products are subject to review and/or approval by state regulators. Further, our operations involving licensed advisory organization activities are subject to periodic examinations conducted by state regulators; and our operations and products are subject to state antitrust and trade practice statutes within or outside state insurance codes, which are typically enforced by state attorneys general and/or insurance regulators.

## Available Information

We maintain an Investor Relations website on the Internet at investor.verisk.com. We make available free of charge on or through this website, our annual, quarterly, and current reports and any amendments to those reports as soon as reasonably practicable following the time they are electronically filed with or furnished to the U.S. Securities and Exchange Commission ("SEC"). For access to the filings, click the "SEC Filings" link on the "Financial Information" tab on our Investor Relations homepage. The contents of our website are not incorporated into this filing. Verisk trades on the NASDAQ Global Market in the Nasdaq Global Select Market segment under the ticker symbol "VRSK." Our stock was first publicly traded on October 7, 2009.

The public may read any materials filed by Verisk with the SEC on the SEC's Internet site (www.sec.gov), which contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC.

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### Item 1A. Risk Factors

*You should carefully consider the following risks and all of the other information set forth in this annual report on Form 10-K before deciding to invest in any of our securities. If any of the following risks actually occurs, our business, financial condition or results of operations would likely suffer. In such case, the trading price of our securities, including our common stock, could decline due to any of these risks, and you may lose all or part of your investment. In addition to the effects of the COVID-19 pandemic and resulting global disruptions on our business and operations discussed in Item 7 of Part II, "Management's Discussion Analysis of Financial Condition and Results of Operations," and in the risk factors below, additional or unforeseen effects from the COVID-19 pandemic and the global economic climate may give rise to or amplify many of the risks discussed below.*

#### **Risks Related to Our Business**

***We could lose our access to data from external sources, which could prevent us from providing our solutions.***

We depend upon data from external sources, including data received from customers and various government, and public record services, for information used in our databases. In general, we do not own the information in these databases, and the participating organizations could discontinue contributing information to the databases. Our data sources could withdraw or increase the price for their data for a variety of reasons, and we could also become subject to legislative, judicial, or contractual restrictions on the use of such data, in particular if such data is not collected by the third parties in a way that allows us to legally use and/or process the data. In addition, some of our customers have been, and in the future may continue to be, stockholders of our company. If our customers' percentage of ownership of our common stock decreases, or they cease to be stockholders of our company, there can be no assurance that our customers will continue to provide data to the same extent or on the same terms. If a substantial number of data sources, or certain key sources, were to withdraw or be unable to provide their data, or if we were to lose access to data due to government regulation or if the collection of data became uneconomical, our ability to provide solutions to our customers could be impacted, which could materially adversely affect our business, reputation, financial condition, operating results, and cash flows.

Agreements with our data suppliers are short-term agreements. Some suppliers are also competitors, which may make us vulnerable to unpredictable price increases and may cause some suppliers not to renew certain agreements. Our competitors could also enter into exclusive contracts with our data sources. If our competitors enter into such exclusive contracts, we may be precluded from receiving certain data from these suppliers or restricted in our use of such data, which would give our competitors an advantage. Such a termination or exclusive contracts could have a material adverse effect on our business, financial position, and operating results if we were unable to arrange for substitute data sources.

***We derive a substantial portion of our revenues from U.S. P&C primary insurers. If there is a downturn in the U.S. insurance industry or that industry does not continue to accept our solutions, our revenues will decline.***

Revenues derived from solutions we provide to U.S. P&C primary insurers account for a substantial portion of our total revenues. During the year ended December 31, 2020, approximately 51% of our revenue was derived from solutions provided to U.S. P&C primary insurers. Also, our invoices for certain of our solutions are linked in part to premiums in the U.S. P&C insurance market, which may rise or fall in any given year due to loss experience and capital capacity and other factors in the insurance industry that are beyond our control. In addition, our revenues will decline if the insurance industry does not continue to accept our solutions.

Factors that might affect the acceptance of these solutions by P&C primary insurers include the following:

- changes in the business analytics industry,
- changes in technology,
- our inability to obtain or use state fee schedule or claims data in our insurance solutions,
- saturation of market demand,

- loss of key customers,
- industry consolidation, and
- failure to execute our customer-focused selling approach.

A downturn in the insurance industry, pricing pressure or lower acceptance of our solutions by the insurance industry could result in a decline in revenues from that industry and have a material adverse effect on our financial condition, results of operations and cash flows.

***Acquisitions could result in operating difficulties, dilution and other harmful consequences, and we may not be successful in achieving growth through acquisitions.***

Our long-term business strategy includes growth through acquisitions. Future acquisitions may not be completed on acceptable terms and acquired assets, data or businesses may not be successfully integrated into our operations, and we may ultimately divest unsuccessful acquisitions or investments. Any acquisitions or investments will be accompanied by the risks commonly encountered in the acquisitions of businesses. Such risks include, among other things:

- failing to implement or remediate controls, procedures and policies appropriate for a larger public company at acquired companies that prior to the acquisition lacked such controls, procedures and policies,
- paying more than fair market value for an acquired company or assets,
- failing to integrate the operations and personnel of the acquired businesses in an efficient, timely manner,
- assuming potential liabilities of an acquired company,
- managing the potential disruption to our ongoing business,

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- distracting management focus from our core businesses,
- failing to retain management at the acquired company,
- difficulty in acquiring suitable businesses, including challenges in predicting the value an acquisition will ultimately contribute to our business,
- possibility of overpaying for acquisitions, particularly those with significant intangible assets that derive value using novel tools and/or are involved in niche markets,
- impairing relationships with employees, customers, and strategic partners,
- incurring expenses associated with the amortization of intangible assets particularly for intellectual property and other intangible assets,
- incurring expenses associated with an impairment of all or a portion of goodwill and other intangible assets due to changes in market conditions, weak economies in certain competitive markets, or the failure of certain acquisitions to realize expected benefits, and
- diluting the share value and voting power of existing stockholders.

The anticipated benefits of many of our acquisitions may not materialize. Future acquisitions or dispositions could result in the incurrence of debt, contingent liabilities or amortization expenses, or write-offs of goodwill and other intangible assets, any of which could harm our financial condition.

We typically fund our acquisitions through our debt facilities. Although we have capacity under committed facilities, those may not be sufficient. Therefore, future acquisitions may require us to obtain additional financing through debt or equity, which may not be available on favorable terms or at all and could result in dilution.

In addition, to the extent we cannot identify or consummate, on terms acceptable to us, acquisitions that are complementary or otherwise attractive to our business, we may experience difficulty in achieving future growth.

***There may be consolidation in our end customer market, which could reduce the use of our services.***

Mergers or consolidations among our customers could reduce the number of our customers and potential customers. This could adversely affect our revenues even if these events do not reduce the aggregate number of customers or the activities of the consolidated entities. If our customers merge with or are acquired by other entities that are not our customers, or that use fewer of our services, they may discontinue or reduce their use of our services. The adverse effects of consolidation will be greater in sectors that we are particularly dependent upon, for example, in the P&C insurance sector. Any of these developments could



materially adversely affect our business, financial condition, operating results, and cash flows.

***If we are unable to develop successful new solutions or if we experience defects, failures and delays associated with the introduction of new solutions, our business could suffer serious harm.***

Our growth and success depend upon our ability to develop and sell new solutions. If we are unable to develop new solutions, or if we are not successful in introducing and/or obtaining regulatory approval or acceptance for new solutions, or products we develop face sufficient pricing pressure to make them unattractive to pursue, we may not be able to grow our business, or growth may occur more slowly than we anticipate. In addition, significant undetected errors or delays in new solutions may affect market acceptance of our solutions and could harm our business, financial condition or results of operations. In the past, we have experienced delays while developing and introducing new solutions, primarily due to difficulties in developing models, acquiring data and adapting to particular operating environments. Errors or defects in our solutions that are significant, or are perceived to be significant, could result in rejection of our solutions, damage to our reputation, loss of revenues, diversion of development resources, an increase in product liability claims, and increases in service and support costs and warranty claims.

***We typically face a long selling cycle to secure new contracts that require significant resource commitments, which result in a long lead time before we receive revenues from new relationships.***

We typically face a long selling cycle to secure a new contract and there is generally a long preparation period in order to commence providing the services. We typically incur significant business development expenses during the selling cycle and we may not succeed in winning a new customer's business, in which case we receive no revenues and may receive no reimbursement for such expenses. Even if we succeed in developing a relationship with a potential new customer, we may not be successful in obtaining contractual commitments after the selling cycle or in maintaining contractual commitments after the implementation cycle, which may have a material adverse effect on our business, results of operations and financial condition.

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***To the extent the availability of free or relatively inexpensive information increases, the demand for some of our solutions may decrease.***

Public sources of free or relatively inexpensive information have become increasingly available recently, particularly through the Internet, and this trend is expected to continue. Governmental agencies in particular have increased the amount of information to which they provide free public access. Public sources of free or relatively inexpensive information may reduce the demand for our solutions. To the extent that customers choose not to obtain solutions from us and instead rely on information obtained at little or no cost from these public sources, our business and results of operations may be adversely affected.

***Our senior leadership team is critical to our continued success and the loss of such personnel could harm our business.***

Our future success substantially depends on the continued service and performance of the members of our senior leadership team. These personnel possess business and technical capabilities that are difficult to replace.

However, as a general practice we do not enter into employee contracts with the members of our senior management operating team, except for certain limited situations. If we lose key members of our senior management operating team, we may not be able to effectively manage our current operations or meet ongoing and future business challenges, and this may have a material adverse effect on our business, results of operations and financial condition.

***We may fail to attract and retain enough qualified employees to support our operations, which could have an adverse effect on our ability to expand our business and service our customers.***

Our business relies on large numbers of skilled employees and our success depends on our ability to attract, train and retain a sufficient number of qualified employees. If our attrition rate increases, our operating efficiency and productivity may decrease. We compete for employees not only with other companies in our industry, but also with companies in other industries, such as software services, engineering services and financial services companies, and there is a limited pool of employees who have the skills and training needed to do our work.

If our business continues to grow, the number of people we will need to hire will increase. We will also need to increase our hiring if we are not able to maintain our attrition rate through our current recruiting and retention policies. Increased competition for employees could have an adverse effect on our ability to expand our business and service our customers, as well as cause us to incur greater personnel expenses and training costs.

***General economic, political and market forces and dislocations beyond our control could reduce demand for our solutions and harm our business.***

The demand for our solutions may be impacted by domestic and international factors that are beyond our control, including macroeconomic, political and market conditions, the availability of short-term and long-term funding and capital, the level and volatility of interest rates, currency exchange rates, and inflation. Any one or more of these factors may contribute to reduced activity and prices in the securities markets generally and could result in a reduction in demand for our solutions, which could have an adverse effect on our results of operations and financial condition. A significant additional decline in the value of assets for which risk is transferred in market transactions could have an adverse impact on the demand for our solutions.

***We may incur substantial additional indebtedness in connection with future acquisitions.***

In order to finance acquisitions, which are an important part of our long-term growth strategy, we may incur substantial additional indebtedness and such increased leverage could adversely affect our business. In particular, the increased leverage could increase our vulnerability to sustained, adverse macroeconomic weakness, limit our ability to obtain further financing and limit our ability to pursue other operational and strategic opportunities. The increased leverage, potential lack of access to financing and increased expenses could have a material adverse effect on our financial condition, results of operations and cash flows.

*General economic uncertainties, including downward trends in the energy industry, could reduce demand by Wood Mackenzie's customers for its products and services.*

Demand for Wood Mackenzie's products and services may be negatively influenced by general economic uncertainties, particularly any downward trends in the energy industry. Many factors could negatively affect the revenues, profits and discretionary spending of Wood Mackenzie's customers. Such factors include commodity prices (in particular, oil and coal), the state of the local economy, interest rates, currency exchange rates, political uncertainty or restrictions and regulations, the availability of industry resources, and other matters. A downturn or perceived downturn in the economy, particularly the energy industry, could add pricing pressure, delay subscription renewals or lead to more challenging or protracted fee negotiations or generally lower acceptance of our solutions by Wood Mackenzie's customers, which could cause a decline in our revenues and have a material adverse effect on our financial condition, results of operations and cash flows.

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### **Risks Related to Our Intellectual Property and Cybersecurity**

*Fraudulent or unpermitted data access and other cyber-security or privacy breaches may negatively impact our business and harm our reputation.*

Security breaches in our facilities, computer networks, and databases may cause harm to our business and reputation and result in a loss of customers. Many of our solutions involve the storage and transmission of proprietary information and sensitive or confidential data. As with other global companies, our systems are regularly subject to cyber-attacks, cyber-threats, physical break-ins, computer viruses, attacks by hackers and similar disruptive problems. As cyber-threats continue to evolve, we are required to expend significant additional resources to continue to modify and enhance our protective measures and to investigate and remediate any information security vulnerabilities and incidents. Despite efforts to ensure the integrity of our systems and implement controls, processes, policies and other protective measures, we may not be able to anticipate or detect all security breaches, nor may we be able to implement guaranteed preventive measures against such security breaches. Cyber-threats are rapidly evolving and we may not be able to anticipate, prevent or detect all such attacks and could be held liable for any security breach or loss. Although we may incur significant costs in protecting against or remediating cyberattacks or other cyber-incidents, no cyber-attack or other cyber-incident has, to our knowledge, had a material adverse effect on our business, financial condition or results of operations to date.

Third-party contractors, including cloud-based service providers, also may experience security breaches involving the storage and transmission of proprietary information. If users gain improper access to our databases, they may be able to steal, publish, delete or modify confidential third-party information that is stored or transmitted on our networks. Our business relies on the secure processing, transmission, storage and retrieval of confidential, proprietary and other information in our computer and data management systems and networks, and in the computer and data management systems and networks of third parties. In addition, to access our network, products and services, our customers and other third parties may use personal mobile devices or computing devices that are outside of our network environment and are subject to their own cybersecurity risks.

In addition, customers', employees' or other's misuse of and/or gaining unpermitted access to or failure to properly secure our information or services could cause harm to our business and reputation and result in loss of customers. Any such misappropriation and/or misuse of or failure to properly secure our information could result in us, among other things, being in breach of certain data protection and related legislation.

A security or privacy breach may affect us in the following ways:

- deterring customers from using our solutions;
- deterring data suppliers from supplying data to us;
- harming our reputation;
- exposing us to liability;
- increasing operating expenses to correct problems caused by the breach;
- affecting our ability to meet customers' expectations; and/or
- causing inquiry from governmental authorities.

Incidents in which consumer data has been fraudulently or improperly acquired or viewed, or any other security or privacy breaches, may occur and could go undetected. The number of potentially affected consumers identified by any future incidents is obviously unknown. Any such incident could materially adversely affect our business, reputation, financial condition, operating results and cash flows. In addition, media or other reports of perceived security vulnerabilities to our systems or those of our third-party suppliers, even if no breach has been attempted or occurred, could also adversely impact our reputation and materially impact our business.

*We could face claims for intellectual property infringement, which if successful could restrict us from using and providing our technologies and solutions to our customers.*

There has been substantial litigation and other proceedings, particularly in the U.S., regarding patent and other intellectual property rights in the

information technology industry. There is a risk that we are infringing, or may in the future infringe, the intellectual property rights of third parties. We have, from time-to-time, been subject to litigation alleging intellectual property infringement. We monitor third-party patents and patent applications that may be relevant to our technologies and solutions and we carry out freedom to operate analysis where we deem appropriate. However, such monitoring and analysis has not been, and is unlikely in the future to be, comprehensive, and it may not be possible to detect all potentially relevant patents and patent applications. Since the patent application process can take several years to complete, there may be currently pending applications, unknown to us, that may later result in issued patents that cover our products and technologies. As a result, we may infringe existing and future third-party patents of which we are not aware. As we expand our operations there is a higher risk that such activity could infringe the intellectual property rights of third parties.

Third-party intellectual property infringement claims and any resultant litigation against us or our technology partners or providers, could subject us to liability for damages, restrict us from using and providing our technologies and solutions or operating our business generally, or require changes to be made to our technologies and solutions. Even if we prevail, litigation is time consuming and expensive to defend and would result in the diversion of management's time and attention.

If a successful claim of infringement is brought against us and we fail to develop non-infringing technologies and solutions or to obtain licenses on a timely and cost-effective basis, this could materially adversely affect our business, reputation, financial condition, operating results, and cash flows.

***We may lose key business assets, through the loss of data center capacity or the interruption of telecommunications links, the internet, or power sources, which could significantly impede our ability to do business.***

Our operations depend on our ability, as well as that of third-party service providers to whom we have outsourced several critical functions, to protect data centers, whether in cloud or dedicated environments, and related technology against damage from hardware failure, fire, flood, power loss, telecommunications failure, impacts of terrorism, breaches in security (such as the actions of computer hackers), natural disasters, or other disasters. Certain of our facilities are located in areas that could be impacted by coastal flooding, earthquakes or other disasters. The online services we provide are dependent on links to telecommunications providers. In addition, we generate a significant amount of our revenues through telesales centers and websites that we utilize in the acquisition of new customers, fulfillment of solutions and services and responding to customer inquiries. We may not have sufficient redundant operations to cover a loss or failure in all of these areas in a timely manner. Certain of our customer contracts provide that our online servers may not be unavailable for specified periods of time. Any damage to our or our third-party service provider's data centers, failure of our telecommunications links or inability to access these telesales centers or websites could cause interruptions in operations that materially adversely affect our ability to meet customers' requirements, resulting in decreased revenue, operating income and earnings per share.

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### **Risks Related to Legal, Regulatory and Compliance Matters**

***We will continue to rely upon proprietary technology rights, and if we are unable to protect them, our business could be harmed.***

Our success depends, in part, upon our intellectual property rights. To date, we have relied primarily on a combination of copyright, patent, trade secret, and trademark laws and nondisclosure and other contractual restrictions on copying and distribution to protect our proprietary technology. This protection of our proprietary technology is limited, and our proprietary technology could be used by others without our consent. In addition, patents may not be issued with respect to our pending or future patent applications, and our patents may not be upheld as valid or may not prevent the development of competitive products. Businesses we acquire also often involve intellectual property portfolios, which increase the challenges we face in protecting our strategic advantage. Any disclosure, loss, invalidity of, or failure to protect our intellectual property could negatively impact our competitive position, and ultimately, our business. Our protection of our intellectual property rights in the U.S. or abroad may not be adequate and others, including our competitors, may use our proprietary technology without our consent. Furthermore, litigation may be necessary to enforce our intellectual property rights, to protect our trade secrets, or to determine the validity and scope of the proprietary rights of others. Such litigation could result in substantial costs and diversion of resources and could harm our business, financial condition, results of operations, and cash flows.

***Regulatory developments could negatively impact our business.***

Because personal, public and non-public information is stored in some of our databases, we are vulnerable to government regulation and adverse publicity concerning the use of our data. We provide many types of data and services that already are subject to regulation under the Fair Credit Reporting Act, Gramm-Leach-Bliley Act, Driver's Privacy Protection Act, the European Union's General Data Protection Regulation, the Dodd Frank Wall Street Reform and Consumer Protection Act and to a lesser extent, various other federal, state, and local laws and regulations. These laws and regulations are designed to protect the privacy of the public and to prevent the misuse of personal information in the marketplace. However, many consumer advocates, privacy advocates, and government regulators believe that the existing laws and regulations do not adequately protect privacy. They have become increasingly concerned with the use of personal information, particularly social security numbers, department of motor vehicle data and dates of birth. As a result, they are lobbying for further restrictions on the dissemination or commercial use of personal information to the public and private sectors. Similar initiatives are under way in other countries in which we do business or from which we source data. We have implemented various measures to comply with the data privacy and protection principles of the European Union's General Data Protection Regulation, however, there can be no assurances that such methods will be deemed fully compliant. If we are unable to comply with the data privacy and protection principles adopted pursuant to the General Data Protection Regulation, it will impede our ability to conduct business between the U.S. and the E.U. which could have a material adverse effect on our business, financial position, results of operations or cash flows.

The following legal and regulatory developments also could have a material adverse effect on our business, financial position, results of operations or cash flows:

- amendment, enactment, or interpretation of laws and regulations which restrict the access and use of personal information and reduce the supply of data available to customers;
- changes in cultural and consumer attitudes to favor further restrictions on information collection and sharing, which may lead to regulations that prevent full utilization of our solutions;
- failure of our solutions to comply with current and future laws and regulations; and
- failure of our solutions to adapt to changes in the regulatory environment in an efficient, cost-effective manner.

***Our financial position may be impacted by audit examinations or changes in tax laws or tax rulings.***

Our existing corporate structure and tax positions have been implemented in a manner in which we believe is compliant with current prevailing tax laws. However, changes in existing tax laws or rulings, including Federal, State and International, could have a significant impact on our effective tax rate, cash tax positions and deferred tax assets and liabilities. Audit examinations with an adverse outcome could have a negative effect in the jurisdictions in which we operate. Furthermore, the Organization for Economic Co-operation and Development (OECD) released its Base Erosion and Profit Shifting (BEPS) action plans which may also lead to future tax reform that could affect our results. In addition, our tax positions are impacted by fluctuations in our earnings and financial results in the various countries in which we do business.

***We are subject to antitrust, consumer protection and other litigation, and may in the future become further subject to such litigation; an adverse outcome in such litigation could have a material adverse effect on our financial condition, revenues and profitability.***

We participate in businesses (particularly insurance-related businesses and services) that are subject to substantial litigation, including antitrust and consumer protection litigation. In addition, our insurance specialists are in the business of providing advice on standard contract terms, which if challenged could expose us to substantial reputational harm and possible liability. We are subject to the provisions of a 1995 settlement agreement in an antitrust lawsuit brought by various state Attorneys General and private plaintiffs, which imposes certain constraints with respect to insurer involvement in our governance and business. Our failure to successfully defend or settle any litigation could result in liability that, to the extent not covered by our insurance, could have a material adverse effect on our financial condition, revenues and profitability. Given the nature of our business, we may be subject to litigation in the future. Even if the direct financial impact of such litigation is not material, settlements or judgments arising out of such litigation could include further restrictions on our ability to conduct business, including potentially the elimination of entire lines of business, which could increase our cost of doing business and limit our prospects for future growth.

In the Xactware Solutions, Inc. patent litigation, on February 16, 2021, the United States District Court for the District of New Jersey granted the plaintiff's motion for enhanced damages and attorneys' fees. The Court trebled the jury's award of \$125.0 million, awarding enhanced damages for a total of \$375.0 million, and also awarded the plaintiff pre-judgment and post-judgment interest. Following the outcome of the trial in 2019, we established a \$125.0 million reserve in connection with this litigation. Since our appeal to the Federal Circuit remains pending, it is not reasonably possible to determine the ultimate resolution of this matter at this time. While the ultimate resolution of this matter remains uncertain at this time, should our appeal be unsuccessful, there is a risk that we could incur additional expenses up to the amount by which the enhanced damages award, plus pre-judgment and post-judgment interest and attorneys' fees, exceeds the existing \$125.0 million reserve. See [Note 21](#) to the consolidated financial statements.

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## **Risks Related to International Operations**

***We are subject to competition in many of the markets in which we operate and we may not be able to compete effectively.***

Some markets in which we operate or which we believe may provide growth opportunities for us are highly competitive, and are expected to remain highly competitive. We compete on the basis of quality, customer service, product and service selection, and pricing. Our competitive position in various market segments depends upon the relative strength of competitors in the segment and the resources devoted to competing in that segment. Due to their size, certain competitors may be able to allocate greater resources to a particular market segment than we can. As a result, these competitors may be in a better position to anticipate and respond to changing customer preferences, emerging technologies and market trends. In addition, new competitors and alliances may emerge to take market share away, and as we enter into new lines of business, due to acquisition or otherwise, we face competition from new players with different competitive dynamics. We may be unable to maintain our competitive position in our market segments, especially against larger competitors. We may also invest further to upgrade our systems in order to compete. If we fail to successfully compete, our business, financial position and results of operations may be adversely affected.

***Our operations are subject to additional risks inherent in international operations.***

Wood Mackenzie is based in the United Kingdom ("U.K.") and conducts its principal operations outside the U.S. As a result, the percentage of our revenues generated outside of the U.S. has increased materially. Conducting extensive international operations subjects us to risks that are inherent in international operations, including challenges posed by different pricing environments and different forms of competition; lack of familiarity and burdens of complying with foreign laws, legal standards, regulatory requirements, tariffs and other barriers; unexpected changes in regulatory requirements, taxes, trade laws, tariffs, export quotas, custom duties, or other trade restrictions; differing technology standards; difficulties in collecting accounts receivable; difficulties in managing and staffing international operations; varying expectations as to employee standards; potentially adverse tax consequences, including possible restrictions on the repatriation of earnings; and reduced or varied protection for intellectual property rights in some countries. Moreover, international operations could be interrupted and negatively affected by economic changes, geopolitical regional conflicts, terrorist activity, political unrest, civil strife, acts of war, and other economic or political uncertainties. All of these risks could result in increased costs or decreased revenues, either of which could have a material adverse effect on our financial condition, results of operations and cash flows.

*We are subject to the increased risk of exchange rate fluctuations.*

The revenues and costs of Wood Mackenzie are primarily denominated in pound sterling. As a result of our acquisition of Wood Mackenzie and other recent acquisitions outside of the U.S., we face greater exposure to movements in currency exchange rates, which may cause our revenue and operating results to differ materially from expectations. Our operating results could be negatively affected depending on the amount of revenue and expense denominated in foreign currencies. As exchange rates vary, revenue, cost of revenue, operating expenses, and other operating results, when remeasured in U.S. dollars, may differ materially from expectations. Although we may apply certain strategies to mitigate foreign currency risk, these strategies may not eliminate our exposure to foreign exchange rate fluctuations and would involve costs and risks of their own, such as ongoing management time and expertise, external costs to implement the strategies and potential accounting implications.

*Economic and political instability and potential unfavorable changes in laws and regulations resulting from the U.K.'s exit from the E.U. could adversely affect our financial condition, results of operations and cash flows.*

The results of the referendum on June 23, 2016 in the U.K., to exit the E.U., which is commonly referred to as “Brexit,” and to potentially significantly change the U.K.’s relationship with the E.U. and the laws and regulations impacting business conducted between the U.K. and E.U. countries could disrupt the overall stability of the E.U. given the diverse economic and political circumstances of individual E.U. countries and negatively impact our European operations. An immediate consequence of the Brexit vote was an adverse impact to global markets, including currency markets which experienced a sharp drop in the value of the British pound. Longer term, the ongoing uncertainty regarding the future terms of the U.K.’s relationship with the E.U. could result in the U.K. losing access to certain aspects of the single E.U. market and the global trade deals negotiated by the E.U. on behalf of its members. While the U.K. formally exited the E.U. on January 31, 2020, uncertainty remains as to the process and future relationship between the U.K. and the E.U. The Brexit process and the perceptions as to the impact of the withdrawal of the U.K. may adversely affect business activity, political stability and economic conditions in the U.K., the E.U. and elsewhere, the impact of which could have an adverse effect our financial condition, results of operations and cash flows.

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## **Risks Related to Our Common Stock**

*If there are substantial sales of our common stock, our stock price could decline.*

The market price of our common stock could decline as a result of sales of a large number of shares of our common stock in the market, or the perception that these sales could occur. These sales, or the possibility that these sales may occur, also might make it more difficult for us to sell equity securities in the future at a time and at a price that we deem attractive. As of December 31, 2020, our ten largest shareholders owned 39.3% of our common stock, including 3.1% of our common stock owned by our Employee Stock Ownership Plan or ESOP. Such stockholders are able to sell their common stock in the public market from time to time without registration, and subject to limitations on the timing, amount and method of those sales imposed by securities laws. If any of these stockholders were to sell a large number of their common stock, the market price of our common stock could decline significantly. In addition, the perception in the public markets that sales by them might occur could also adversely affect the market price of our common stock.

Pursuant to our equity incentive plans, options to purchase approximately 6,210,845 shares of common stock were outstanding as of February 19, 2021. We filed a registration statement under the Securities Act, which covers the shares available for issuance under our equity incentive plans (including for such outstanding options) as well as shares held for resale by our existing stockholders that were previously issued under our equity incentive plans. Such further issuance and resale of our common stock could cause the price of our common stock to decline.

Also, in the future, we may issue our securities in connection with investments and acquisitions. The amount of our common stock issued in connection with an investment or acquisition could constitute a material portion of our then outstanding common stock.

*Our capital structure, level of indebtedness and the terms of anti-takeover provisions under Delaware law and in our amended and restated certificate of incorporation and bylaws could diminish the value of our common stock and could make a merger, tender offer or proxy contest difficult or could impede an attempt to replace or remove our directors.*

We are a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law may discourage, delay or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change of control would be beneficial to our existing stockholders. In addition, our certificate of incorporation and bylaws may discourage, delay or prevent a change in our management or control over us that stockholders may consider favorable or make it more difficult for stockholders to replace directors even if stockholders consider it beneficial to do so. Our certificate of incorporation and bylaws:

- authorize the issuance of “blank check” preferred stock that could be issued by our board of directors to increase the number of outstanding shares to thwart a takeover attempt,
- prohibit cumulative voting in the election of directors, which would otherwise allow holders of less than a majority of the stock to elect some directors,
- require that vacancies on the board of directors, including newly created directorships, be filled only by a majority vote of directors then in office,
- limit who may call special meetings of stockholders,



- prohibit stockholder action by written consent, requiring all stockholder actions to be taken at a meeting of the stockholders, and
- establish advance notice requirements for nominating candidates for election to the board of directors or for proposing matters that can be acted upon by stockholders at stockholder meetings.

In addition, Section 203 of the Delaware General Corporation Law may inhibit potential acquisition bids for us. As a public company, we are subject to Section 203, which regulates corporate acquisitions and limits the ability of a holder of 15.0% or more of our stock from acquiring the rest of our stock. Under Delaware law, a corporation may opt out of the anti-takeover provisions, but we do not intend to do so.

These provisions may prevent a stockholder from receiving the benefit from any premium over the market price of our common stock offered by a bidder in a potential takeover. Even in the absence of an attempt to effect a change in management or a takeover attempt, these provisions may adversely affect the prevailing market price of our common stock if they are viewed as discouraging takeover attempts in the future.

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#### **Item 1B. Unresolved Staff Comments**

Not Applicable.

#### **Item 2. Properties**

Our headquarters are in Jersey City, New Jersey. As of December 31, 2020, our principal offices consisted of the following properties:

<b>Location</b>	<b>Square Feet</b>	<b>Lease Expiration Date</b>
Jersey City, New Jersey	352,765	December 31, 2033
Lehi, Utah	200,000	January 31, 2024
Boston, Massachusetts	115,271	November 30, 2030
White Plains, New York	63,461	September 29, 2021
Houston, Texas	56,584	April 30, 2023

We also lease offices in 22 states in the U.S., and offices outside the U.S. to support our international operations in Argentina, Australia, Bahrain, Belgium, Brazil, Bulgaria, Canada, China, Czech Republic, Denmark, France, Germany, India, Indonesia, Ireland, Israel, Italy, Japan, Malaysia, Mexico, Nepal, Netherlands, New Zealand, Nigeria, Poland, Russia, Singapore, South Africa, South Korea, Spain, Thailand, the United Arab Emirates, and the U.K.

We believe that our properties are in good operating condition and adequately serve our current business operations. We also anticipate that suitable additional or alternative space, including those under lease options, will be available at commercially reasonable terms for future expansion.

#### **Item 3. Legal Proceedings**

See [Note 21](#), Commitments and Contingencies, to the consolidated financial statements included in Item 8 Part II of this 10-K for information regarding certain legal proceedings in which we are involved.

#### **Item 4. Mine Safety Disclosures**

Not Applicable.

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## **PART II**

#### **Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities**

##### ***Market Information***

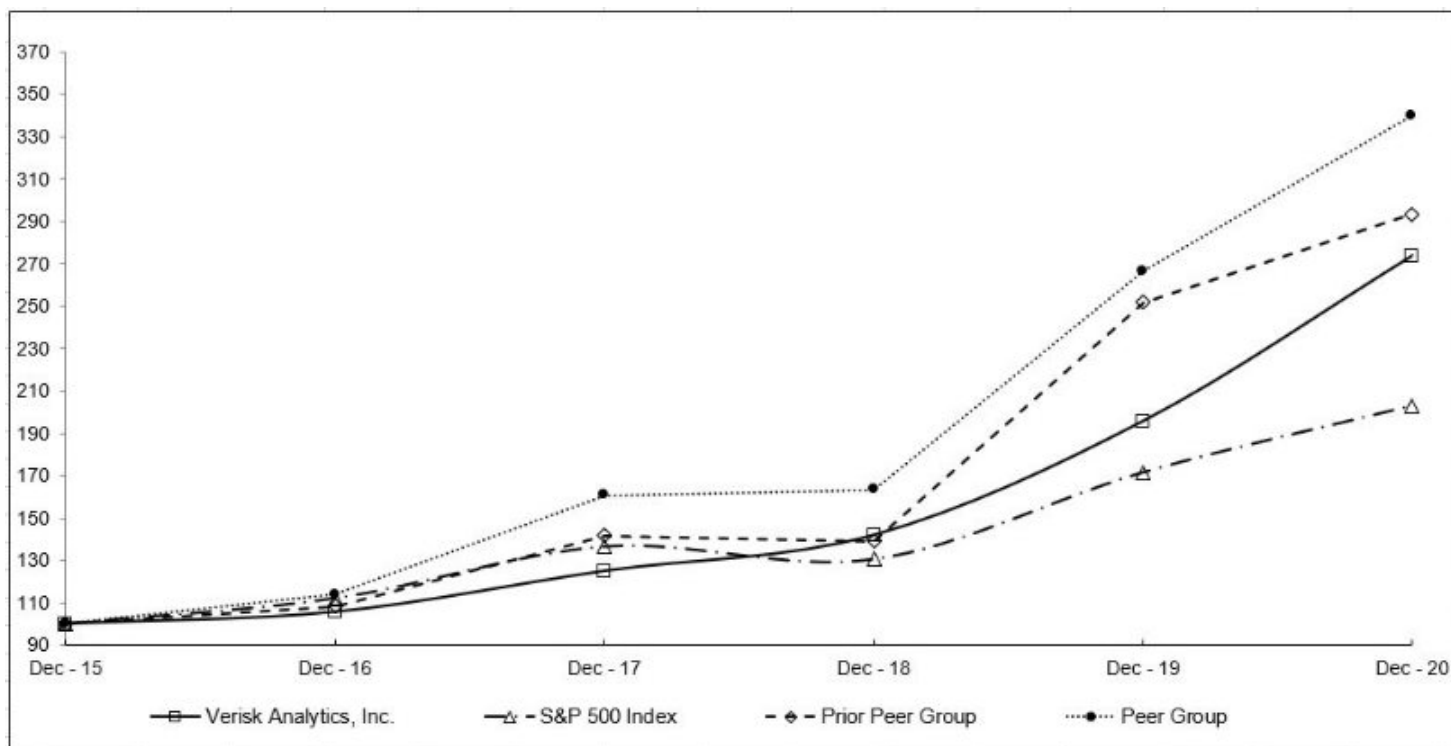
Verisk trades under the ticker symbol “VRSK” on the NASDAQ Global Select Market. As of February 19, 2021, there were approximately 59 stockholders of record. We believe the number of beneficial owners is substantially greater than the number of record holders because a large portion of common stock is held in “street name” by brokers.

On February 12, 2020, April 29, 2020, July 29, 2020, and October 28, 2020, our Board approved a cash dividend of \$0.27 per share of common stock issued and outstanding to the holders of record as of March 13, 2020, June 15, 2020, September 15, 2020, and December 15, 2020, respectively. The cash dividends of \$43.9 million, \$44.0 million, \$43.9 million, and \$43.9 million were paid on March 31, 2020, June 30, 2020, September 30, 2020, and December 31, 2020, respectively. We have a publicly announced share repurchase plan and repurchased a total of 62,208,390 shares since our IPO through December 31, 2020. As of December 31, 2020, we had 381,185,512 shares of treasury stock.

## Performance Graph

The graph below compares the cumulative total stockholder return of our common stock with the cumulative total return of the S&P 500 index, an aggregate index of our proxy peers used in last year's statement and an aggregate index of our proxy peers used in this year's statements. In this transition year, the table and the graph below include both the prior and the new indices of peer companies. The peer issuers used for this graph are Black Knight, Inc., CoreLogic Inc., CoStar Group Inc., Equifax Inc., Fair Isaac Corp., Gartner, Inc., Global Payments, Inc., IHS Markit, Intercontinental Exchange, Inc., Jack Henry & Associates Inc., Moody's Corporation, MSCI Inc., S&P Global, and TransUnion. The prior peer issuers used for this graph are Alliance Data Systems Corporation, CoStar Group Inc., Equifax Inc., Factset Research Systems Inc., Fidelity National Information Services, Inc., Fiserv, Inc., Gartner, Inc., IHS Markit, Moody's Corporation, MSCI Inc., Nielsen Holdings plc, S&P Global, and TransUnion. The graph assumes that the value of investment in our common stock and each index was \$100 at December 31, 2015 and that all cash dividends were reinvested.

### COMPARISON OF CUMULATIVE TOTAL RETURN Assumes \$100 Invested on December 31, 2015 Assumes Dividend Reinvested Fiscal Year Ended December 31, 2020



## Recent Sales of Unregistered Securities

We had no unregistered sales of equity securities during 2020.

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## Issuer Purchases of Equity Securities

Our board of directors has authorized a share repurchase program ("Repurchase Program") since May 2010, of up to \$3.8 billion, inclusive of the \$500.0 million authorization approved by the board on February 12, 2020. As of December 31, 2020, \$278.8 million remains available for share repurchases. In December 2019, March 2020, June 2020, and September 2020, we entered into four Accelerated Share Repurchase ("ASR") agreements to repurchase shares of our common stock for an aggregate purchase price of \$225.0 million. These ASRs were settled in February 2020, June 2020, September 2020, and December 2020. In December 2020, we entered into an additional ASR agreement to repurchase shares of our common stock for an aggregate purchase price of \$50.0 million. This ASR will be settled in March 2021. Under the Repurchase Program, we may repurchase stock in the market or as otherwise determined by us. These authorizations have no expiration dates and may be suspended or terminated at any time. Since the introduction of share repurchase as a feature of our capital management strategies in 2010, we have repurchased shares with an aggregated value of \$3,521.2 million. On February 16, 2021, our board of directors approved an additional share repurchase authorization of \$300.0 million. Our share repurchases for the quarter ended December 31, 2020 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)

October 1, 2020 through October 31, 2020	215,855(1)	\$	185.31(1)	215,855	\$	278.8
November 1, 2020 through November 30, 2020	—		—	—	\$	278.8
December 1, 2020 through December 31, 2020	47,042(1)	\$	190.19(1)	47,042	\$	278.8
	<u>262,897(1)</u>	\$	<u>190.19(1)</u>	<u>262,897</u>		

(1) In September 2020, we entered into an ASR agreement to repurchase shares of our common stock for an aggregate purchase price of \$50.0 million with Citibank, N.A. The ASR agreement is accounted for as a treasury stock transaction and a forward stock purchase agreement indexed to our common stock. Upon the payment of the aggregate purchase price of \$50.0 million on October 1, 2020, we received 215,855 shares of our common stock at a price of \$185.31 per share. Upon final settlement in December 2020, we received an additional 47,042 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 262,897 and a final average price paid of \$190.19 per share.

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**Item 6. Selected Financial Data**

The following selected historical financial data should be read in conjunction with, and are qualified by reference to, Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the consolidated financial statements and notes thereto included elsewhere in this annual report on Form 10-K. The consolidated statement of operations data for the years ended December 31, 2020, 2019, and 2018 and the consolidated balance sheet data as of December 31, 2020 and 2019 are derived from the audited consolidated financial statements included elsewhere in this annual report on Form 10-K. The consolidated statement of operations data for the years ended December 31, 2017 and 2016 and the consolidated balance sheet data as of December 31, 2018, 2017, and 2016 are derived from consolidated financial statements that are not included in this annual report on Form 10-K. Results for the year ended December 31, 2020 are not necessarily indicative of results that may be expected in any other future period.

Between January 1, 2016 and December 31, 2020, we acquired 31 businesses, which may affect the comparability of our consolidated financial statements. Our consolidated financial statements have been retroactively adjusted in all periods presented to give recognition to the discontinued operations of our healthcare business. The following table sets forth our statement of operations for the years ended December 31:

	<u>2020</u>	<u>2019</u>	<u>2018</u>	<u>2017</u>	<u>2016</u>
	(in millions, except for share and per share data)				
<b>Revenues:</b>					
Insurance	\$ 1,986.3	\$ 1,865.2	\$ 1,714.9	\$ 1,558.0	\$ 1,426.2
Energy and Specialized Markets	641.6	563.9	504.3	437.2	435.7
Financial Services	156.7	178.0	175.9	150.0	133.3
Revenues	<u>2,784.6</u>	<u>2,607.1</u>	<u>2,395.1</u>	<u>2,145.2</u>	<u>1,995.2</u>
<b>Operating expenses:</b>					
Cost of revenues (exclusive of items shown separately below)	993.9	976.8	886.2	783.8	714.4
Selling, general and administrative	413.9	603.5	378.7	322.8	301.6
Depreciation and amortization of fixed assets	192.2	185.7	165.3	135.6	119.1
Amortization of intangible assets	165.9	138.0	130.8	101.8	92.5
Other operating (income) loss	(19.4)	6.2	—	—	—
Total operating expenses	<u>1,746.5</u>	<u>1,910.2</u>	<u>1,561.0</u>	<u>1,344.0</u>	<u>1,227.6</u>
Operating income	<u>1,038.1</u>	<u>696.9</u>	<u>834.1</u>	<u>801.2</u>	<u>767.6</u>
<b>Other income (expense):</b>					
Investment (loss) income and others, net	(2.4)	(1.7)	15.3	9.2	6.1
Interest expense	(138.2)	(126.8)	(129.7)	(119.4)	(120.0)
Total other expense, net	<u>(140.6)</u>	<u>(128.5)</u>	<u>(114.4)</u>	<u>(110.2)</u>	<u>(113.9)</u>
Income before income taxes from continuing operations	897.5	568.4	719.7	691.0	653.7
Provision for income taxes	(184.8)	(118.5)	(121.0)	(135.9)	(202.2)
Income from continuing operations	712.7	449.9	598.7	555.1	451.5
Income from discontinued operations, net of tax <sup>(1)</sup>	—	—	—	—	139.7
Net income	<u>\$ 712.7</u>	<u>\$ 449.9</u>	<u>\$ 598.7</u>	<u>\$ 555.1</u>	<u>\$ 591.2</u>
<b>Basic net income per share</b>					
Income from continuing operations	\$ 4.38	\$ 2.75	\$ 3.63	\$ 3.36	\$ 2.68
Income from discontinued operations	—	—	—	—	0.83
Basic net income per share	<u>\$ 4.38</u>	<u>\$ 2.75</u>	<u>\$ 3.63</u>	<u>\$ 3.36</u>	<u>\$ 3.51</u>
<b>Diluted net income per share</b>					
Income from continuing operations	\$ 4.31	\$ 2.70	\$ 3.56	\$ 3.29	\$ 2.64
Income from discontinued operations	—	—	—	—	0.81
Diluted net income per share	<u>\$ 4.31</u>	<u>\$ 2.70</u>	<u>\$ 3.56</u>	<u>\$ 3.29</u>	<u>\$ 3.45</u>
Cash dividends declared per share <sup>(2)</sup>	<u>\$ 1.08</u>	<u>\$ 1.00</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>
<b>Weighted average shares outstanding:</b>					
Basic	<u>162,610,586</u>	<u>163,535,438</u>	<u>164,808,110</u>	<u>165,168,224</u>	<u>168,248,304</u>
Diluted	<u>165,320,709</u>	<u>166,560,115</u>	<u>168,297,836</u>	<u>168,688,868</u>	<u>171,171,572</u>

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The financial operating data below sets forth the information we believe is useful for investors in evaluating our overall financial performance for the years ended December 31:

	2020	2019	2018	2017	2016
	(in millions)				
<b>Other data:</b>					
EBITDA (3):					
Insurance	\$ 1,129.3	\$ 823.3	\$ 929.1	\$ 852.7	\$ 776.3
Energy and Specialized Markets	216.8	141.2	157.5	136.7	154.1
Financial Services	47.7	54.4	58.9	58.4	320.9
EBITDA	<u>\$ 1,393.8</u>	<u>\$ 1,018.9</u>	<u>\$ 1,145.5</u>	<u>\$ 1,047.8</u>	<u>\$ 1,251.3</u>
The following is a reconciliation of net income to EBITDA:					
Net income	\$ 712.7	\$ 449.9	\$ 598.7	\$ 555.1	\$ 591.2
Depreciation and amortization of fixed and intangible assets from continuing operations	358.1	323.7	296.1	237.4	211.6
Interest expense from continuing operations	138.2	126.8	129.7	119.4	120.0
Provision for income taxes from continuing operations	184.8	118.5	121.0	135.9	202.2
Depreciation, amortization, interest and provision for income taxes from discontinued operations	—	—	—	—	126.3
EBITDA	<u>\$ 1,393.8</u>	<u>\$ 1,018.9</u>	<u>\$ 1,145.5</u>	<u>\$ 1,047.8</u>	<u>\$ 1,251.3</u>

The following table sets forth our consolidated balance sheet data as of the years ended December 31:

	2020	2019	2018	2017	2016
	(in millions)				
<b>Balance Sheet Data:</b>					
Cash and cash equivalents	\$ 218.8	\$ 184.6	\$ 139.5	\$ 142.3	\$ 135.1
Total assets	\$ 7,561.8	\$ 7,055.2	\$ 5,900.3	\$ 6,020.3	\$ 4,631.2
Total debt (4)	\$ 3,213.9	\$ 3,151.0	\$ 2,723.3	\$ 3,008.8	\$ 2,387.0
Stockholders' equity	\$ 2,698.2	\$ 2,260.8	\$ 2,070.6	\$ 1,925.4	\$ 1,332.4

- (1) On June 1, 2016, we sold our healthcare business. Results of operations for the healthcare business are reported as discontinued operations for the year ended December 31, 2016 and for all prior periods presented. As necessary, the amounts have been retroactively adjusted in all periods presented to give recognition to the discontinued operations.
- (2) Cash dividends declared per share is calculated by the aggregate cash dividends declared in a fiscal year divided by the shares issued and outstanding. See [Note 16](#) of our consolidated financial statements included in this annual report on Form 10-K.
- (3) EBITDA is the 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. Because EBITDA is calculated from net income, this presentation includes EBITDA from discontinued operations of our healthcare business. In addition, references to EBITDA margin, which is computed as EBITDA divided by revenues from continuing and discontinued operations. See [Note 19](#) of our consolidated financial statements included in this annual report on Form 10-K.

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 flow from operating activities reported under GAAP. Management uses EBITDA in conjunction with traditional GAAP operating performance measures as part of its overall assessment company performance. Some of these limitations involved in the use of EBITDA 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 non-cash 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.
- Other companies in our industry may calculate EBITDA differently than we do, limiting its usefulness as a comparative measure.

- (4) Includes finance lease obligations and unamortized discount and debt issuance costs.

## Item 7. 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 elsewhere in this annual report on Form 10-K, as well as the discussion under "Selected Consolidated Financial Data." This discussion contains forward-looking statements that involve risks and uncertainties, including the impact of the 2019 novel coronavirus ("COVID-19"). Our actual results may differ materially from those discussed in or implied by any of the forward-looking statements as a result of various factors, including but not limited to those listed under "Risk Factors" and "Special Note Regarding Forward-Looking Statements."*

*This discussion includes a comparison of our results of operations, liquidity and capital resources, financing and financing capacity and cash flow for the years ended December 31, 2020 and 2019. A discussion of changes in our results of operations and cash flows for the years ended December 31, 2019 and 2018 can be found in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" within the annual report on Form 10-K for the year ended December 31, 2019 filed on February 18, 2020.*

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, commercial banking and finance, and many other fields. In the U.S., and around the world, we help customers protect people, property, and financial assets. Refer to [Item 1](#). Business for further discussion.

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 products and the flexibility that enables our customers to purchase components or the comprehensive package of products. These solutions take various forms, including data, statistical models or tailored analytics, all designed to allow our customers to make more logical decisions. We believe our solutions for analyzing risk positively impact our customers' revenues and help them better manage their costs.

Our Insurance segment provides underwriting and ratings, and claims insurance data for the U.S. P&C insurance industry. This segment's revenues represented approximately 71% of our revenues for the years ended December 31, 2020 and 2019. 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 23% and 22% of our revenues for the years ended December 31, 2020 and 2019, 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 6% and 7% of our revenues for the years ended December 31, 2020 and 2019, respectively.

### COVID-19

Since January 2020, an outbreak of the 2019 novel coronavirus ("COVID-19") has evolved into a worldwide pandemic. We have modified our operations in line with our business continuity plans due to COVID-19. While our facilities generally remain open, we are making extensive use of the work-from-home model at this moment. On a daily basis, management is reviewing our operations and there have been to date minimal interruptions in our customer facing operations. Given the digital nature of our business and the move toward cloud enablement, we expect to remain operationally stable and fully available to our customers. We are in compliance with all financial and non-financial covenants and have not observed a loss of any significant customers, a significant deterioration in the collectability of receivables, a significant reduction in our liquidity, nor a significant decline in the subscription renewal rates.

We have analyzed our solutions and services to assess the impact of COVID-19 on our revenue streams. We have not identified any material impact stemming from COVID-19 on approximately 85% of our revenues at this point, as much of these revenues are subscription in nature and subject to long-term contracts. These revenues grew approximately 6% for the year ended December 31, 2020.

Of the remaining 15%, we have identified specific solutions and services, largely transactional in nature, that are being impacted by COVID-19. The primary causal factors are lower auto and travel insurance activity, the inability to enter commercial buildings to perform engineering analyses, decreased capital expenditure in the energy sector, and reduced levels of advertising by financial institutions and marketers. The portion of our revenue that is attributable to these solutions has been negatively impacted by COVID-19, and declined approximately 11% for the year ended December 31, 2020. The deepest impacts were in the categories of travel insurance analytics, auto underwriting and claims analytics in the insurance industry, consulting services in the energy industry, and spend informed analytic solutions in financial services. Although we have experienced a decline in revenue attributable to these specific solutions during the last two weeks of March 2020 and through the period ended December 31, 2020, currently we do not anticipate lasting impacts of a material nature to our long-term growth profile. As the global outbreak of COVID-19 is still rapidly evolving, management continues to closely monitor its impact on our business.

## Executive Summary

### Key Performance Metrics

We believe our business's ability to grow recurring revenue and generate positive cash flow is the key indicator of the successful execution of our business strategy. We use year-over-year revenue and EBITDA growth as metrics to measure our performance. EBITDA and EBITDA margin are non-GAAP financial measures (see Note 3. within Item 6. Selected Financial Data section of Management's Discussion and Analysis of Financial Condition and Results of Operations). The respective GAAP financial measures are net income and net income margin.



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

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

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

### **Revenues**

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

Approximately 82% of the revenues in our Insurance segment for the years ended December 31, 2020 and 2019 were derived from hosted subscriptions through agreements (generally one to five years) for our solutions. Our customers in this segment include most of the P&C insurance providers in the U.S. Approximately 84% and 78% of the revenues in our Energy and Specialized Markets segment for the years ended December 31, 2020 and 2019, respectively, 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 77% and 72% of the revenues in our Financial Services segment for the years ended December 31, 2020 and 2019, respectively, were derived from subscriptions with long-term agreements for our solutions, respectively. Our customers in this segment include financial institutions, payment networks and processors, alternative lenders, regulators, merchants, and the top 30 credit card issuers in North America, the United Kingdom, and Australia.

We also provide advisory/consulting services, which help our customers get more value out of our analytics and their subscriptions. In addition, certain of our solutions are paid for by our customers on a transactional basis, recurring and non-recurring. For example, we have solutions that allow our customers to access property-specific rating and underwriting information to price a policy on a commercial building, or compare a P&C insurance or a workers' compensation claim with information in our databases, or use our repair cost estimation solutions on a case-by-case basis. For the years ended December 31, 2020 and 2019, approximately 18% and 19% of our consolidated revenues were derived from providing transactional and advisory/consulting solutions, respectively.

### **Principal Operating Costs and Expenses**

Personnel expenses are a major component of both our cost of revenues and selling, general and administrative expenses. Personnel expenses, which represented approximately 59% and 52% of our total operating expenses for the years ended December 31, 2020 and 2019, 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 costs, based on the actual costs associated with each employee. We categorize employees who maintain our solutions as cost of revenues, and all other personnel, including executive managers, salespeople, marketing, business development, finance, legal, human resources, and administrative services, as selling, general and administrative expenses. A significant portion of our other operating costs, such as facilities and communications, are either captured within cost of revenues or selling, general and administrative expense 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 Expense.* Our selling, general and administrative expense also consists primarily of personnel costs. A portion of the other operating costs such as facilities, insurance and communications are allocated to selling, general and administrative costs based on the nature of the work being performed by the employee. Our selling, general and administrative expenses excludes depreciation and amortization.

### **Trends Affecting Our Business**

We serve customers in three primary vertical markets: P&C insurance, energy and specialized markets, and financial services. The industry trends in each of those markets can affect our business.

A significant change in P&C insurers' profitability could affect the demand for our solutions. For insurers, the keys to profitability include increasing investment income, premium growth and disciplined underwriting of risks. Investment income remains under pressure as a result of low interest rates. Growth in

P&C insurers' direct written premiums is cyclical, with total industry premium growth receding from a peak of 14.8% in 2002 to a trough of negative 3.1% in 2009 and subsequently recovering to 4.4% in 2012, slowing down to 3.7% in 2015 and 2016, accelerating to 4.7% in 2017 and 5.5% in 2018, then again slowing down to 5.1% in 2019. In recent years, we have signed multi-year contracts with certain customers, and pricing is fixed at the beginning of each multi-year period; pricing for other customers is still linked to prior years' premiums. Based on the most recent results available, direct premium growth and net premium growth slowed down significantly in 2020 due to the COVID-19 pandemic. In 2020, insurers were also challenged by heightened catastrophic losses in 2020 associated with a record number of events ISO's Property Claims Service classified as catastrophes, including a major hurricane Laura and the Midwest derecho, both in August 2020, and multiple wildfires in the Western states. These events illustrate the need for broader coverages, such as flood to meet the changing needs of communities. We continue to provide the necessary resources to meet insurer needs. In the life insurance market, carriers are looking to modernize and digitize their core platforms, as well as offer streamlined underwriting decision-making process to expand the number of policies which can be offered more rapidly, and without cumbersome medical tests. Our no-code modular technology stack and advanced analytics (such as using electronic health records to model mortality and detecting of tobacco use through voice analysis) enable the digital transformation of our customers' core infrastructure and automate their decision-making processes across the policy lifecycle.

Trends in catastrophe and non-catastrophe weather losses can have an effect on our customers' profitability, and therefore on their appetite for buying analytics to help them manage their risks. Any increase or decrease in frequency or severity of weather events over time could lead to an increased or decreased demand for our catastrophe modeling, catastrophe loss information, and repair cost solutions. Likewise, any structural changes in the reinsurance and related brokerage industry from the recent influx of alternative capital or newer technologies could affect demand for our products. We also have a portion of our revenue related to the number of claims processed due to losses, which can be impacted by seasonal storm activity. The need by our customers to fight insurance fraud - both in claims and at policy inception - could lead to increased demand for our underwriting and claims solutions.

Trends in the energy, chemicals, metals and mining sectors, and activity in financial markets can influence our revenues. The COVID-19 pandemic had a major impact on global economic growth, commodity flows and prices in 2020. Commodity markets in energy were disrupted with a negative impact on most of our major energy customers. Brent oil averaged \$42 dollar per barrel in 2020 (and a monthly low of \$19 dollars per barrel in April), down from \$64 dollar per barrel in 2019; the downcycle in globally traded gas prices was exacerbated by weaker demand. Investment in the natural resources sector fell sharply as companies cut expenditure. We expect investment to increase with the recovery in the global economy though the natural resources industry will continue to demonstrate tight capital discipline which may affect our business. The energy transition is gathering pace with China, Japan, South Korea and Canada among the latest countries committing to net carbon neutral targets in 2020. The transition presents both a threat and an opportunity for the sector and our revenues. Fossil fuels will meet much of global demand for some decades, but investments in zero carbon energy (renewables and emerging technologies such as electric vehicles and energy storage) and the associated infrastructure will grow in importance. Electrification of economies will drive demand for base metals, some bulk commodities and battery raw materials. Climate change and decarbonization are rising up the agenda, and policy on environmental and social governance is intensifying. Attracting the capital needed to meet future energy demand is one of the industry's challenges and data, analysis and insight will help our customers achieve this.

Trends in the banking and retail sectors, as well as material external factors can influence revenues in our Financial Services segment in many ways. COVID-19 has had a significant impact on our one-time consultative revenue streams over the past year as our clients sought to temporary reduce external expenditure while they focused on critical customer needs. Additionally, governmental intervention and actions to support indebted consumers by extending credit terms has created a lag in bankruptcy and similar filings which have adversely impacted our credit analytics business, but we do believe this is a temporary impact which will reverse over time. As retailers saw reduced consumer spend due to COVID-19 however, this created an opportunity for our spend analytics businesses to work more closely with retailers to help them understand and target emerging spend as the economies in our markets re-emerged. Our sector specific trends have remained broadly consistent with fraud and similar financial crimes continuing to impact our customers in ways ranging from regulatory risk and credit loss for financial institutions, to counterfeit loss and inventory shrinkage for merchants, with risks being elevated at times of financial stress. This can strengthen demand for our credit risk and fraud solutions ranging from enhanced brand protection solutions for retailers, through to enhanced artificial-intelligence led models to identify cross bank and cross-border fraudulent transactions. We continue to see increasing competition for traditional retail banks and consumer lenders from financial technology companies and other on-line lending new entrants, which provides opportunities for us to support many existing and potential clients, with our enhanced digital solutions and analytical tools providing new ways for us to communicate and engage with our clients today in our remote environment, and in the future.

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### ***Description of Acquisitions***

We acquired thirteen businesses since January 1, 2018. These acquisitions affect the comparability of our consolidated results of operations between periods. See a description of our 2020 acquisitions below and [Note 10](#) to our consolidated financial statements included in this annual report on Form 10-K for further discussions.

#### ***2020 Acquisitions***

On December 16, 2020, we acquired the stock of Lead Intelligence, Inc. ("Jornaya"), a leading provider of consumer behavioral data and intelligence. The acquisition added Jornaya's proprietary view of consumer buying journeys to our growing set of marketing solutions for the insurance and financial services markets, as well as provide customers with the intelligence and agility to time and tailor interactions based on actual in-market behaviors. Jornaya has become part of the underwriting & rating category within our Insurance segment.

On September 9, 2020, we acquired the stock of Franco Signor LLC ("Franco Signor"). Franco Signor is a Medicare Secondary Payer compliance solutions provider to large employers, insurers and third-party administrators in the U.S. Franco Signor has become part of the claims category within our Insurance segment and enhanced the solutions we currently offer, as well as added professional administrative services for Medicare Set Asides to our suite of solutions.

## Description of Dispositions

In the first quarter of 2020, our data warehouse business within the Financial Services segment qualified as assets held for sale and was sold on March 1, 2020. We recorded a gain of \$3.5 million in "Other operating loss (income)" within the accompanying consolidated statements of operations for the year ended December 31, 2020.

On February 14, 2020, the sale of the compliance background screening business was completed for net cash proceeds of \$23.1 million. A gain of \$15.9 million was included in "Other operating loss (income)" within the accompanying consolidated statements of operations for the year ended December 31, 2020.

On February 1, 2020, the sale of the aerial imagery sourcing group was completed. We contributed assets related to the disposed business, including cash of \$63.8 million, in exchange for a non-controlling 35.0% ownership interest in a nonpublic company, Vexcel. We determined the fair value of the securities associated with the non-controlling ownership interest in Vexcel with the assistance of valuations performed by third-party specialists, including the discounted cash flow analysis and estimates made by management. The securities were concluded not to have a readily determinable fair value and did not qualify for the practical expedient to estimate fair value. The contributed assets approximated the fair value of the investment securities related to the non-controlling ownership interest; therefore, there was no gain or loss recorded in conjunction with this disposition for the year ended December 31, 2020.

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### Year Ended December 31, 2020 Compared to Year Ended December 31, 2019

#### Consolidated Results of Continuing Operations

##### Revenues

Revenues were \$2,784.6 million for the year ended December 31, 2020 compared to \$2,607.1 million for the year ended December 31, 2019, an increase of \$177.5 million or 6.8%. Our recent acquisitions (BuildFax, FAST, Franco Signor, and Jornaya within the Insurance segment; the CaaS business and Genscape within the Energy and Specialized Markets segment; Commerce Signals within the Financial Services segment) and dispositions (the aerial imagery sourcing group and the compliance background screening business within the claims category of the Insurance segment, and the retail analytics solution business and the data warehouse business within the Financial Services segment) contributed net revenues of \$92.0 million. The remaining consolidated revenues of \$85.5 million or 3.4% is related to the following: revenues within our Insurance segment increased \$96.5 million or 5.3%; offset by revenues within our Energy and Specialized Markets segment decreased \$5.8 million or 1.1%; and revenues within our Financial Services segment decreased \$5.2 million or 3.3%. Refer to the Results of Operations by Segment within this section for more information regarding our revenues.

	2020	2019	Percentage change	Percentage change excluding recent acquisitions, businesses held for sale and disposition
	(in millions)			
Insurance	\$ 1,986.3	\$ 1,865.2	6.5%	5.3%
Energy and Specialized Markets	641.6	563.9	13.8%	(1.1)%
Financial Services	156.7	178.0	(12.0)%	(3.3)%
Total revenues	<u>\$ 2,784.6</u>	<u>\$ 2,607.1</u>	6.8%	3.4%

##### Cost of Revenues

Cost of revenues was \$993.9 million for the year ended December 31, 2020 compared to \$976.8 million for the year ended December 31, 2019, an increase of \$17.1 million or 1.8%. Our recent acquisitions and dispositions accounted for a net increase of \$40.4 million in cost of revenues, which was primarily related to salaries and employee benefits. The remaining cost of revenues decreased \$23.3 million or 2.5% primarily due to decreases in travel expenses of \$28.5 million, data costs of \$8.7 million, salaries and employee benefits of \$5.5 million, and professional consulting costs of \$2.1 million. The decrease in travel expense primarily resulted from travel restrictions in connection with the COVID-19 pandemic. These decreases were partially offset by increases in information technology expenses of \$14.2 million and other operating costs of \$7.3 million.

##### Selling, General and Administrative Expenses

Selling, general and administrative expenses ("SGA") were \$413.9 million for the year ended December 31, 2020 compared to \$603.5 million for the year ended December 31, 2019, a decrease of \$189.6 million or 31.4%. Our litigation reserve recorded for the year ended December 31, 2019 related to the *Xactware Solutions, Inc. Patent Litigation* ("EVT Litigation Reserve") accounted for a decrease of \$125.0 million (See [Note 21](#)). Commitments and Contingencies to our consolidated financial statements included in this annual report on Form 10-K. Our acquisition-related costs (earn-outs) accounted for a decrease of \$71.8 million (See [Note 10](#)). Acquisitions to our consolidated financial statements included in this annual report on Form 10-K. Our recent acquisitions and dispositions accounted for a net increase of \$21.8 million primarily related to salaries and employee benefits. The remaining SGA decreased \$14.6 million or 2.4% primarily due to decreases in travel expenses of \$12.5 million, professional consulting costs of \$9.6 million, and information technology expenses of \$2.0 million. The decrease in travel expense primarily resulted from travel restrictions in connection with the COVID-19 pandemic. These decreases were partially

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*Depreciation and Amortization of Fixed Assets*

Depreciation and amortization of fixed assets was \$192.2 million for the year ended December 31, 2020 compared to \$185.7 million for the year ended December 31, 2019, an increase of \$6.5 million or 3.5%. The increase was primarily driven by assets placed in service of \$20.5 million to support data capacity expansion and revenue growth and due to recent acquisitions of \$7.9 million. These increases were partially offset by our recent dispositions of \$21.9 million.

*Amortization of Intangible Assets*

Amortization of intangible assets was \$165.9 million for the year ended December 31, 2020 compared to \$138.0 million for the year ended December 31, 2019, an increase of \$27.9 million or 20.2%. This was primarily driven by the additional amortization of intangible assets incurred in connection with our recent acquisitions.

*Other Operating (Income) Loss*

Other operating (income) loss was a gain of \$19.4 million for the year ended December 31, 2020 compared to a loss of \$6.2 million for the year ended December 31, 2019, an increase of \$25.6 million, primarily related to gains associated with the dispositions of our compliance background screening business and data warehouse business for the year ended December 31, 2020 and the loss associated with the disposition of our retail analytics solution business for the year ended December 31, 2019.

*Investment Loss and Others, Net*

Investment loss and others, net was a loss of \$2.4 million for the year ended December 31, 2020 compared to a loss of \$1.7 million for the year ended December 31, 2019. The increase of \$0.7 million was primarily due to a loss on foreign currencies.

*Interest Expense*

Interest expense was \$138.2 million for the year ended December 31, 2020 compared to \$126.8 million for the year ended December 31, 2019, an increase of \$11.4 million or 9.0%. The increase was primarily driven by the additional senior notes of \$500.0 million that were issued in the second quarter of 2020. The proceeds of these senior notes were used for general corporate purposes, including the repayment of the committed senior unsecured Syndicated Revolving Credit Facility (the "Credit Facility").

*Provision for Income Taxes*

The provision for income taxes was \$184.8 million for the year ended December 31, 2020 compared to \$118.5 million for the year ended December 31, 2019, an increase of \$66.3 million or 55.9%. The effective tax rate was 20.6% for the year ended December 31, 2020 compared to 20.9% for the year ended December 31, 2019. The decrease in the effective tax rate in 2020 compared to 2019 was primarily due to the impact of higher tax benefits from equity compensation in the current period versus the prior period as well as lower nondeductible earn-out expenses in the current period. These benefits were partially offset by the deferred tax impact of the tax rate increase in the United Kingdom that was enacted and recorded in 2020.

*Net Income*

The net income margin for our consolidated results was 25.6% for the year ended December 31, 2020 compared to 17.3% for the year ended December 31, 2019. The increase in net income margin was primarily related to the EVT Litigation Reserve (2019), a decrease in acquisition-related costs (earn-outs), the gains on sales of our compliance background screening business and data warehouse business (2020), a reduction in travel expenses as a result of COVID-19, and cost discipline.

*EBITDA Margin*

The EBITDA margin for our consolidated results was 50.1% for the year ended December 31, 2020 compared to 39.1% for the year ended December 31, 2019. The increase in EBITDA margin was primarily related to the EVT Litigation Reserve (2019), a decrease in acquisition-related costs (earn-outs), the gains on sales of our compliance background screening business and data warehouse business (2020), a reduction in travel expenses as a result of COVID-19, and cost discipline.

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**Results of Continuing Operations by Segment**

**Insurance**

## Revenues

Revenues were \$1,986.3 million for the year ended December 31, 2020 compared to \$1,865.2 million for the year ended December 31, 2019, an increase of \$121.1 million or 6.5%. Our underwriting & rating revenues increased \$136.3 million or 10.9%. Our claims revenues decreased \$15.2 million or 2.5%.

	2020	2019	Percentage change	Percentage change excluding recent acquisitions, businesses held for sale and disposition
	(in millions)			
Underwriting & rating	\$ 1,390.6	\$ 1,254.3	10.9%	6.7%
Claims	595.7	610.9	(2.5)%	2.2%
Total Insurance	<u>\$ 1,986.3</u>	<u>\$ 1,865.2</u>	6.5%	5.3%

Our recent acquisitions (BuildFax, FAST, Franco Signor and Jornaya) and dispositions (the aerial imagery sourcing group and the compliance screening business) contributed net revenues of \$24.6 million and the remaining Insurance revenues increased \$96.5 million or 5.3%. Our underwriting & rating revenues increased \$84.3 million or 6.7% 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 revenues increased \$12.2 million or 2.2%, primarily due to growth in our repair cost estimating solutions revenue. This increase was offset by the impact of the injunction ruling related to the roof measurement solutions in the fourth quarter of 2019 and a decline in certain transactional revenues in connection with the COVID-19 pandemic.

## Cost of Revenues

Cost of revenues for our Insurance segment was \$628.4 million for the year ended December 31, 2020 compared to \$639.9 million for the year ended December 31, 2019, a decrease of \$11.5 million or 1.8%. Our recent acquisitions and dispositions represented a net increase of \$4.9 million in cost of revenues, which was primarily related to salaries and employee benefits. The remaining cost of revenues decreased \$16.4 million or 2.7% primarily due to decreases in travel expenses of \$14.4 million, data costs of \$9.4 million, and salaries and employee benefits of \$7.6 million. The decrease in travel expenses primarily resulted from travel restrictions in connection with the COVID-19 pandemic and a reduction in travel-related costs due to the sale of our aerial imagery sourcing group in February 2020. The decrease in salaries and employee benefits mostly resulted from a reduction in our annual short-term incentives. These decreases were partially offset by increases in information technology expenses of \$9.8 million, professional consulting costs of \$1.9 million, and other operating costs of \$3.3 million.

## Selling, General and Administrative Expenses

Selling, general and administrative expenses for our Insurance segment were \$243.3 million for the year ended December 31, 2020 compared to \$402.7 million for the year ended December 31, 2019, a decrease of \$159.4 million or 39.6%. Our EVT Litigation Reserve accounted for a decrease of \$125.0 million. Our acquisition-related costs (earn-outs) accounted for a decrease of \$29.9 million. Our recent acquisitions and dispositions accounted for an increase of \$7.3 million primarily related to salaries and employee benefits. The remaining SGA decreased \$11.8 million or 2.9% primarily due to decreases in professional consulting costs of \$8.8 million, travel expenses of \$7.1 million, information technology expenses of \$2.5 million, and other operating costs of \$1.2 million. These decreases were partially offset by an increase in salaries and employee benefits of \$7.8 million.

## Other Operating Income

Other operating income was a gain of \$15.9 million for the year ended December 31, 2020 compared to \$0 for the year ended December 31, 2019, a variance of \$15.9 million, primarily related to a gain associated with the disposition of our compliance background screening business.

## Investment (Loss) Income and Others, Net

Investment (loss) income and others, net was a loss of \$1.2 million for the year ended December 31, 2020 compared to a gain of \$0.7 million for the year ended December 31, 2019. The decrease of \$1.9 million was primarily due to a loss on foreign currencies.

## EBITDA Margin

EBITDA for our Insurance segment was \$1,129.3 million for the year ended December 31, 2020 compared to \$823.3 million for the year ended December 31, 2019. The EBITDA margin for our Insurance segment was 56.9% for the year ended December 31, 2020 compared to 44.1% for the year ended December 31, 2019. The increase in EBITDA margin was primarily related to the EVT Litigation Reserve (2019), a reduction in travel expenses as a result of COVID-19, and cost discipline.



Revenues for our Energy and Specialized Markets segment were \$641.6 million for the year ended December 31, 2020 compared to \$563.9 million for the year ended December 31, 2019, an increase of \$77.7 million or 13.8%. Our recent acquisitions, the CaaS business and Genscape, within this segment contributed revenues of \$83.5 million. The remaining decrease in revenue of \$5.8 million or 1.1% was primarily due to declines in cost intelligence solutions' implementation projects that did not reoccur and consulting revenue in connection with the COVID-19 pandemic. These declines were slightly offset by increases in our environmental health and safety service revenue and core research solutions.

#### *Cost of Revenues*

Cost of revenues for our Energy and Specialized Markets segment was \$272.7 million for the year ended December 31, 2020 compared to \$239.7 million for the year ended December 31, 2019, an increase of \$33.0 million or 13.8%. Our recent acquisitions accounted for an increase of \$36.6 million in cost of revenues, which was primarily related to salaries and employee benefits. The remaining cost of revenues decreased \$3.6 million or 1.6% primarily due to decreases in travel expenses of \$11.5 million and professional consulting fees of \$4.3 million. The decrease in travel expenses primarily resulted from travel restrictions in connection with the COVID-19 pandemic. These decreases were partially offset by increases in salaries and employee benefits of \$4.8 million, information technology expenses of \$2.4 million, data costs of \$1.0 million, and other operating costs of \$4.0 million.

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

Selling, general and administrative expenses for our Energy and Specialized Markets segment were \$150.9 million for the year ended December 31, 2020 compared to \$181.1 million for the year ended December 31, 2019, a decrease of \$30.2 million or 16.7%. Our acquisition-related costs (earn-out) accounted for a decrease of \$41.9 million. Our recent acquisitions accounted for an increase of \$14.6 million, primarily related to salaries and employee benefits. The remaining SGA decreased \$2.9 million or 2.2% primarily due to decreases in travel expenses of \$4.7 million and professional consulting costs of \$0.7 million. The decrease in travel expenses primarily resulted from travel restrictions in connection with the COVID-19 pandemic. These decreases were partially offset by increases in information technology expenses of \$0.7 million, salaries and employee benefits of \$0.1 million, and other operating costs of \$1.7 million.

#### *Investment Loss and Others, Net*

Investment loss and others, net was a loss of \$1.2 million for the year ended December 31, 2020 compared to a loss of \$1.9 million for the year ended December 31, 2019. The decrease of \$0.7 million was primarily due to a gain on foreign currencies.

#### *EBITDA Margin*

EBITDA for our Energy and Specialized Markets segment was \$216.8 million for the year ended December 31, 2020 compared to \$141.2 million for the year ended December 31, 2019. The EBITDA margin for our Energy and Specialized Markets segment was 33.8% for the year ended December 31, 2020 compared to 25.0% for the year ended December 31, 2019. The increase in EBITDA margin was primarily related to cost-discipline, a reduction in travel expenses as a result of COVID-19, and a decrease in acquisition-related costs (earn-outs).

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### **Financial Services**

#### *Revenues*

Revenues for our Financial Services segment were \$156.7 million for the year ended December 31, 2020 compared to \$178.0 million for the year ended December 31, 2019, a decrease of \$21.3 million or 12.0%. Our recent acquisition of Commerce Signals and dispositions of the retail analytics solution business and the data warehouse business contributed a net decrease in revenues of \$16.1 million. The remaining decrease in revenue was \$5.2 million or 3.3%, related to projects that did not reoccur and decrease in consulting revenue in connection with the COVID-19 pandemic.

#### *Cost of Revenues*

Cost of revenues for our Financial Services segment was \$92.8 million for the year ended December 31, 2020 compared to \$97.2 million for the year ended December 31, 2019, a decrease of \$4.4 million or 4.5%. Our recent acquisition and dispositions represented a net decrease of \$1.1 million, which was primarily related to salaries and employee benefits. The remaining cost of revenues decreased \$3.3 million or 3.6% primarily due to decreases in salaries and employee benefits of \$2.7 million, travel expenses of \$2.6 million, and data costs of \$0.3 million. The decrease in salaries and employee benefits mostly resulted from a reduction in our annual short-term incentives. The decrease in travel expenses primarily resulted from travel restrictions in connection with the COVID-19 pandemic. These decreases were partially offset by increases in information technology expenses of \$2.0 million and professional consulting costs of \$0.3 million.

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

Selling, general and administrative expenses for our Financial Services segment were \$19.7 million for the years ended December 31, 2020 and December 31, 2019. Our recent acquisitions and dispositions represented a net decrease of \$0.1 million. The remaining SGA increase of \$0.1 million or 0.4% is primarily due to an increase in salaries and employee benefits of \$1.2 million. This increase was partially offset by decreases in travel expenses of \$0.7 million, information technology expenses of \$0.2 million, professional consulting costs of \$0.1 million, and other operating costs of \$0.1 million.

#### *Other Operating (Income) Loss*

Other operating (income) loss was a gain of \$3.5 million for the year ended December 31, 2020 compared to a loss of \$6.2 million for the year ended

December 31, 2019. The increase of \$9.7 million was related to a gain of \$3.5 million generated from the sale of our data warehouse business for the year ended December 31, 2020 and a loss of \$6.2 million generated from the sale of our retail analytics solution business for the year ended December 31, 2019.

#### *Investment Loss and Others, Net*

Investment loss and others, net was \$0 for the year ended December 31, 2020 compared to a loss of \$0.5 million for the year ended December 31, 2019. The variance of \$0.5 million was primarily due to a gain on foreign currencies.

#### *EBITDA Margin*

EBITDA for our Financial Services segment was \$47.7 million for the year ended December 31, 2020 compared to \$54.4 million for the year ended December 31, 2019. The EBITDA margin for our Financial Services segment was 30.4% for the year ended December 31, 2020 compared to 30.6% for the year ended December 31, 2019. The decrease in EBITDA margin is primarily related to the decrease in revenue.

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## Quarterly Results of Operations

The following table sets forth our quarterly unaudited consolidated statement of operations data for each of the eight quarters in the period ended December 31, 2020. In management's opinion, the quarterly data has been prepared on the same basis as the audited consolidated financial statements included in this annual report on Form 10-K, and reflects all necessary adjustments for a fair presentation of this data. The results of historical periods are not necessarily indicative of the results of operations for a full year or any future period.

	For the Quarters Ended				Full Year 2020
	March 31,	June 30,	September 30,	December 31,	
	2020				
	(in millions, except for per share data)				
<b>Statement of operations data:</b>					
Revenues	\$ 689.8	\$ 678.8	\$ 702.7	\$ 713.3	\$ 2,784.6
Operating income	\$ 252.3	\$ 259.7	\$ 275.4	\$ 250.7	\$ 1,038.1
Net income	\$ 171.7	\$ 179.0	\$ 185.8	\$ 176.2	\$ 712.7
Basic net income per share	\$ 1.05	\$ 1.10	\$ 1.14	\$ 1.08	\$ 4.38
Diluted net income per share	\$ 1.04	\$ 1.08	\$ 1.12	\$ 1.07	\$ 4.31

	For the Quarters Ended				Full Year 2019
	March 31,	June 30,	September 30,	December 31,	
	2019				
	(in millions, except for per share data)				
<b>Statement of operations data:</b>					
Revenues	\$ 625.0	\$ 652.6	\$ 652.7	\$ 676.8	\$ 2,607.1
Operating income	\$ 202.4	\$ 218.3	\$ 69.6	\$ 206.6	\$ 696.9
Net income	\$ 134.4	\$ 150.4	\$ 32.9	\$ 132.2	\$ 449.9
Basic net income per share	\$ 0.82	\$ 0.92	\$ 0.20	\$ 0.81	\$ 2.75
Diluted net income per share	\$ 0.81	\$ 0.90	\$ 0.20	\$ 0.80	\$ 2.70

## Liquidity and Capital Resources

As of December 31, 2020 and 2019, we had cash and cash equivalents and available-for-sale securities of \$222.9 million and \$188.2 million, respectively. Subscriptions for our solutions are billed and generally paid in advance of rendering services either quarterly or in full upon commencement of the subscription period, which is usually for one year. Subscriptions are automatically renewed at the beginning of each calendar year. We have historically generated significant cash flows from operations. As a result of this factor, as well as the availability of funds under our syndicated revolving credit facility, we believe we will have sufficient cash to meet our working capital and capital expenditure needs, and to fuel our future growth plans.

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

Our consolidated capital expenditures as a percentage of consolidated revenues for the years ended December 31, 2020 and 2019, were 8.9% and 8.3%, respectively. Expenditures related to developing and enhancing our solutions are predominately related to internal-use software and are capitalized in accordance with ASC 350-40, "Accounting for Costs of Computer Software Developed or Obtained for Internal Use." We also capitalize amounts in accordance with ASC

We have historically used a portion of our cash for repurchases of our common stock from our stockholders. For the years ended December 31, 2020, 2019 and 2018, we repurchased \$348.8 million, \$300.0 million and \$438.6 million, respectively, of our common stock. For the year ended December 31, 2020, we also paid dividends of \$175.8 million.

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### ***Financing and Financing Capacity***

We had total debt, excluding finance lease obligations, unamortized discounts and premium, and debt issuance costs of \$3,200.0 million and \$3,145.0 million at December 31, 2020 and 2019, respectively. The debt at December 31, 2020 primarily consists of senior notes issued in 2020, 2019, 2015, 2012 and 2011 and borrowings outstanding under our committed senior unsecured Syndicated Revolving Credit Facility ("Credit Facility"), described below. Interest on the senior notes is payable semi-annually each year. The unamortized discount and debt issuance costs were recorded as "Long-term debt" in the accompanying consolidated balance sheets, and will be amortized to "Interest expense" in the accompanying consolidated statements of operations within this Form 10-K over the life of the respective senior note. The indenture governing the senior 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. As of December 31, 2020, we had senior notes with an aggregate principal amount of \$3,150.0 million outstanding, and we were in compliance with our financial and non-financial debt covenants.

We have a Credit Facility with a borrowing capacity of \$1,000.0 million with Bank of America N.A., HSBC Bank USA, N.A., JP Morgan Chase Bank, N.A., Wells Fargo Bank, National Association, Citibank, N.A., Credit Suisse AG, Cayman Islands Branch, Morgan Stanley Bank, N.A., TD Bank, N.A., and the Northern Trust Company. Interest on borrowings under the Credit Facility 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 Credit Facility 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 one time each to 4.0 to 1.0 and 4.25 to 1.0. The Credit Facility may be used for general corporate purposes, including working capital needs and capital expenditures, acquisitions, dividends and the share repurchase program (the "Repurchase Program"). As of December 31, 2020, we were in compliance with all financial and other debt covenants under the Credit Facility. As of December 31, 2020 and 2019, the available capacity under the Credit Facility was \$944.6 million and \$500.2 million, net of the letters of credit of \$5.4 million and \$4.8 million, respectively. Subsequent to December 31, 2020, we had no borrowings and made repayments of \$50.0 million under the Credit Facility.

### ***Cash Flow***

The following table summarizes our cash flow data for the years ended December 31:

	2020	2019	2018
	(in millions)		
Net cash provided by operating activities	\$ 1,068.2	\$ 956.3	\$ 934.4
Net cash used in investing activities	\$ (595.8)	\$ (927.9)	\$ (265.4)
Net cash (used in) provided by financing activities	\$ (445.2)	\$ 10.9	\$ (669.8)

#### ***Operating Activities***

Net cash provided by operating activities was \$1,068.2 million for the year ended December 31, 2020 compared to \$956.3 million for the year ended December 31, 2019, an increase of \$111.9 million or 11.7%. The increase was primarily due to an increase in collections, the deferral of certain employer payroll taxes resulting from the CARES Act and a reduction in travel payments as a result of COVID-19.

Net cash provided by operating activities was \$956.3 million for the year ended December 31, 2019 compared to \$934.4 million for the year ended December 31, 2018, an increase of \$21.9 million or 2.3%. The increase was primarily related to an increase in cash receipts from customers driven by an increase in revenues and operating profit, partially offset by an increase in income tax payments.

#### ***Investing Activities***

Net cash used in investing activities of \$595.8 million for the year ended December 31, 2020 was primarily related to acquisitions of \$285.1 million including escrow funding, capital expenditures of \$246.8 million, and investments in non-public companies of \$94.8 million.

Net cash used in investing activities of \$927.9 million for the year ended December 31, 2019 was primarily related to acquisitions of \$703.7 million including escrow funding and capital expenditures of \$216.8 million.

#### ***Financing Activities***

Net cash used in financing activities of \$445.2 million for the year ended December 31, 2020 was driven by net debt repayments on our Credit Facility of \$445.0 million, repurchases of common stock of \$348.8 million, and dividend payments of \$175.8 million, partially offset by proceeds from the issuance of long-term debt, inclusive of original issue premium and net of original discount, of \$494.8 million, and proceeds from stock options exercised of \$88.0 million.

Net cash provided by financing activities of \$10.9 million for the year ended December 31, 2019 was driven by proceeds from issuance of long-term debt, inclusive of original issue premium and net of original discount, of \$619.7 million, net debt proceeds on our Credit Facility of \$80.0 million, and proceeds from stock options exercised of \$52.4 million, partially offset by repurchases of common stock of \$300.0 million, the repayment of our 4.875% senior notes of \$250.0 million on January 15, 2019, and dividend payments of \$163.5 million.

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**Contractual Obligations**

The following table summarizes our contractual obligations at December 31, 2020 and the future periods in which such obligations are expected to be settled in cash:

	Payments Due by Period				
	Total	Less than 1 year	2-3 years (in millions)	4-5 years	More than 5 years
<b>Contractual obligations</b>					
Long-term debt, current portion of long-term debt and interest	\$ 4,602.3	\$ 621.3	\$ 556.4	\$ 1,076.8	\$ 2,347.8
Operating leases	376.9	50.5	87.9	67.1	171.4
Pension and postretirement plans (1)	15.5	2.0	3.8	3.3	6.4
Finance lease obligations	27.5	15.6	11.8	0.1	—
Other long-term liabilities (2)	0.5	0.1	—	—	0.4
Total (3)	<u>\$ 5,022.7</u>	<u>\$ 689.5</u>	<u>\$ 659.9</u>	<u>\$ 1,147.3</u>	<u>\$ 2,526.0</u>

- (1) Our funding policy is to contribute at least equal to the minimum legal funding requirement.
- (2) Other long-term liabilities consist of our employee-related deferred compensation plan. We also have a deferred compensation plan for our Board of Directors; however, based on past performance and the uncertainty of the dollar amounts to be paid, if any, we have excluded such amounts from the above table.
- (3) Unrecognized tax benefits of approximately \$9.9 million have been recorded as liabilities in accordance with ASC 740, which have been omitted from the table above, and we are uncertain as to if or when such amounts may be settled, with the exception of those amounts subject to a statute of limitation. Related to the unrecognized tax benefits, we also have recorded a liability for potential penalties and interest of \$3.9 million.

**Off-Balance Sheet Arrangements**

We have no off-balance sheet arrangements.

**Critical Accounting Policies and Estimates**

Our management's discussion and analysis of financial condition and results of operations are based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. 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 revenue recognition, goodwill and intangible assets, pension and other postretirement benefits, stock-based compensation, and income taxes. Actual results may differ from these assumptions or conditions.

**Revenue Recognition**

We recognize revenue based on the transfer of promised goods or services to customers for the amount that reflects the consideration to which we expect 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. Revenues for hosted subscription services are recognized ratably over the subscription term. Revenues from certain discrete project based advisory/consulting services are recognized over time by measuring the progress toward complete satisfaction of the performance obligation, based on the input method of consulting hours worked; this aligns with the results achieved and value transferred to the customer. Revenues from transactional solutions are recognized as the solutions are delivered or services performed at point in time.

We invoice our customers in annual, quarterly, or monthly installments. Amounts billed and collected in advance are recorded as deferred revenues on the balance sheet and are recognized as the services are performed and revenue recognition criteria are met.

**Stock-Based Compensation**

Stock-based compensation cost, including stock options, restricted stock, and performance share units ("PSUs"), is measured at the grant date, based on the fair value of the awards granted, and is recognized as expense over the requisite service period. The fair value of stock options is measured using a Black-

Scholes option-pricing model, which requires the use of several estimates, including expected term, expected risk-free interest rate, expected volatility, and expected dividend yield. The fair value of the restricted stock is determined using the closing price of our common stock on the grant date. The fair value of PSUs is determined on the grant date using the Monte Carlo Simulation model.

Option grants and restricted stock awards are generally expensed ratably over the four-year vesting period. PSUs are generally expensed ratably over the three-year vesting period. We follow the substantive vesting period approach for awards granted after January 1, 2005, which requires that stock-based compensation expense be recognized over the period from the date of grant to the date when the award is no longer contingent on the employee providing additional service.

We estimate expected forfeitures of equity awards at the date of grant and recognize compensation expense only for those awards expected to vest. The forfeiture assumption is ultimately adjusted to the actual forfeiture rate.

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***Goodwill and Intangibles***

Goodwill represents the excess of acquisition costs over the fair value of tangible net assets and identifiable intangible assets of the businesses acquired. Goodwill and intangible assets deemed to have indefinite lives are not amortized. Intangible assets determined to have definite lives are amortized over their useful lives. 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, using the guidance and criteria described in the accounting standard for *Goodwill and Other Intangible Assets*. This testing compares carrying values to fair values and, when appropriate, the carrying value of these assets is reduced to fair value.

As of December 31, 2020, we had goodwill of \$4,108.1 million, which represents 54.3% of our total assets. During 2020, we performed an impairment test as of June 30, 2020 and confirmed that no impairment charge was necessary. None of our reporting units are at risk of impairment as the fair value of each reporting unit exceeds its carrying value. There are many assumptions and estimates used that directly impact the results of impairment testing, including an estimate of future expected revenues, EBITDA, EBITDA margins and cash flows, useful lives and discount rates, and an estimate of value using multiples derived from the stock prices of publicly traded guideline companies applied to such expected cash flows and market approaches in order to estimate fair value. We have the ability to influence the outcome and ultimate results based on the assumptions and estimates we choose for determining the fair value of our reporting units. To mitigate undue influence, we set criteria and benchmarks that are reviewed and approved by various levels of management and reviewed by other independent parties. The determination of whether or not goodwill or indefinite-lived acquired intangible assets have become impaired involves a significant level of judgment in the assumptions and estimates underlying the approach used to determine the value of our reporting units. Changes in our strategy or market conditions could significantly impact these judgments and require an impairment to be recorded to intangible assets and goodwill. There have been no goodwill impairment indicators subsequent to the impairment test performed as of June 30, 2020. For the year ended December 31, 2020, there were no impairment indicators related to our intangible assets.

We allocate the fair value of the purchase consideration to the tangible assets acquired, liabilities assumed and intangible assets acquired based on their estimated fair values. The excess of the fair value of the purchase consideration over the fair values of these identifiable assets and liabilities is recorded as goodwill. Such valuations require management to make significant estimates and assumptions, especially with respect to intangible assets. The estimates used in valuing the intangible assets are determined with the assistance of third-party specialists, a discounted cash flow analysis and estimates made by management. Management's estimates of fair value are based upon assumptions believed to be reasonable, but which are inherently uncertain and unpredictable and, as a result, actual results may differ from estimates. During the measurement period, which is not to exceed one year from the acquisition date, we may record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period, any subsequent adjustments are recorded to earnings.

***Income Taxes***

In projecting future taxable income, we develop assumptions including the amount of future state, federal and foreign pretax operating income, the reversal of temporary differences, and the implementation of feasible and prudent tax planning strategies. These assumptions require significant judgment about the forecasts of future taxable income and are consistent with the plans and estimates we use to manage the underlying businesses. The calculation of our tax liabilities also involves dealing with uncertainties in the application and evolution of complex tax laws and regulations in other jurisdictions.

We account for uncertain tax positions in accordance with *Accounting for Uncertainty in Income Taxes — an interpretation of ASC 740*, which addresses the determination of whether tax benefits claimed or expected to be claimed on a tax return should be recorded in the financial statements. Under this interpretation, we may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained upon examination by the taxing authorities, based on the technical merits of the position.

We recognize and adjust our liabilities when our judgment changes as a result of the evaluation of new information not previously available. Due to the complexity of some of these uncertainties, the ultimate resolution may result in a payment that is materially different from our current estimate of the tax liabilities. These differences will be reflected as increases or decreases to income tax expense in the period in which they are determined.

We estimate unrecognized tax positions of \$5.8 million that may be recognized by December 31, 2021, due to expiration of statutes of limitations and resolution of audits with taxing authorities, net of additional uncertain tax positions.

As of December 31, 2020, we have gross federal, state, and foreign income tax net operating loss carryforwards of \$221.1 million, which will expire at various dates from 2021 through 2040. Such net operating loss carryforwards expire as follows:

**Years Ending**

**(In millions)**



2021 - 2028	\$ 22.7
2029 - 2033	20.5
2034 - 2040	177.9
Total	<u>\$ 221.1</u>

The net deferred income tax liability of \$387.8 million consists primarily of timing differences involving depreciation and amortization.

## Recent Accounting Pronouncements

For a discussion of recent accounting pronouncements, refer to [Note 2\(s\)](#) to the audited consolidated financial statements included elsewhere in this annual report on Form 10-K.

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## Item 7A. Quantitative and Qualitative Disclosures about Market Risk

### Interest Rate Risk

We are exposed to market risk from fluctuations in interest rates. At December 31, 2020, we had borrowings outstanding under our credit facility of \$50.0 million, which was subsequently repaid. The borrowings bear interest at variable rates based on LIBOR plus 1.0% to 1.625% depending on the public debt rating defined in the credit agreement. The current margin is 1.25% as a result of the current public debt rating. A change in interest rates on variable rate debt impacts our pre-tax income and cash flows, but does not impact the fair value of the instruments. Based on our overall interest rate exposure at December 31, 2020, a one percent change in interest rate would result in a change in annual pre-tax interest expense of approximately \$0.5 million based on our current borrowing levels.

We have started to consider the implications of the transition of LIBOR to alternative reference rate measures that will likely become effective post December 2021. We believe that there is still some uncertainty over what these rates will be but one possibility for U.S. dollar LIBOR would be the Secured Overnight Financing Rate ("SOFR"). 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, that is subject to the LIBOR rate is the Credit Facility, the impact will be dependent on what the outstanding borrowing amount is on the Credit Facility and the relevant interest rate that will be contractually applicable. Should we amend our Credit Facility to reflect SOFR, based on recent borrowings and applicable SOFR, we do not anticipate to have a material impact on the business.

### Foreign Currency Risk

Our foreign-based businesses and results of operations are exposed to movements in the U.S. dollar to British pounds and other foreign currency exchange rates. A portion of our revenue is denominated in British pounds and other foreign currencies. If the U.S. dollar strengthens against British pounds and other foreign currencies, our revenues reported in U.S. dollars would decline. With regard to operating expense, our primary exposure to foreign currency exchange risk relates to operating expense incurred in British pounds and other foreign currencies. If British pounds and other foreign currencies strengthen, costs reported in U.S. dollars will increase. Movements in the U.S. dollar to British pounds and other foreign currency exchange rates did not have a material effect on our revenue for the year ended December 31, 2020. A hypothetical ten percent change in average exchange rates versus the U.S. dollar would not have resulted in a material change to our earnings.

## Item 8. Consolidated Financial Statements and Supplementary Data

The information required by this Item is set forth on pages 45 through 89 of this annual report on Form 10-K.

## Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None.

## Item 9A. Controls and Procedures

### Evaluation of Disclosure Controls and Procedures

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

Our management, with the participation of the Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this annual report on Form 10-K for our company and subsidiaries other than our recent acquisitions in 2020 (See [Note 10](#) of our consolidated financial statements included in this annual report on

Form 10-K). Management excluded from its assessment the internal control over financial reporting of these acquisitions and collectively represents less than 0.4% of total assets (excluding goodwill and intangible assets which were integrated into our systems and control environment) and less than 0.3% of revenues as of and for the year ended December 31, 2020. Based upon the foregoing assessments, our Chief Executive Officer and Chief Financial Officer have concluded that, as of December 31, 2020, our disclosure controls and procedures were effective at the reasonable assurance level.

### **Management’s Report on Internal Control over Financial Reporting**

The information required by this Item is set forth on page 40 of this annual report on Form 10-K.

### **Attestation Report of the Registered Public Accounting Firm**

The information required by this Item is set forth on page 41 of this annual report on Form 10-K.

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

We are in the process of integrating our recent acquisitions in 2020 into our overall internal control over financial reporting process. Other than this ongoing integration, there have been no changes in our internal control over financial reporting identified in connection with the evaluation of such internal control that occurred during the fourth quarter of 2020 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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## **MANAGEMENT’S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the financial statements for external purposes in accordance with U.S. generally accepted accounting principles. Because of its inherent limitations, a system of internal control over financial reporting can provide only reasonable assurance and may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that internal control may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework set forth in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission in 2013.

Based on this assessment, management concluded that our internal control over financial reporting was effective at December 31, 2020.

Management excluded from its assessment the internal control over financial reporting for our acquisitions in 2020 (See [Note 10](#) of our consolidated financial statements included in this annual report on Form 10-K). The excluded financial statements of these acquisitions constitute approximately 0.4% of total assets (excluding goodwill and intangible assets which were integrated into our systems and control environment) and 0.3% of revenues collectively included within our consolidated financial statements as of and for the year ended December 31, 2020. Due to the timing of the acquisitions, management did not assess the effectiveness of internal control over financial reporting for these acquisitions.

Deloitte & Touche LLP, the independent registered public accounting firm that audited the consolidated financial statements included in this annual report on Form 10-K has also audited the effectiveness of our internal control over financial reporting as of December 31, 2020, as stated in their report which is included herein.

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## **REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Stockholders and the Board of Directors of Verisk Analytics, Inc.

### **Opinion on Internal Control over Financial Reporting**

We have audited the internal control over financial reporting of Verisk Analytics, Inc. and subsidiaries (the “Company”) as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the consolidated financial statements as of and for the year ended December 31, 2020, of the Company and our report dated February 23, 2021, expressed an unqualified opinion on those consolidated financial statements.

As described in Management’s Report on Internal Controls over Financial Reporting, management excluded from its assessment the internal control over financial reporting at Franco Signor, which was acquired on September 9, 2020, and Jornaya, which was acquired on December 16, 2020 (collectively the “2020

acquired businesses”). The financial statements of the 2020 acquired businesses constitute less than 0.4% of total assets (excluding goodwill and intangible assets which were integrated into the Company’s systems and control environment) and less than 0.3% of revenues collectively of the consolidated financial statement amounts as of and for the year ended December 31, 2020. Accordingly, our audit did not include the internal control over financial reporting at the 2020 acquired businesses.

### **Basis for Opinion**

The Company’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Controls over Financial Reporting. Our responsibility is to express an opinion on the Company’s internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

### **Definition and Limitations of Internal Control over Financial Reporting**

A company’s internal control over financial reporting is a process designed 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. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Deloitte & Touche LLP  
Parsippany, New Jersey  
February 23, 2021

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### **Item 9B. Other Information**

None.

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## **PART III**

### **Item 10. Directors, Executive Officers and Corporate Governance**

The information required to be furnished by this Item 10. is incorporated herein by reference to our Notice of Annual Meeting of Stockholders and Proxy Statement to be filed within 120 days of December 31, 2020 (the “Proxy Statement”).

Our board of directors has adopted a Code of Business Conduct and Ethics applicable to all officers, directors and employees, which is available on our website (investor.verisk.com) under "Corporate Governance". We intend to satisfy the disclosure requirement under Item 5.05 of Form 8-K regarding any amendment to, or waiver from, a provision of our Code of Business Conduct and Ethics by posting such information on the website address and location specified above.

### **Item 11. Executive Compensation**

The information required to be furnished by this Item 11. is incorporated herein by reference to our Proxy Statement.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

The information required to be furnished by this Item 12. is incorporated herein by reference to our Proxy Statement.

**Item 13. Certain Relationships and Related Transactions and Director Independence**

The information required to be furnished by this Item 13. is incorporated herein by reference to our Proxy Statement.

**Item 14. Principal Accounting Fees and Services**

The information required to be furnished by this Item 14. is incorporated herein by reference to our Proxy Statement.

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**PART IV****Item 15. Exhibits and Financial Statement Schedule**

(a) The following documents are filed as part of this report.

- (1) Financial Statements. See Index to Financial Statements and Schedules in Part II, Item 8. on this Form 10-K.
- (2) Financial Statement Schedule. See Schedule II. Valuation and Qualifying Accounts and Reserves.
- (3) Exhibits. See Index to Exhibits in this annual report on Form 10-K.

**Item 16. Form 10-K Summary**

None.

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**Item 8. Consolidated Financial Statements and Supplementary Data****Index to Consolidated Financial Statements and Schedule****Verisk Analytics, Inc. Consolidated Financial Statements as of December 31, 2020 and 2019 and for the Years Ended December 31, 2020, 2019 and 2018.**

<a href="#">Report of Independent Registered Public Accounting Firm</a>	<a href="#">46</a>
<a href="#">Consolidated Balance Sheets</a>	<a href="#">48</a>
<a href="#">Consolidated Statements of Operations</a>	<a href="#">49</a>
<a href="#">Consolidated Statements of Comprehensive Income</a>	<a href="#">50</a>
<a href="#">Consolidated Statements of Changes in Stockholders' Equity</a>	<a href="#">51</a>
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Financial Statements Schedule	
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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Stockholders and the Board of Directors of Verisk Analytics, Inc.

**Opinion on the Financial Statements**

We have audited the accompanying consolidated balance sheets of Verisk Analytics, Inc. and subsidiaries (the "Company") as of December 31, 2020 and 2019, the related consolidated statements of operations, comprehensive income, stockholders' equity, and cash flows, for each of the three years in the period ended December 31, 2020, and the related notes and the schedule listed in the Index at Item 15 (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2020, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2020, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the

## **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

## **Critical Audit Matter**

The critical audit matter communicated below is a matter arising from the current-period audit of the financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

### **Goodwill - Energy and Specialized Markets Reportable Segment - Refer to Notes 2 and 12 to the financial statements**

#### *Critical Audit Matter Description*

The Company's evaluation of goodwill for impairment involves the comparison of the fair value of each reporting unit to its carrying value. The Company determines the fair value of its reporting units using the discounted cash flow model and the market approach. The determination of fair value using the discounted cash flow model requires management to make significant estimates and assumptions related to forecasts of future revenues, EBITDA margins, and the discount rate. The determination of fair value using the market approach requires management to make significant estimates and assumptions related to the selection of revenue and EBITDA multiples. Changes in these assumptions could have a significant impact on either the fair value, the amount of any goodwill impairment charge, or both. The goodwill balance was \$4,108.1 million as of December 31, 2020 of which \$2,287.0 million was attributable to a reporting unit within the Energy & Specialized Markets reportable segment.

Given the significant judgments made by management to estimate the fair value of the reporting unit within the Energy and Specialized Markets reportable segment including management's judgments in selecting significant assumptions to forecast future revenues, EBITDA margins, and the discount rate, as well as the selection of revenue and EBITDA multiples, performing audit procedures to evaluate the reasonableness of management's estimates and assumptions for the reporting unit within the Energy and Specialized Markets reportable segment required a high degree of auditor judgment and an increased extent of effort, including the need to involve our fair value specialists.

#### *How the Critical Audit Matter was addressed in the Audit*

Our audit procedures related to forecasts of future revenue and EBITDA margin, selection of the discount rate used within the income approach and selection of the Revenue and EBITDA multiples used in the market approach for a reporting unit within the Energy & Specialized Markets reportable segment included the following, among others:

- We tested the effectiveness of controls over management's goodwill impairment evaluation, including those over the determination of the fair value of the reporting unit within the Energy and Specialized Markets reportable segment such as controls related to management's selection of the discount rate, forecasts of future revenue and Revenue and EBITDA multiples.
- We evaluated management's ability to accurately forecast future revenues and EBITDA margins by comparing actual results to management's historical forecasts.
- We evaluated the reasonableness of management's revenue and EBITDA margin forecasts by comparing the forecasts to:
  - Historical revenues and EBITDA margins.
  - Internal communications to management and the Board of Directors.
  - Forecasted information included in Company press releases, as well as in analyst and industry reports for the Company and certain peer companies.
- With the assistance of our fair value specialists, we evaluated the reasonableness of the (1) valuation methodologies (2) Revenue and EBITDA multiples and (3) the discount rate by:
  - Testing the source information underlying the determination of the discount rate, the selection of the Revenue and EBITDA multiples and the mathematical accuracy of the calculations.
  - Developing a range of independent estimates and comparing those to the discount rate selected by management.



We have served as the Company's auditor since 2001.

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**VERISK ANALYTICS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
**As of December 31, 2020 and 2019**

	2020	2019
	(in millions, except par value and number of shares)	
<b>ASSETS:</b>		
Current assets:		
Cash and cash equivalents	\$ 218.8	\$ 184.6
Accounts receivable, net	432.4	441.6
Prepaid expenses	81.2	60.9
Income taxes receivable	25.4	25.9
Other current assets	36.4	17.8
Current assets held for sale	—	14.1
Total current assets	794.2	744.9
Noncurrent assets:		
Fixed assets, net	632.3	548.1
Operating lease right-of-use assets, net	267.6	218.6
Intangible assets, net	1,384.8	1,398.9
Goodwill	4,108.1	3,864.3
Deferred income tax assets	9.1	9.8
Other noncurrent assets	365.7	159.8
Noncurrent assets held for sale	—	110.8
Total assets	\$ 7,561.8	\$ 7,055.2
<b>LIABILITIES AND STOCKHOLDERS' EQUITY:</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 406.7	\$ 375.0
Acquisition-related liabilities	0.6	111.2
Short-term debt and current portion of long-term debt	514.3	499.4
Deferred revenues	466.7	440.1
Operating lease liabilities	38.7	40.6
Income taxes payable	3.8	6.8
Current liabilities held for sale	—	18.7
Total current liabilities	1,430.8	1,491.8
Noncurrent liabilities:		
Long-term debt	2,699.6	2,651.6
Deferred income tax liabilities	396.9	356.0
Operating lease liabilities	271.6	208.1
Other noncurrent liabilities	64.7	48.8
Noncurrent liabilities held for sale	—	38.1
Total liabilities	4,863.6	4,794.4
Commitments and contingencies (Note 21)		
Stockholders' equity:		
Common stock, \$.001 par value; 2,000,000,000 shares authorized; 544,003,038 shares issued; 162,817,526 and 163,161,564 shares outstanding, respectively	0.1	0.1
Additional paid-in capital	2,490.9	2,369.1
Treasury stock, at cost, 381,185,512 and 380,841,474 shares, respectively	(4,179.3)	(3,849.9)
Retained earnings	4,762.2	4,228.4
Accumulated other comprehensive loss	(375.7)	(486.9)
Total stockholders' equity	2,698.2	2,260.8
Total liabilities and stockholders' equity	\$ 7,561.8	\$ 7,055.2

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

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**VERISK ANALYTICS, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**For The Years Ended December 31, 2020, 2019 and 2018**

	2020	2019	2018
	(in millions, except per share amounts and number of shares)		
Revenues	\$ 2,784.6	\$ 2,607.1	\$ 2,395.1
Operating expenses:			
Cost of revenues (exclusive of items shown separately below)	993.9	976.8	886.2
Selling, general and administrative	413.9	603.5	378.7
Depreciation and amortization of fixed assets	192.2	185.7	165.3
Amortization of intangible assets	165.9	138.0	130.8
Other operating (income) loss	(19.4)	6.2	—
Total operating expenses	1,746.5	1,910.2	1,561.0
Operating income	1,038.1	696.9	834.1
Other income (expense):			
Investment (loss) income and others, net	(2.4)	(1.7)	15.3
Interest expense	(138.2)	(126.8)	(129.7)
Total other expense, net	(140.6)	(128.5)	(114.4)
Income before income taxes	897.5	568.4	719.7
Provision for income taxes	(184.8)	(118.5)	(121.0)
Net income	\$ 712.7	\$ 449.9	\$ 598.7
Basic net income per share	\$ 4.38	\$ 2.75	\$ 3.63
Diluted net income per share	\$ 4.31	\$ 2.70	\$ 3.56
Weighted average shares outstanding:			
Basic	162,610,586	163,535,438	164,808,110
Diluted	165,320,709	166,560,115	168,297,836

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

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**VERISK ANALYTICS, INC.**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**For The Years Ended December 31, 2020, 2019 and 2018**

	2020	2019	2018
	(in millions)		
Net income	\$ 712.7	\$ 449.9	\$ 598.7
Other comprehensive income (loss), net of tax:			
Foreign currency translation adjustment	107.9	88.4	(154.1)
Pension and postretirement adjustment	3.3	16.6	(24.8)
Total other comprehensive income (loss)	111.2	105.0	(178.9)
Comprehensive income	\$ 823.9	\$ 554.9	\$ 419.8

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

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**VERISK ANALYTICS, INC.**  
**CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY**  
**For The Years Ended December 31, 2020, 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 as of 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	—	—	—	—	598.7	—	598.7
Other comprehensive loss	—	—	—	—	—	(178.9)	(178.9)
Treasury stock acquired (3,882,467 shares)	—	—	—	(438.6)	—	—	(438.6)
Stock options exercised (2,752,735 shares transferred from treasury stock)	—	—	66.8	24.0	—	—	90.8
Restricted stock lapsed (176,610 shares transferred from treasury stock)	—	—	(1.5)	1.5	—	—	—
Stock-based compensation	—	—	38.5	—	—	—	38.5
Net share settlement from restricted stock awards (35,637 shares withheld for tax settlement)	—	—	(3.7)	—	—	—	(3.7)
Other stock issuances (44,602 shares transferred from treasury stock)	—	—	2.8	0.4	—	—	3.2
Balance as of December 31, 2018	544,003,038	0.1	2,283.0	(3,563.2)	3,942.6	(591.9)	2,070.6
Net income	—	—	—	—	449.9	—	449.9
Common stock dividend (1)	—	—	—	—	(164.1)	—	(164.1)
Other comprehensive income	—	—	—	—	—	105.0	105.0
Treasury stock acquired (2,178,151 shares)	—	—	—	(300.0)	—	—	(300.0)
Stock options exercised (1,131,970 shares transferred from treasury stock)	—	—	46.9	11.0	—	—	57.9
Restricted stock lapsed (192,109 shares transferred from treasury stock)	—	—	(1.8)	1.8	—	—	—
Stock-based compensation	—	—	42.7	—	—	—	42.7
Net share settlement from restricted stock awards (40,578 shares withheld for tax settlement)	—	—	(5.5)	—	—	—	(5.5)
Other stock issuances (45,226 shares transferred from treasury stock)	—	—	3.8	0.5	—	—	4.3
Balance as of December 31, 2019	544,003,038	0.1	2,369.1	(3,849.9)	4,228.4	(486.9)	2,260.8
Adjustment to opening retained earnings related to Topic 326	—	—	—	—	(2.4)	—	(2.4)
Net income	—	—	—	—	712.7	—	712.7
Common stock dividend (1)	—	—	—	—	(176.5)	—	(176.5)
Other comprehensive income	—	—	—	—	—	111.2	111.2
Treasury stock acquired (2,155,084 shares)	—	—	—	(348.8)	—	—	(348.8)
Stock options exercised (1,623,740 shares transferred from treasury stock)	—	—	74.9	17.3	—	—	92.2
Restricted stock lapsed (142,362 shares transferred from treasury stock)	—	—	(1.5)	1.5	—	—	—
Stock-based compensation	—	—	47.6	—	—	—	47.6
Net share settlement from restricted stock awards (27,890 shares withheld for tax settlement)	—	—	(4.1)	—	—	—	(4.1)
Other stock issuances (44,944 shares transferred from treasury stock)	—	—	4.9	0.6	—	—	5.5
Balance as of December 31, 2020	544,003,038	0.1	2,490.9	(4,179.3)	4,762.2	(375.7)	2,698.2

(1) Refer to [Note 16](#). Stockholders' Equity for discussion related to quarterly cash dividends declared per share

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

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**VERISK ANALYTICS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**For The Years Ended December 31, 2020, 2019 and 2018**

	2020	2019	2018
	(In millions)		
Cash flows from operating activities:			
Net income	\$ 712.7	\$ 449.9	\$ 598.7
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization of fixed assets	192.2	185.7	165.3
Amortization of intangible assets	165.9	138.0	130.8
Amortization of debt issuance costs and original issue discount, net of original issue premium	1.8	3.9	4.2
Provision for doubtful accounts	13.1	7.2	5.6
Realized gain on subordinated promissory note	—	—	(12.3)
Other operating (income) expenses	(19.4)	6.2	—
Stock-based compensation expense	47.6	42.7	38.5
Realized (gain) loss on available-for-sale securities, net	—	(0.9)	0.1
Deferred income taxes	31.1	(29.3)	18.3
Loss on disposal of fixed assets, net	0.6	0.3	0.3
Changes in assets and liabilities, net of effects from acquisitions:			
Accounts receivable	1.8	(70.3)	(17.4)
Prepaid expenses and other assets	(66.5)	(19.7)	(28.2)
Operating lease right-of-use assets, net	43.1	51.3	—
Income taxes	(0.5)	15.0	(2.9)
Acquisition-related liabilities	(77.0)	70.4	9.7
Accounts payable and accrued liabilities	24.3	150.9	58.1
Deferred revenues	21.2	11.4	0.8
Operating lease liabilities	(29.6)	(49.5)	—
Other liabilities	5.8	(6.9)	(35.2)
Net cash provided by operating activities	1,068.2	956.3	934.4
Cash flows from investing activities:			
Acquisitions, net of cash acquired of \$11.1 million, \$10.4 million and \$3.1 million, respectively	(275.8)	(699.2)	(138.2)
Proceeds from sale of assets	23.1	—	—
Investments in non-public companies	(94.8)	—	—
Escrow funding associated with acquisitions	(9.3)	(4.5)	(14.9)
Proceeds from subordinated promissory note	—	—	121.4

Capital expenditures	(246.8)	(216.8)	(231.0)
Other investing activities, net	7.8	(7.4)	(2.7)
Net cash used in investing activities	(595.8)	(927.9)	(265.4)

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

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**VERISK ANALYTICS, INC.**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)**  
**For The Years Ended December 31, 2020, 2019 and 2018**

	2020	2019	2018
	(in millions)		
<b>Cash flows from financing activities:</b>			
(Repayment) proceeds of short-term debt, net	(445.0)	80.0	(300.0)
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	494.8	619.7	—
Proceeds from issuance of short-term debt with original maturities greater than three months	20.0	—	—
Repayment of short-term debt with original maturities greater than three months	(20.0)	—	—
Payment of debt issuance costs	(5.7)	(6.3)	—
Repurchases of common stock	(348.8)	(300.0)	(438.6)
Net share settlement of taxes from restricted stock awards	(4.1)	(5.5)	(3.7)
Payment of contingent liability related to acquisition	(34.2)	—	—
Proceeds from stock options exercised	88.0	52.4	87.3
Dividends paid	(175.8)	(163.5)	—
Other financing activities, net	(14.4)	(15.9)	(14.8)
Net cash (used in) provided by financing activities	(445.2)	10.9	(669.8)
Effect of exchange rate changes	6.7	6.1	(2.0)
Net increase (decrease) in cash and cash equivalents, including cash classified within current assets held for sale	33.9	45.4	(2.8)
Less: Increase (decrease) in cash classified within current assets held for sale	0.3	(0.3)	—
Increase (decrease) in cash and cash equivalents	34.2	45.1	(2.8)
Cash and cash equivalents, beginning of period	184.6	139.5	142.3
Cash and cash equivalents, end of period	\$ 218.8	\$ 184.6	\$ 139.5
<b>Supplemental disclosures:</b>			
Income taxes paid	\$ 156.5	\$ 139.8	\$ 103.2
Interest paid	\$ 134.3	\$ 119.9	\$ 125.2
<b>Noncash investing and financing activities:</b>			
Deferred tax liability established on date of acquisitions	\$ 13.0	\$ 43.4	\$ 5.6
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ —	\$ 247.6	\$ —
Finance lease additions	\$ 30.9	\$ 20.2	\$ 21.3
Operating lease additions, net of terminations	\$ 87.8	\$ 13.7	\$ —
Tenant improvements included in Operating lease right-of-use assets, net	\$ —	\$ 1.7	\$ 0.3
Gain on sale of assets included in other current and long-term assets	\$ 3.5	\$ —	\$ —
Fixed assets included in accounts payable and accrued liabilities	\$ 0.8	\$ 1.6	\$ 0.3
Non-cash contribution of assets for a non-public company	\$ 65.9	\$ —	\$ —
Dividend payable included in other liabilities	\$ 0.7	\$ 0.6	\$ —

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

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

**1. Organization:**

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

We were 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, we broadened our data assets, entered new markets, placed a greater emphasis on analytics, and pursued strategic acquisitions. We trade under the ticker symbol "VRSK" on the Nasdaq Global Select Market.

Since January 2020, an outbreak of the 2019 novel coronavirus ("COVID-19") has evolved into a worldwide pandemic. We have modified our operations in line with our business continuity plans due to COVID-19. While our facilities generally remain open, we are making extensive use of the work-from-home model at this moment. On a daily basis, management is reviewing our operations and there have been to date minimal interruptions in our customer facing operations. Given the digital nature of our business and the move toward cloud enablement, we expect to remain operationally stable and fully available to our customers. We are in compliance with all financial and non-financial covenants and have not observed a loss of any significant customers, a significant deterioration in the collectability of receivables, a significant reduction in our liquidity nor a significant decline in subscription renewal rates.

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

Our accompanying consolidated financial statements have been prepared on the basis of accounting principles generally accepted in the United States of America ("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, 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 equity awards granted, and assets and liabilities for pension and postretirement benefits. Actual results may ultimately differ from those estimates. Effective the first quarter of 2018, our operating segments are Insurance, Energy and Specialized Markets, and Financial Services. Certain reclassifications, including reflecting acquisition-related liabilities as a separate line item in 2020 and moving Maplecroft, an immaterial component, from the Energy and Specialized Markets segment to the underwriting and rating category within the Insurance segment, have been made within our consolidated balance sheets, consolidated statements of operations, consolidated statements of cash flows and in our notes to conform to our respective 2020 presentation.

Significant accounting policies include the following:

(a) *Intercompany Accounts and Transactions*

The consolidated financial statements include all of our accounts. All intercompany accounts and transactions have been eliminated.

(b) *Revenue Recognition*

The following describes our primary types of revenues and the applicable revenue recognition policies. We recognize revenues through recurring and non-recurring long-term agreements (generally one to five years) for hosted subscriptions, advisory/consulting services, and for transactional solutions. Each of our reportable segments, Insurance, Energy and Specialized Markets, and Financial Services, has a portion of its revenue from more than one of these revenue types. Our revenues are primarily derived from the sale of services where revenue is recognized when control of the promised services is transferred to customers in an amount that reflects the consideration that we expect to be entitled to in exchange for those services. Fees for services provided by us are non-refundable. Revenue is recognized net of applicable sales tax withholdings.

*Hosted Subscriptions*

We offer two forms of hosted subscriptions. The first and most prevalent form of hosted subscription is where customers access content only through our online portal (the "Hosted Subscription"). We grant a license to our customer to enter our online portal. The license is a contractual mechanism that allows our customer to access our online portal for a defined period of time. As the license alone does not provide utility to our customer, our customer has no contractual right to take possession of our online portal at any time, and our customer cannot engage another party to host our online portal and related content, it is not considered a functional license under Topic 606. Our promise to our customer is to provide continuous access to our online portal and to update the content throughout the subscription period. Hosted Subscription is a single performance obligation that represents a series of distinct services (daily access to our online portal and related content) that are substantially the same and that have the same pattern of transfer to our customer. We recognize revenue for Hosted Subscriptions ratably over the subscription period on a straight-line basis as services are performed and continuous access to information in our online portal is provided over the entire term of the agreements.



**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The second form of hosted subscription is where customers have access to our online portals combined with software content that is delivered via disk drive/download to our customer (“Hosted Subscription with Disk Drive/Download”) and is offered only on a limited basis. For this form of hosted subscription, we also grant our customer a license to enter our online portal as well as access the software content as needed and act as the same contractual mechanism as described for Hosted Subscriptions. The Hosted Subscription with Disk Drive/Download works in such a manner that our customer gains significant benefit, functionality, and overall utility only when the online portal and the software content are used together. The disk drive/download contains the models while the online portal contains the latest data and research which is updated throughout the subscription period. The models within the disk drive/download depend on the data and research contained within our online portal. The data and research within our online portal is only useful when our customer can utilize it within the models (e.g., queries, projections, etc.) so that they may use the most current information and alerts to forecast potential future losses. The software content is only sold together with our online portal to provide a highly interdependent and interrelated promise and therefore represents a single performance obligation. As our customer has no contractual right to take possession of our online portal at any time, and our customer cannot engage another party to host our online portal and related software content, it is not considered a functional license under Topic 606. Our promise to our customer is to deliver the disk drive/download, to provide continuous access to our online portal, and to update the software content throughout the subscription period. We recognize revenue for Hosted Subscriptions with Disk Drive/Download ratably over the subscription period on a straight-line basis as services are performed and continuous access to information is provided over the entire term of the agreements.

Subscriptions are generally paid in advance of rendering services either quarterly or annually upon commencement of the subscription period, which is usually for one year and in most instances automatically renewed each year.

*Advisory/Consulting Services*

We provide certain discrete project based advisory/consulting services, which are recognized over time by measuring the progress toward complete satisfaction of the performance obligation, based on the input method of consulting hours worked; this aligns with the results achieved and value transferred to our customer. The hours consumed are most reflective of the measure of progress towards satisfying the performance obligation, as the resources hours worked directly tie to the progress of the services to be provided. In general, they are billed over the course of the project.

*Transactional Solutions*

Certain solutions are also paid for by customers on a transactional basis. We recognize these revenues as the solutions are delivered or services performed at a point in time. In general, our customers are billed monthly at the end of each month.

*(c) Deferred Revenues*

We invoice our customers in annual, quarterly, monthly, or milestone installments. Amounts billed and/or collected in advance of services being provided are recorded as “Deferred revenues” and “Other noncurrent liabilities” in our accompanying consolidated balance sheets and are recognized as the services are performed, control is transferred to customers, and the applicable revenue recognition criteria is met.

*(d) Accounts Receivable and Allowance for Doubtful Accounts*

Accounts receivable are generally recorded at the invoiced amount. Unbilled receivables are short-term in nature and expected to be billed within one year. The allowance for doubtful accounts or expected credit losses is estimated based on an analysis of the aging of the accounts receivable, historical write-offs, customer payment patterns, individual customer credit worthiness, current economic trends, reasonable and supportable forecasts of future economic conditions, and/or establishment of specific reserves for customers in adverse financial condition. We assess the adequacy of the allowance for doubtful accounts on a quarterly basis.

*(e) Deferred Commissions*

We recognize an asset for the incremental costs of obtaining a contract with a customer if we expect the benefit of those costs to be longer than one year. We have determined that certain sales incentive programs meet the requirements to be capitalized. The incremental costs of obtaining a contract with a customer, which primarily consist of sales commissions, are deferred and amortized over a useful life of five years that is consistent with the transfer to our customer the services to which the asset relates. We classify deferred commissions as current or noncurrent based on the timing of expense recognition. The current and noncurrent portions of deferred commissions are included in prepaid expenses and other assets, respectively, in our consolidated balance sheets as of December 31, 2020. Amortization expense related to deferred commissions is computed on a straight-line basis over its estimated useful lives and included in “Selling, general and administrative” within our accompanying consolidated statements of operations.

*(f) Fixed Assets and Finite-lived Intangible Assets*

Fixed assets and finite-lived intangibles are stated at cost less accumulated depreciation and amortization, which are computed on a straight-line basis over their estimated useful lives. Leasehold improvements are amortized over the shorter of the useful life of the asset or the lease term.

Our internal software development costs primarily relate to internal-use software. Such costs are capitalized in the application development stage in accordance with ASC 350-40, *Internal-use Software* (“ASC 350-40”). We also capitalize software development costs upon the establishment of technological feasibility for a product in accordance with ASC 985-20, *Software to be Sold, Leased, or Marketed* (“ASC 985-20”). Software development costs are amortized on a straight-line basis.

In accordance with ASC 360, *Property, Plant & Equipment*, whenever events or changes in circumstances indicate that the carrying amount of long-lived assets and finite-lived intangible assets may not be recoverable, we review our long-lived assets and finite-lived intangible assets for impairment by first comparing the carrying value of our assets to the sum of the undiscounted cash flows expected to result from the use and eventual disposition of our assets. If the carrying value exceeds the sum of our assets' undiscounted cash flows, we estimate and recognize an impairment loss by taking the difference between the carrying value and fair value of our assets.

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

(g) *Leases*

We have operating and finance leases for corporate offices, data centers, and certain equipment that are accounted for under ASC 842. Our leases have remaining lease terms ranging from one year to fourteen years, some of which include the options to extend our leases for up to twenty years, and some of which include the options to terminate our leases within one year. Extension and termination options are considered in our calculation of the right-of-use (“ROU”) assets and lease liabilities when we determine it is reasonably certain that we will exercise those options.

We determine if an arrangement is a lease at inception. We consider 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 our right to use an underlying asset for the lease term and the lease liabilities represent our 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 our operating leases do not provide an implicit rate, we use 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 our credit rating on our publicly-traded U.S. unsecured bonds and estimating an appropriate credit rating for similar secured debt instruments. Our calculated credit rating on secured debt instruments determined the yield curve used. We 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. Our 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 our accompanying 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 our accompanying consolidated balance sheets.

(h) *Fair Value of Financial and Non-financial Instruments*

We follow the provisions of ASC 820-10, *Fair Value Measurements* (“ASC 820-10”), which defines fair value, establishes a framework for measuring fair value under U.S. GAAP and expands fair value measurement disclosures. We follow the provisions of ASC 820-10 for our financial assets and liabilities recognized or disclosed at fair value on a recurring basis. We follow the provisions of ASC 820-10 for our non-financial assets and liabilities recognized or disclosed at fair value.

(i) *Foreign Currency*

We have determined local currencies are the functional currencies of our foreign operations. The assets and liabilities of foreign subsidiaries are translated at the period-end rate of exchange and statement of operations items are translated at the average rates prevailing during the year. The resulting translation adjustment is recorded as a component of “Accumulated other comprehensive losses” in our accompanying consolidated statements of changes in stockholders’ equity.

(j) *Stock-Based Compensation*

We follow ASC 718, *Stock Compensation* (“ASC 718”). Under ASC 718, stock-based compensation cost is measured at the grant date, based on the fair value of the awards granted, and is recognized as expense over the requisite service period.

Our nonqualified stock options have an exercise price equal to the closing price of our common stock on the grant date, with a ten-year contractual term. The expected term for our stock options granted for a majority of the awards 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 our historical daily closing prices over the most recent period that is commensurate with the expected term of the stock option awards. The expected dividend yield was based on our expected annual dividend rate on the date of grant.

The fair value of our restricted stock is determined using the closing price of our common stock on the grant date. Our restricted stock is not assignable or transferable until it becomes vested. Restricted stock generally has a service vesting period of four years and we recognize the expense ratably over this service vesting period.

Performance share units (“PSU”) vest at the end of a three-year performance period, subject to the recipient’s continued service. Each PSU represents the right to receive one share of our common stock and the ultimate realization is based on our achievement of certain market performance criteria. We determined the grant date fair value of PSUs with the assistance of a third-party valuation specialist and based on estimates provided by us. The valuation of our PSUs employed the Monte Carlo simulation model, which includes certain key assumptions that were applied to us and our peer group. Those key assumptions included valuation date stock price, expected volatility, correlation coefficients, risk-free rate of return, and expected dividend yield. The valuation date stock price is based on the dividend-adjusted closing price on the grant date. Expected volatility is calculated using historical daily closing prices over a period that is commensurate with the length of the performance period. The correlation coefficients are based on the price data used to calculate the historical volatilities. The risk-free rate of return is based on the yield of U.S. Treasury zero coupon securities with a maturity equal to the length of the performance period. The expected dividend yield was based on our and our peer group’s expected dividend rate over the performance period.

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

We estimate expected forfeitures of equity awards at the date of grant and recognize compensation expense only for those awards expected to vest. The forfeiture assumption is ultimately adjusted to the actual forfeiture rate. Estimated forfeiture is ultimately adjusted to actual forfeiture. Changes in the forfeiture assumptions may impact the total amount of expense ultimately recognized, as well as the timing of expense recognized over the requisite service period.

Excess tax benefit from exercised stock options, lapsing of restricted stock and PSUs is recorded as an income tax benefit in our accompanying consolidated statements of operations. This tax benefit is calculated as the excess of the intrinsic value of options exercised and of the market value of restricted stock lapsed over the compensation recognized for financial reporting purposes.

(k) *Research and Development Costs*

Research and development costs, which are primarily related to personnel and related overhead costs incurred in developing new services for customers, are expensed as incurred. Such costs were \$48.9 million, \$60.0 million and \$45.1 million for the years ended December 31, 2020, 2019 and 2018, respectively, and were included in our accompanying consolidated statements of operations.

(l) *Advertising Costs*

Advertising costs, which are primarily associated with promoting our brand, names and solutions provided, are expensed as incurred. Such costs were \$8.5 million, \$10.7 million and \$9.0 million for the years ended December 31, 2020, 2019 and 2018, respectively.

(m) *Income Taxes*

We account for income taxes under the asset and liability method under ASC 740, *Income Taxes* (“ASC 740”), which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. Under this method, deferred tax assets and liabilities are determined based on the differences between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

Deferred tax assets are recorded to the extent these assets are more likely than not to be realized. In making such determination, we consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, tax planning strategies, and recent financial operations. Valuation allowances are recognized to reduce deferred tax assets if it is determined to be more likely than not that all or some of the potential deferred tax assets will not be realized.

We follow ASC 740-10, *Income Taxes* (“ASC 740-10”), which clarifies the accounting for uncertainty in income taxes recognized in the financial statements. ASC 740-10 provides that a tax benefit from an uncertain tax position may be recognized based on the technical merits when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes. Income tax positions must meet a more likely than not recognition threshold in accordance with ASC 740-10. This standard also provides guidance on measurement, derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

We recognize interest and penalties related to unrecognized tax benefits within the income tax expense line in our accompanying consolidated statements of operations. Accrued interest and penalties are included within “Other liabilities” on our accompanying consolidated balance sheets.

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

(n) *Earnings Per Share*

Basic and diluted earnings per share (“EPS”) are determined in accordance with ASC 260, *Earnings per Share*, which specifies the computation, presentation and disclosure requirements for EPS. Basic EPS excludes all dilutive common stock equivalents. It is based upon the weighted average number of common shares outstanding during the period. Diluted EPS, as calculated using the treasury stock method, reflects the potential dilution that would occur if our dilutive outstanding stock options and stock awards were issued.

(o) *Pension and Postretirement Benefits*

We account for our pension and postretirement benefits under ASC 715, *Compensation — Retirement Benefits* (“ASC 715”). ASC 715 requires the recognition of the funded status of a benefit plan in the balance sheet, the recognition in other comprehensive income (loss) of gains or losses and prior service costs arising during the period, but which are not included as components of periodic benefit cost or credit, and the measurement of defined benefit plan assets and obligations as of the balance sheet date. We utilize a valuation date of December 31.

(p) *Product Warranty Obligations*

We provide warranty coverage for certain of our solutions. We recognize a product warranty obligation when claims are probable and can be reasonably estimated. As of December 31, 2020 and 2019, product warranty obligations were not material.

In the ordinary course of business, we enter into numerous agreements that contain standard indemnities whereby we indemnify another party for breaches of confidentiality, infringement of intellectual property or gross negligence. Such indemnifications are primarily granted under licensing of computer software. Most agreements contain provisions to limit the maximum potential amount of future payments that we could be required to make under these indemnifications; however, we are not able to develop an estimate of the maximum potential amount of future payments to be made under these indemnifications as the triggering events are not subject to predictability.

(q) *Loss Contingencies*

We accrue for costs relating to litigation, claims and other contingent matters when such liabilities become probable and reasonably estimable. Such estimates are based on management’s judgment. Actual amounts paid may differ from amounts estimated, and such differences will be charged to operations in the period in which the final determination of the liability is made.

(r) *Goodwill*

Goodwill represents the excess of acquisition costs over the fair value of tangible net assets and identifiable intangible assets of our businesses acquired. Goodwill and intangible assets deemed to have indefinite lives are not amortized. Intangible assets determined to have finite lives are amortized over their useful lives. 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. We completed the required annual impairment test as of June 30, 2020, which resulted in no impairment of goodwill in 2020. This test 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 our net assets, including goodwill assigned to that reporting unit, goodwill is not impaired. If the carrying value of the reporting unit’s net assets, including goodwill, exceeds the fair value of the reporting unit, then an impairment loss is recorded for the difference between the carrying amount and the fair value of the reporting unit.

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

(s) *Recent Accounting Pronouncements*

Accounting Standard	Description	Effective Date	Effect on Consolidated Financial Statements or Other Significant Matters
<p><i>Financial Instruments—Credit Losses (Topic 326)</i></p> <p>In June 2016, Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-13, "Measurement of Credit Losses on Financial Instruments" ("Topic 326")</p>	<p>Topic 326 replaces the current "incurred loss" model for recognizing credit losses with an "expected loss" model referred to as the Current Expected Credit Loss ("CECL") model. Under the CECL model, an entity is required to present certain financial assets carried at amortized cost, such as trade receivables, at the net amount expected to be collected. The measurement of expected credit losses is to be based on information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. This measurement takes place at the time the financial asset is first added to the balance sheet and periodically thereafter. This differs significantly from the "incurred loss" model required under U.S. GAAP, which delays recognition until it is probable a loss has been incurred.</p>	<p>We adopted these amendments on January 1, 2020.</p>	<p>Refer to our accompanying consolidated statements of changes in stockholders' equity for the adjustment of the opening retained earnings and <a href="#">Note 7</a>. Fair Value Measurements for further discussions.</p>
<p><i>Income Tax (Topic 740)</i></p> <p>In December 2019, FASB issued ASU No. 2019-12, "Simplifying the Accounting for Income Taxes" ("ASU No. 2019-12")</p>	<p>The amendments in this guidance reflect the FASB's effort to reduce the complexity of accounting standards while maintaining or enhancing the helpfulness of information provided to financial statement users. Changes include treatment of Hybrid tax regimes, tax basis step-up in goodwill obtained in a transaction that is not a business combination, separate financial statements of legal entities not subject to tax, intraperiod tax allocation, ownership changes in investments, interim-period accounting for enacted changes in tax law, year-to-date loss limitation in interim-period tax accounting, income statement presentation of tax benefits of tax-deductible dividends, and impairment of investment in qualified affordable housing projects accounted for under the equity method.</p>	<p>Fiscal years beginning after December 15, 2020 with early adoption permitted.</p>	<p>We have decided not to early adopt the amendments. We are currently evaluating ASU No. 2019-12 and have not yet determined the impact of these amendments may have on our consolidated financial statements.</p>
<p><i>Reference Rate Reform (Topic 848)</i></p> <p>In March 2020, the FASB issued ASU No. 2020-04, "Facilitation of the Effects of Reference Rate Reform on Financial Reporting" ("ASU No. 2020-04")</p>	<p>The amendment in this update provides optional expedients and exceptions for applying U.S. GAAP to contracts, hedging relationships, and other transactions affected by reference rate reform if certain criteria are met. The amendment in this update applies only to contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. The expedients and exceptions provided by the amendment does not apply to contract modifications made and hedging relationships entered into or evaluated after December 31, 2022, except for hedging relationships existing as December 31, 2022, that an entity has elected certain optional expedients for and that are retained through the end of the hedging relationship.</p>	<p>The amendment in this update is effective for all entities as of March 12, 2020 through December 31, 2022.</p>	<p>We adopted this amendment on March 12, 2020. There was no impact to our consolidated financial statements as of and for the year ended December 31, 2020. We continue to monitor the transition of LIBOR to alternative reference rate measures that will likely become effective post December 2021.</p>



**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**3. Cash and Cash Equivalents:**

Cash and cash equivalents consist of cash in banks, commercial paper, money-market funds, and other liquid instruments with original maturities of 90 days or less at the time of purchase.

**4. Accounts Receivable:**

Accounts receivable, net consisted of the following at December 31:

	2020	2019
Billed receivables	\$ 380.5	\$ 372.7
Unbilled receivables	69.6	80.6
Total receivables	450.1	453.3
Less allowance for doubtful accounts	(17.7)	(11.7)
Accounts receivable, net	\$ 432.4	\$ 441.6

**5. Concentration of Credit Risk:**

Financial instruments that potentially expose us to credit risk consist primarily of cash and cash equivalents as well as accounts receivable, net which are generally not collateralized. We maintain our cash and cash equivalents in higher credit quality financial institutions in order to limit the amount of credit exposure. The total domestic cash balances are insured by the Federal Deposit Insurance Corporation ("FDIC") to a maximum amount of \$250.0 thousand per bank as of December 31, 2020 and 2019. As of December 31, 2020 and 2019, we had cash balances on deposit with eleven and ten banks that exceeded the balance insured by the FDIC limit by approximately \$92.8 million and \$36.4 million, respectively. As of December 31, 2020 and 2019, we also had cash on deposit with foreign banks of approximately \$122.5 million and \$145.7 million, respectively.

We consider the concentration of credit risk associated with our accounts receivable to be commercially reasonable and believe that such concentration does not result in the significant risk of near-term severe adverse impacts. Our top fifty customers represent approximately 33% of revenues for 2020 and 2019, and 34% for 2018, with no individual customer accounting for more than approximately 3% of revenues for the years ended December 31, 2020, 2019, and 2018. No individual customer comprised more than approximately 2% and 3% of accounts receivable as of December 31, 2020 and 2019, respectively.

**6. Revenues:**

Disaggregated revenues by type of service and by country are provided below for the years ended December 31, 2020, 2019 and 2018. No individual country outside of the U.S. accounted for more than 10.0% of our consolidated revenues for the years ended December 31, 2020, 2019 or 2018.

	2020	2019	2018
<b>Insurance:</b>			
Underwriting & rating	\$ 1,390.6	\$ 1,254.3	\$ 1,153.5
Claims	595.7	610.9	561.4
Total Insurance	1,986.3	1,865.2	1,714.9
Energy and Specialized Markets	641.6	563.9	504.3
Financial Services	156.7	178.0	175.9
Total revenues	\$ 2,784.6	\$ 2,607.1	\$ 2,395.1
	2020	2019	2018
<b>Revenues:</b>			
United States ("U.S.")	\$ 2,133.6	\$ 2,005.6	\$ 1,849.4
United Kingdom ("U.K.")	181.6	177.3	148.2
Other countries	469.4	424.2	397.5
Total revenues	\$ 2,784.6	\$ 2,607.1	\$ 2,395.1

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

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 December 31, 2020 and 2019, we had no contract assets.

Contract liabilities are defined as an entity's obligation to transfer goods or services to a customer for which the entity has received consideration (an amount of consideration is due) from the customer. As of December 31, 2020 and 2019, we had contract liabilities that primarily related to unsatisfied performance obligations to provide customers with the right to use and update the online content over the remaining contract term of \$468.2 million and \$443.2 million, respectively. The \$25.0 million increase in contract liabilities from December 31, 2019 to December 31, 2020 was primarily due to billings of \$418.5 million that were paid in advance, partially offset by \$393.5 million of revenue recognized for the year ended December 31, 2020. Contract liabilities, which are current and noncurrent, are included in "Deferred revenues" and "Other liabilities" in our consolidated balance sheets, respectively, as of December 31, 2020 and 2019.

Our most significant remaining performance obligations relate to providing customers with the right to use and update the online content over the remaining contract term. Revenues expected to be recognized in the future related to performance obligations, included within our deferred revenue and other liabilities, that are unsatisfied were \$468.2 million and \$443.2 million as of December 31, 2020 and 2019, 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 as of December 31, 2020 and 2019.

We recognize an asset for incremental costs of obtaining a contract with a customer if we expect the benefits of those costs to be longer than one year. As of December 31, 2020 and 2019, we had deferred commissions of \$73.8 million and \$63.7 million, respectively, which have been included in "Prepaid expenses" and "Other assets" in our accompanying consolidated balance sheets.

## 7. Fair Value Measurements:

Certain assets and liabilities are reported at fair value in our accompanying consolidated balance sheets. Such assets and liabilities include amounts for both financial and non-financial instruments. To increase consistency and comparability of assets and liabilities recorded at fair value, ASC 820-10 established a three-level fair value hierarchy to prioritize the inputs to valuation techniques used to measure fair value. ASC 820-10 requires disclosures detailing the extent to which companies' measure assets and liabilities at fair value, the methods and assumptions used to measure fair value, and the effect of fair value measurements on earnings. In accordance with ASC 820-10, we applied the following fair value hierarchy:

Level 1 — Assets or liabilities for which the identical item is traded on an active exchange, such as publicly-traded instruments.

Level 2 — Assets and 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 is internally-developed, and considers risk premiums that a market participant would require.

The fair value of cash and cash equivalents, accounts receivable, accounts payable and accrued liabilities, and short-term debt approximate their carrying amounts because of the short-term nature of these instruments. Our investments in registered investment companies, which are Level 1 assets measured at fair value on a recurring basis using quoted prices in active markets multiplied by the number of shares owned, were \$4.1 million and \$3.6 million as of December 31, 2020 and 2019, respectively. Our investments in registered investment companies have been included in "Other current assets" in our consolidated balance sheets as of December 31, 2020 and 2019.

We elected not to carry our long-term debt at fair value. The carrying value of our long-term debt represents the amortized cost, inclusive of unamortized premium, and net of unamortized discount and debt issuance costs. We assess the fair value of these financial instruments based on an estimate of interest rates available to us for financial instruments with similar features, our current credit rating, and spreads applicable to us. The following table summarizes the carrying value and estimated fair value of these financial instruments as of December 31, 2020 and 2019, respectively:

	Fair Value Hierarchy	2020		2019	
		Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
Financial instrument not carried at fair value:					
Senior Notes (Note 15)	Level 2	\$ 3,140.8	\$ 3,652.2	\$ 2,650.4	\$ 2,902.2

On February 1, 2020, the sale of the aerial imagery sourcing group was completed. We contributed the assets related to the disposed business and cash of \$63.8 million in exchange for a non-controlling 35.0% ownership interest in a nonpublic company, Vexcel Group, Inc ("Vexcel"). As of December 31, 2020, we had an investment of \$129.1 million related to such interest. The value of our investment is based on management estimates with the assistance of valuations performed by third-party specialists. This investment was included in "Other noncurrent assets" in our accompanying consolidated balance sheet. For the year ended December 31, 2020, there was no provision for credit losses related to this investment. Refer to [Note 11](#). Dispositions for further discussion.

As of December 31, 2020 and 2019, we had securities of \$14.0 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"). We do not have the ability to exercise significant influence over the investees' operating and financial policies. As of December 31, 2020 and 2019, we also had an investment in private companies of \$49.5 million and \$13.1 million,

respectively, accounted for in accordance with ASC 323-10-25 as an equity method investment. These investments were included in "Other non-current assets" in our accompanying consolidated balance sheet. For the year ended December 31, 2020, there was no provision for credit losses related to these investments.

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**8. Leases:**

We have operating and finance leases for corporate offices, data centers, and certain equipment that are accounted for under ASC 842. Our leases have remaining lease terms ranging from one year to fourteen years, some of which include the options to extend our leases for up to twenty years, and some of which include the options to terminate our leases within one year. Extension and termination options are considered in our calculation of our right-of-use ("ROU") assets and lease liabilities when we determine it is reasonably certain that we will exercise those options.

The following table presents our lease cost, cash paid for amounts included in our measurement of lease liabilities, ROU assets obtained, weighted-average remaining lease terms, and weighted-average discount rates for finance and operating leases for the years ended December 31, 2020 and 2019:

	2020	2019
<b>Lease cost:</b>		
Operating lease cost (1)	\$ 52.2	\$ 48.4
Sublease income	(0.3)	—
<b>Finance lease cost</b>		
Depreciation of finance lease assets (2)	13.4	13.2
Interest on finance lease liabilities (3)	0.7	1.8
<b>Total lease cost</b>	<b>\$ 66.0</b>	<b>\$ 63.4</b>
<b>Other information:</b>		
<b>Cash paid for amounts included in the measurement of lease liabilities</b>		
Operating cash outflows from operating leases	\$ (52.0)	\$ (48.4)
Operating cash outflows from finance leases	\$ (0.7)	\$ (1.8)
Financing cash outflows from finance leases	\$ (14.4)	\$ (15.1)
Weighted-average remaining lease term - operating leases (in years)	9.3	9.4
Weighted-average remaining lease term - finance leases (in years)	2.2	2.6
Weighted-average discount rate - operating leases	3.9%	4.0%
Weighted-average discount rate - finance leases	4.1%	4.4%

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

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

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

The total rental expense for the year ended December 31, 2018, prior to the adoption of the new lease standard, was \$44.9 million.

Our ROU assets and lease liabilities for finance leases were \$27.1 million and \$24.7 million, respectively, as of December 31, 2020. Our ROU assets and lease liabilities for finance leases were \$9.9 million and \$7.7 million, respectively, as of December 31, 2019. Our ROU assets for finance leases were included in "Fixed assets, net" in our accompanying consolidated balance sheets. Our lease liabilities for finance leases were included in the "Short-term debt and current portion of long-term debt" and "Long-term debt" in our accompanying consolidated balance sheets (See [Note 15](#), Debt).

Maturities of lease liabilities for the years through 2026 and thereafter are as follows:

Years Ending	Operating Leases	Finance Leases
2021	\$ 50.5	\$ 15.0
2022	45.0	10.8
2023	42.9	0.3
2024	35.2	—
2025	31.9	—
2026 and thereafter	171.4	—
<b>Total lease payments</b>	<b>376.9</b>	<b>26.1</b>
Less: Amount representing interest	(66.6)	(1.4)
<b>Present value of total lease payments</b>	<b>\$ 310.3</b>	<b>\$ 24.7</b>

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**9. Fixed Assets**

The following is a summary of fixed assets:

	Useful Life (in years)	Cost	Accumulated Depreciation and Amortization	Net
<b>December 31, 2020</b>				
Furniture and office equipment	3 - 10	\$ 273.6	\$ (215.8)	\$ 57.8
Leasehold improvements	Lease term	118.3	(44.7)	73.6
Purchased software	3	77.7	(68.6)	9.1
Software development costs	3 - 7	924.6	(465.3)	459.3
Leased equipment	3 - 4	68.3	(41.2)	27.1
Motor vehicles and field equipment	2 - 10	6.8	(1.4)	5.4
Total fixed assets		\$ 1,469.3	\$ (837.0)	\$ 632.3
<b>December 31, 2019</b>				
Furniture and office equipment	3 - 10	\$ 268.9	\$ (210.1)	\$ 58.8
Leasehold improvements	Lease term	103.9	(41.7)	62.2
Purchased software	3	89.8	(77.7)	12.1
Software development costs	3 - 7	773.7	(373.7)	400.0
Leased equipment	3 - 4	38.5	(28.6)	9.9
Aircraft equipment	2 - 10	5.2	(0.1)	5.1
Total fixed assets		\$ 1,280.0	\$ (731.9)	\$ 548.1

Depreciation and amortization of fixed assets for the years ended December 31, 2020, 2019 and 2018 were \$192.2 million, \$185.7 million and \$165.3 million, of which \$120.6 million, \$100.2 million and \$85.4 million related to amortization of internal-use software development costs, respectively. Amortization expense related to development of software for sale in accordance with ASC 985-20 was \$11.3 million, \$12.8 million and \$9.7 million for the years ended December 31, 2020, 2019 and 2018, respectively. We had unamortized software development costs that had been capitalized in accordance with ASC 350-40 of \$405.8 million and \$353.3 million as of December 31, 2020 and 2019, respectively. We had unamortized software development costs that had been capitalized in accordance with ASC 985-20 of \$53.5 million and \$46.7 million as of December 31, 2020 and 2019, respectively. Leased assets include amounts held under finance leases for automobiles, computer software, and computer equipment.

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**10. Acquisitions**
*2020 Acquisitions*

On December 16, 2020, we acquired 100 percent of the stock of Lead Intelligence, Inc. ("Jornaya"), a provider of consumer behavioral data and intelligence, for a net cash purchase price of \$125.2 million, of which \$1.3 million represents indemnity escrows. The acquisition added Jornaya's proprietary view of consumer buying journeys to our growing set of marketing solutions for the insurance and financial services markets, as well as provide customers with the intelligence and agility to time and tailor interactions based on actual in-market behaviors. Jornaya has become part of the underwriting & rating category within our Insurance segment. The preliminary purchase price allocation of the acquisition is presented in the table below.

On September 9, 2020, we acquired 100 percent of the stock of Franco Signor LLC ("Franco Signor") for a net cash purchase price of \$159.9 million, of which \$8.0 million represents indemnity escrows. Franco Signor is a Medicare Secondary Payer compliance solutions provider to large employers, insurers and third-party administrators in the U.S. Franco Signor has become part of the claims category within our Insurance segment and enhanced the solutions we currently offer, as well as added professional administrative services for Medicare Set Asides to our suite of solutions. The preliminary purchase price allocation of the acquisition is presented in the table below.

The preliminary purchase price allocation of the 2020 acquisitions resulted in the following:

	Franco Signor	Lead Intelligence	Total
Cash and cash equivalents (1)	\$ 10.9	\$ 5.9	\$ 16.8
Accounts receivable	2.5	2.9	5.4
Other current assets	0.4	0.6	1.0
Fixed assets	0.4	0.7	1.1
Operating lease right-of-use assets, net	1.5	1.7	3.2
Intangible assets	59.1	64.4	123.5
Goodwill	100.3	71.4	171.7
Other assets	8.0	1.3	9.3
Total assets acquired	<u>183.1</u>	<u>148.9</u>	<u>332.0</u>
Current liabilities (1)	(6.4)	(1.3)	(7.7)
Deferred revenues	(0.3)	(2.3)	(2.6)
Operating lease liabilities	(1.5)	(1.7)	(3.2)
Deferred income tax, net	(1.8)	(11.2)	(13.0)
Other liabilities	(8.0)	(1.3)	(9.3)
Total liabilities assumed	<u>(18.0)</u>	<u>(17.8)</u>	<u>(35.8)</u>
Net assets acquired	<u>165.1</u>	<u>131.1</u>	<u>296.2</u>
Cash and cash equivalents	(10.9)	(5.9)	(16.8)
Restricted cash (1)	5.7	—	5.7
Cash acquired	<u>(5.2)</u>	<u>(5.9)</u>	<u>(11.1)</u>
Net cash purchase price	<u>\$ 159.9</u>	<u>\$ 125.2</u>	<u>\$ 285.1</u>

(1) Within cash and cash equivalents, there is \$5.7 million of restricted cash related to Franco Signor's professional administrative services for Medicare Set Asides, with an offsetting liability of \$5.7 million included within current liabilities.

The preliminary amounts assigned to intangible assets by type for our 2020 acquisitions are summarized in the table below:

	Weighted Average Useful Life (in years)	Total
Technology	11	\$ 30.8
Marketing	5	2.1
Customer	11	90.6
Total intangible assets		<u>\$ 123.5</u>

The preliminary allocations of the purchase price for the 2020 acquisitions with less than a year of ownership are subject to revisions as additional information is obtained about the facts and circumstances that existed as of each acquisition date. The revisions may have a significant impact on our consolidated financial statements. The allocations of the purchase price will be finalized once all the 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 income and non-income taxes, deferred revenues, the valuation of intangible assets acquired, and residual goodwill. The goodwill associated with our 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 our ability to grow through adding additional customer relationships or new solutions in the future. Of the \$171.7 million in goodwill associated with our acquisitions, \$20.8 million is not deductible for tax purposes. The preliminary amounts assigned to intangible assets by type for these acquisitions were based upon our valuation model and historical experiences



with entities with similar business characteristics.

For the year ended December 31, 2020, we incurred transaction costs related to acquisitions of \$2.2 million, which are included within "Selling, general and administrative expenses in the accompanying consolidated statements of operations. Refer to [Note 12](#). Goodwill and Intangible Assets for further discussion.

Our 2020 acquisitions were not significant, both individually and in the aggregate, to our consolidated financial statements for the years ended December 31, 2020, 2019 and 2018, and therefore, supplemental information disclosure on an unaudited pro forma basis is not presented.

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

*2019 Acquisitions*

On December 23, 2019, we acquired 100 percent of the stock of Flexible Architecture and Simplified Technology, LLC ("FAST"), a software company for the life insurance and annuity industry, for a net cash purchase price of \$193.9 million, of which \$1.9 million represents indemnity escrows. FAST offers a flexible policy administration system that helps insurers accelerate underwriting and claims to enhance the customer experience and support profitable growth. FAST has become part of the underwriting & rating category within our Insurance segment, and expanded and enhanced the suite of solutions that we are developing across the enterprise for life insurers looking to transform the customer experience throughout the life of the policy, from quote to claims. The final purchase price allocation of the acquisition is presented in the table below.

On December 19, 2019, we acquired selected assets of Commerce Signals, Inc. ("Commerce Signals"), a software company that offers a data sharing platform for retail, restaurant and entertainment marketers, for a net cash purchase price of \$3.9 million, which consists of a holdback of \$1.1 million as security for the indemnification obligations of the seller. Commerce Signals has become part of our Financial Services segment, and enhanced the existing solutions that we currently offer. The final purchase price allocation of the acquisition is presented as part of "Others" in the table below.

On November 5, 2019, we acquired 100 percent of the stock of Genscape, Inc. ("Genscape"), a global provider of real-time data and intelligence for commodity and energy markets, for a net cash purchase price of \$351.0 million. Genscape has become part of the Energy and Specialized Markets segment, and enhanced our existing sector intelligence in energy data and analytics. The final purchase price allocation of the acquisition is presented in the table below.

On October 10, 2019, we acquired 100 percent of the stock of BuildFax, Inc. ("BuildFax") for a net cash purchase price of \$40.2 million, which consists 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 our Insurance segment while helping underwriters gain insight into changes in the property insured. The final purchase price allocation of the acquisition is presented in the table below.

On August 28, 2019, we acquired substantially all of the assets 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 has become part of the claims category within our Insurance segment, and added a service order and project management application to our PropTech suite of solutions. The final purchase price allocation of the acquisition is presented as part of "Others" in the table below.

On July 31, 2019, we acquired 100 percent of the stock of Keystone Aerial Surveys, Inc. ("Keystone") for a net cash purchase price of \$29.4 million, of which \$2.7 million represents indemnity escrows, to expand our remote imagery business. Keystone sourced imagery by providing customers geospatial solutions and had become part of the claims category within our Insurance segment. Keystone was a component within the aerial imagery sourcing group, which was qualified as assets held for sale on December 2, 2019. On February 1, 2020, the sale of the aerial imagery sourcing group was closed. See [Note 11](#). Dispositions for further discussion. The final purchase price allocation of the acquisition is presented as part of "Others" in the table below.

On March 29, 2019, we entered into an 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 \$65.2 million. The CaaS business has become part of our Energy and Specialized Markets segment. This transaction strengthened our environmental health and safety services business and extended our global customer footprint and European operations. The final purchase price allocation of the acquisition is presented in the table below.

The final purchase price allocations, inclusive of closing adjustments, of our 2019 acquisitions resulted in the following:

	FAST	Genscape	BuildFax	CaaS	Others	Total
Cash and cash equivalents	\$ 2.9	\$ 0.2	\$ 0.4	\$ 3.7	\$ 3.1	\$ 10.3
Accounts receivable	4.7	13.6	1.8	—	3.9	24.0
Other current assets	0.4	1.4	0.1	0.7	0.6	3.2
Fixed assets	1.8	15.9	0.9	0.2	6.3	25.1
Operating lease right-of-use assets, net	1.4	7.4	0.4	—	0.5	9.7
Intangible assets	69.0	153.2	21.9	34.4	14.1	292.6
Goodwill	120.7	241.4	20.2	41.2	28.2	451.7
Other assets	0.1	—	—	0.1	4.4	4.6
<b>Total assets acquired</b>	<b>201.0</b>	<b>433.1</b>	<b>45.7</b>	<b>80.3</b>	<b>61.1</b>	<b>821.2</b>
Current liabilities	2.4	17.4	0.9	1.3	1.3	23.3
Deferred revenues	0.3	27.3	2.4	10.1	—	40.1
Operating lease liabilities	1.4	7.4	0.4	—	0.5	9.7
Deferred income tax, net	—	29.8	0.4	—	2.6	32.8
Other liabilities	—	—	1.0	—	5.3	6.3
<b>Total liabilities assumed</b>	<b>4.1</b>	<b>81.9</b>	<b>5.1</b>	<b>11.4</b>	<b>9.7</b>	<b>112.2</b>
<b>Net assets acquired</b>	<b>196.9</b>	<b>351.2</b>	<b>40.6</b>	<b>68.9</b>	<b>51.4</b>	<b>709.0</b>
Cash acquired	(3.0)	(0.2)	(0.4)	(3.7)	(3.1)	(10.4)
<b>Net cash purchase price</b>	<b>\$ 193.9</b>	<b>\$ 351.0</b>	<b>\$ 40.2</b>	<b>\$ 65.2</b>	<b>\$ 48.3</b>	<b>\$ 698.6</b>





**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

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

	<b>Weighted Average Useful Life (in years)</b>	<b>Total</b>
Technology	6	\$ 81.9
Marketing	4	3.9
Customer	12	185.5
Database	10	20.7
Total intangible assets		<u>\$ 292.0</u>

For the year ended December 31, 2020, we finalized the purchase accounting for our 2019 acquisitions 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 our accompanying consolidated statements of operations for the years ended December 31, 2019 and 2018.

The goodwill of \$307.1 million associated with the purchases of FAST, Commerce Signals, Genscape, BuildFax, PPW, Keystone, and CaaS is not deductible for tax purposes. For the year ended December 31, 2019, we incurred transaction costs related to acquisitions of \$3.0 million, which are included within "Selling, general and administrative" expenses in our accompanying consolidated statements of operations. Refer to [Note 12](#). Goodwill and Intangible Assets for further discussion.

Our 2019 acquisitions were not significant, both individually and in the aggregate, to our consolidated financial statements for the years ended December 31, 2019, 2018, and 2017, and therefore, supplemental information disclosure on an unaudited pro forma basis is not presented.

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

*2018 Acquisitions*

On December 14, 2018, we acquired Rulebook for a net cash purchase price of \$86.5 million, of which \$8.6 million represents contingent escrows. Rulebook's proprietary pricing engine can be used for internal pricing and underwriting as well as external distribution for the insurance market through its platform. Rulebook furthers our goal of providing solutions to the global insurance market, including a comprehensive chain of solutions to specialty insurers for mitigating risk and optimizing total cost of operations. Rulebook is part of the underwriting and ratings category within our Insurance segment. The final purchase price allocation of the acquisition is presented in the table below.

On June 20, 2018, we acquired 100 percent of the stock of Validus-IVC Limited ("Validus"), a provider of claims management solutions and developer of the subrogation portal in the UK, verify™, for a net cash purchase price of \$46.1 million, of which \$5.9 million represents contingent escrows. Validus has become part of the claims category within our Insurance segment. The integration of Validus' verify™ platform with our global claims analytic services allows insurers to take advantage of enhanced analytic and technology tools to help improve and automate the claims settlement process. The final purchase price allocation of the acquisition is presented in the table below.

On February 21, 2018, we acquired 100 percent of the stock of Business Insight Limited ("Business Insight"), a provider of predictive analytics for insurers in the U.K. and Ireland, for a net cash purchase price of \$18.0 million. Business Insight has become part of the underwriting and ratings category within our Insurance segment. Business Insight offers a comprehensive set of peril models to support underwriting and rating for the commercial property and homeowners insurance market. The final purchase price allocation of the acquisition is presented as part of "Others" in the table below.

On January 5, 2018, we acquired 100 percent of the stock of Marketview Limited ("Marketview") for a net cash purchase price of \$4.0 million, of which \$0.4 million represents indemnity escrows. Marketview is a provider of consumer spending analysis and insights across the retail, hospitality, property, and government sectors in New Zealand. Marketview has become part of our Financial Services segment. The acquisition helps expand our solutions related to consumer spending analytics across the Australasia and Oceania regions by combining our domain expertise and proprietary data assets with those of Marketview. The final purchase price allocation of the acquisition is presented as part of "Others" in the table below.

The final purchase price allocations, inclusive of closing adjustments, of our 2018 acquisitions resulted in the following:

	<b>Rulebook</b>	<b>Validus</b>	<b>Others</b>	<b>Total</b>
Cash and cash equivalents	\$ —	\$ 0.9	\$ 2.2	\$ 3.1
Accounts receivable	2.0	1.5	1.0	4.5
Current assets	0.1	6.3	0.2	6.6
Fixed assets	1.5	0.4	0.2	2.1
Intangible assets	25.1	20.9	8.4	54.4
Goodwill	58.9	24.8	15.8	99.5
Other assets	8.6	—	—	8.6
Total assets acquired	<u>96.2</u>	<u>54.8</u>	<u>27.8</u>	<u>178.8</u>
Current liabilities	0.6	3.9	1.0	5.5
Deferred revenues	0.4	0.1	1.1	1.6
Deferred income taxes, net	0.1	3.6	1.5	5.2
Other liabilities	8.6	0.2	—	8.8
Total liabilities assumed	<u>9.7</u>	<u>7.8</u>	<u>3.6</u>	<u>21.1</u>
Net assets acquired	<u>86.5</u>	<u>47.0</u>	<u>24.2</u>	<u>157.7</u>
Less: Cash acquired	<u>—</u>	<u>(0.9)</u>	<u>(2.2)</u>	<u>(3.1)</u>
Net cash purchase price	<u>\$ 86.5</u>	<u>\$ 46.1</u>	<u>\$ 22.0</u>	<u>\$ 154.6</u>



**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The final amounts assigned to intangible assets by type for our 2018 acquisitions are summarized in the table below:

	Weighted Average Useful Life (in years)	Total
Technology	6	\$ 30.3
Marketing	9	4.0
Customer	10	20.1
Total intangible assets		<u>\$ 54.4</u>

For the year ended December 31, 2019, we finalized the purchase accounting for our 2018 acquisitions 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 our accompanying consolidated statements of operations for the years ended December 31, 2018 and 2017.

The goodwill of \$99.5 million associated with the purchases of Rulebook, Validus, Business Insight and Marketview is not deductible for tax purposes. For the year ended December 31, 2018, we incurred transaction costs related to acquisitions of \$1.5 million, which are included within "Selling, general and administrative" expenses in our accompanying consolidated statements of operations. Refer to [Note 12](#). Goodwill and Intangible Assets for further discussion.

Our 2018 acquisitions were immaterial, both individually and in the aggregate, to our consolidated financial statements for the years ended December 31, 2018 and 2017, 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, we have funded various escrow accounts to satisfy pre-acquisition indemnity and tax claims arising subsequent to the acquisition dates, as well as a portion of the contingent payment. During the years ended December 31, 2020 and 2019, we released \$0.8 million and \$25.2 million of indemnity escrows related to various acquisitions. At December 31, 2020 and 2019, the current portion of the escrows amounted to \$1.7 million and \$0.5 million, and the noncurrent portion of the escrows amounted to \$18.5 million and \$10.5 million, respectively.

Our acquisitions of Emergence Network Intelligence Limited, Validus, Arium Limited, and Rebmark Legal Solutions 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. We believe that the liabilities recorded as of December 31, 2020 reflect the best estimate of acquisition contingent payments. The associated current acquisition-related liabilities were \$0.6 million and \$111.2 million as of December 31, 2020 and December 31, 2019, respectively. The prior year acquisition-related liabilities were primarily due to PowerAdvocate. The associated noncurrent acquisition-related liabilities were \$0.2 million as of December 31, 2020 and 2019.

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**11. Dispositions:**

On February 1, 2020, the sale of the aerial imagery sourcing group was completed. We contributed assets related to the disposed business, including cash of \$63.8 million, in exchange for a non-controlling 35.0% ownership interest in a nonpublic company, Vexcel. We determined the fair value of the securities associated with the non-controlling ownership interest in Vexcel with the assistance of valuations performed by third-party specialists, including the discounted cash flow analysis and estimates made by management. The securities were concluded not to have a readily determinable fair value and did not qualify for the practical expedient to estimate fair value. The contributed assets approximated the fair value of the equity securities related to the non-controlling ownership interest; therefore, there was no gain or loss recorded in conjunction with this disposition for the year ended December 31, 2020.

On February 14, 2020, the sale of the compliance background screening business was completed for net cash proceeds of \$23.1 million. A gain of \$15.9 million was included in "Other operating (income) loss" within our accompanying consolidated statements of operations for the year ended December 31, 2020.

In the first quarter of 2020, our data warehouse business within the Financial Services segment qualified as assets held for sale and was sold on March 1, 2020. We recorded a gain of \$3.5 million in "Other operating (income) loss" within our accompanying consolidated statements of operations for the year ended December 31, 2020.

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**12. Goodwill and Intangible Assets:**

We completed the required annual impairment test as of June 30, 2020, 2019 and 2018, which resulted in no impairment of goodwill. Based on the results of our impairment assessment as of June 30, 2020, we determined that the fair value of our reporting units exceeded their respective carrying value. There were no goodwill impairment indicators after the date of the last annual impairment test.

The following is a summary of the change in goodwill from December 31, 2018 through December 31, 2020, both in total and as allocated to our operating segments:

	<b>Insurance</b>	<b>Energy and specialized markets</b>	<b>Financial services</b>	<b>Total</b>
Goodwill at December 31, 2018	\$ 833.8	\$ 2,054.7	\$ 473.0	\$ 3,361.5
Acquisitions	161.0	288.5	4.0	453.5
Businesses held for sale and disposition	(7.9)	—	(0.7)	(8.6)
Purchase accounting reclassifications	(1.4)	—	(0.1)	(1.5)
Foreign currency translation adjustment	13.3	46.3	(0.2)	59.4
Goodwill at December 31, 2019	998.8	2,389.5	476.0	3,864.3
Acquisitions	171.7	—	—	171.7
Purchase accounting reclassifications	2.1	(6.0)	(0.2)	(4.1)
Current period adjustment <sup>(1)</sup>	21.4	(19.5)	—	1.9
Foreign currency translation adjustment	14.6	59.6	0.1	74.3
Goodwill at December 31, 2020	<u>\$ 1,208.6</u>	<u>\$ 2,423.6</u>	<u>\$ 475.9</u>	<u>\$ 4,108.1</u>

(1) Of which \$19.5 million relates to a segment reclassification, refer to [Note 19](#). Segment Reporting

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

	<b>Weighted Average Useful Life (in years)</b>	<b>Cost</b>	<b>Accumulated Amortization</b>	<b>Net</b>
<b>December 31, 2020</b>				
Technology-based	7	\$ 559.6	(349.5)	\$ 210.1
Marketing-related	16	275.2	(113.4)	\$ 161.8
Contract-based	6	5.0	(5.0)	\$ —
Customer-related	13	1,004.3	(354.2)	\$ 650.1
Database-based	19	501.0	(138.2)	\$ 362.8
Total intangible assets		<u>\$ 2,345.1</u>	<u>\$ (960.3)</u>	<u>\$ 1,384.8</u>
<b>December 31, 2019</b>				
Technology-based	7	\$ 519.2	(291.9)	\$ 227.3
Marketing-related	16	265.3	(94.3)	\$ 171.0
Contract-based	6	5.0	(5.0)	\$ —
Customer-related	13	901.2	(278.0)	\$ 623.2
Database-based	19	484.6	(107.2)	\$ 377.4
Total intangible assets		<u>\$ 2,175.3</u>	<u>\$ (776.4)</u>	<u>\$ 1,398.9</u>

Amortization expense related to intangible assets for the years ended December 31, 2020, 2019 and 2018, was \$165.9 million, \$138.0 million, and \$130.8 million, respectively. Estimated amortization expense in future periods through 2025 and thereafter for intangible assets subject to amortization is as follows:

<b>Years Ending</b>	<b>Amount</b>
2021	\$ 169.9
2022	156.9
2023	144.3
2024	139.4
2025	114.7
2026 and thereafter	659.6
Total	<u>\$ 1,384.8</u>

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**13. Income Taxes:**

Domestic and foreign income before income taxes was as follows:

	2020	2019	2018
U.S.	\$ 834.0	\$ 553.9	\$ 700.2
Foreign	63.5	14.5	19.5
Total income before income taxes	<u>\$ 897.5</u>	<u>\$ 568.4</u>	<u>\$ 719.7</u>

The components of the provision for income taxes for the years ended December 31 were as follows:

	2020	2019	2018
Current:			
Federal	\$ 111.0	\$ 109.9	\$ 69.0
State and local	23.1	21.4	22.1
Foreign	18.9	14.6	11.1
Total current provision for income taxes	<u>153.0</u>	<u>145.9</u>	<u>102.2</u>
Deferred:			
Federal	22.6	(14.3)	27.6
State and local	7.4	(0.2)	2.8
Foreign	1.8	(12.9)	(11.6)
Total deferred provision for income taxes	<u>31.8</u>	<u>(27.4)</u>	<u>18.8</u>
Provision for income taxes	<u>\$ 184.8</u>	<u>\$ 118.5</u>	<u>\$ 121.0</u>

The reconciliation between our effective tax rate and the statutory tax rate is as follows for the years ended December 31:

	2020	2019	2018
Federal statutory rate	21.0%	21.0%	21.0%
State and local taxes, net of federal tax benefit	2.7%	2.8%	2.8%
UK legislative rate change impact	1.5%	—%	—%
Foreign Derived Intangible Income (FDII)	(0.8)%	(1.2)%	(0.9)%
Stock-based compensation	(3.7)%	(3.0)%	(5.5)%
Earn-outs	—%	2.0%	0.1%
Other	(0.1)%	(0.7)%	(0.7)%
Effective tax rate	<u>20.6%</u>	<u>20.9%</u>	<u>16.8%</u>

The decrease in the effective tax rate in 2020 compared to 2019 was primarily due to the impact of higher tax benefits from equity compensation in the current period versus the prior period as well as lower nondeductible earn-out expenses in the current period. These benefits were partially offset by the deferred tax impact of the tax rate increase in the United Kingdom that was enacted and recorded in 2020.

The tax effects of significant items comprising our deferred tax assets as of December 31 are as follows:

	2020	2019
Deferred tax assets:		
Employee wages, pension, and other benefits	\$ 7.3	\$ 13.0
ASC 842/Deferred rent	10.3	7.3
Net operating loss carryover	22.7	28.8
Litigation accrual	31.3	31.2
Capital and other unrealized losses	1.6	1.7
Interest expense	44.1	33.4
Other	12.2	16.4
Total	<u>129.5</u>	<u>131.8</u>
Less valuation allowance	(48.0)	(46.5)
Deferred tax assets	<u>81.5</u>	<u>85.3</u>
Deferred tax liabilities:		
Fixed assets and intangible assets	(445.3)	(411.0)
Commissions	(16.6)	(14.3)
Other	(7.4)	(6.2)
Deferred tax liabilities	<u>(469.3)</u>	<u>(431.5)</u>
Deferred tax liabilities, net	<u>\$ (387.8)</u>	<u>\$ (346.2)</u>

The net deferred tax liabilities of \$387.8 million consist primarily of timing differences involving depreciation and amortization.



**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The ultimate realization of the deferred tax assets depends on our ability to generate sufficient taxable income in the future. We have provided a valuation allowance against the deferred tax assets associated with the interest expense deduction limitation in the U.K. We have also provided for a valuation allowance against the deferred tax assets associated with the net operating losses of certain subsidiaries. Our net operating loss carryforwards expire as follows:

Years Ending	Amount
2021 - 2028	\$ 22.7
2029 - 2033	20.5
2034 - 2040	177.9
Total	<u>\$ 221.1</u>

A valuation allowance has been established based on our evaluation of the likelihood of utilizing these benefits before they expire. We have determined that the generation of future taxable income from certain subsidiaries to fully realize the deferred tax assets is uncertain. Other than these items, we have determined, based on our historical operating performance, that our taxable income will more likely than not be sufficient to fully realize the deferred tax assets.

As of December 31, 2020, we have not made a provision for U.S. or additional foreign withholdings taxes for any additional outside basis difference inherent in our foreign subsidiaries, as these amounts continue to be indefinitely reinvested in foreign operations. Determining the amount of unrecognized deferred tax liability related to any additional outside basis difference in these entities is not practicable. We do not rely on these unremitted earnings as a source of funds for our domestic business as we expect to have sufficient cash flow in the U.S. to fund our U.S. operational and strategic needs.

We follow ASC No. 740-10 which prescribes a comprehensive model for the financial statement recognition, measurement, presentation, and disclosure of uncertain tax positions taken or expected to be taken in income tax returns. For each tax position, we must determine whether it is more likely than not that the position will be sustained upon examination based on the technical merits of the position, including resolution of any related appeals or litigation. A tax position that meets the more likely than not recognition threshold is then measured to determine the amount of benefit to recognize within the financial statements. No benefits may be recognized for tax positions that do not meet the more likely than not threshold. A reconciliation of the beginning and ending amount of unrecognized tax benefit is as follows:

	2020	2019	2018
Unrecognized tax benefit as of January 1	\$ 11.5	\$ 17.4	\$ 16.3
Gross increase in tax positions in prior period	0.5	0.6	2.0
Gross decrease in tax positions in prior period	(0.2)	(3.3)	(0.1)
Settlements	—	(2.4)	(0.3)
Lapse of statute of limitations	(1.9)	(0.8)	(0.5)
Unrecognized tax benefit as of December 31	<u>\$ 9.9</u>	<u>\$ 11.5</u>	<u>\$ 17.4</u>

Of the total unrecognized tax benefits as of December 31, 2020, 2019, and 2018, \$8.1 million, \$8.6 million, and \$14.4 million, respectively, represent the amounts that, if recognized, would have a favorable effect on our effective tax rate in any future periods.

The total gross amount of accrued interest and penalties for the years ended December 31, 2020, 2019, and 2018 was \$3.9 million, \$4.6 million, and \$5.7 million, respectively. Our practice is to recognize interest and penalties associated with income taxes as a component of "Provision for income taxes" in our accompanying consolidated statements of operations.

We do not expect a significant increase in unrecognized benefits related to federal, state, or foreign tax exposures within the coming year. In addition, we believe that it is reasonably possible that approximately \$5.8 million of our currently remaining unrecognized tax positions, each of which is individually insignificant, may be recognized by the end of 2021 as a result of a combination of audit settlements and lapses of statute of limitations, net of additional uncertain tax positions.

We are subject to tax in the U.S., various state, and foreign jurisdictions. Joined by our domestic subsidiaries, we file a consolidated income tax return. With a few exceptions, none of which are material to our consolidated financial statements as of December 31, 2020, we are no longer subject to U.S. federal, state and local, or non-US income tax examinations by tax authorities for tax years before 2016. In New Jersey, we are being audited for the years ended December 31, 2013 through 2018 with a statute extension until June 30, 2021. In Massachusetts, we are being audited for the years ended December 31, 2016 through 2018. We do not expect that the results of these examinations will have a material effect on our financial position, results of operations, or cash flow.



**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**14. Composition of Certain Financial Statement Caption:**

The following table presents the components of "Accounts payable and accrued liabilities" as of December 31:

	<b>2020</b>	<b>2019</b>
Accounts payable and accrued liabilities:		
Accrued salaries, benefits and other related costs	\$ 158.7	\$ 147.4
Legal accrual (1)	126.5	128.4
Escrow liabilities	1.5	0.2
Accrued interest	20.7	19.0
Trade accounts payable and other accrued expenses	99.3	80.0
Total accounts payable and accrued liabilities	<u>\$ 406.7</u>	<u>\$ 375.0</u>

(1) Included a litigation reserve for *Xactware Solutions, Inc. Patent Litigation* of \$125.0 million.

The following table presents the components of "Other noncurrent assets" as of December 31:

	<b>2020</b>	<b>2019</b>
Other noncurrent assets:		
Pension benefits	\$ 77.3	\$ 60.3
Other assets - prepaid expenses	70.6	57.0
Acquisition related escrows	18.5	10.5
Investments in non-public companies	192.6	27.1
Deposits and other	6.7	4.9
Total other noncurrent assets	<u>\$ 365.7</u>	<u>\$ 159.8</u>

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**15. Debt:**

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

	<b>Issuance Date</b>	<b>Maturity Date</b>	<b>2020</b>	<b>2019</b>
<b>Short-term debt and current portion of long-term debt:</b>				
Syndicated revolving credit facility	Various	Various	\$ 50.0	\$ 495.0
<b>Senior notes:</b>				
5.800% senior notes, less unamortized discount and debt issuance costs of \$(0.1)	4/6/2011	5/1/2021	449.9	—
Finance lease liabilities (1)	Various	Various	14.4	4.4
Short-term debt and current portion of long-term debt			514.3	499.4
<b>Long-term debt:</b>				
<b>Senior notes:</b>				
3.625% senior notes, less unamortized discount and debt issuance costs of \$(10.7)	5/13/2020	5/15/2050	489.3	—
4.125% senior notes (2), inclusive of unamortized premium, and net of unamortized discount and debt issuance costs of \$12.4 and \$13.9, respectively	3/6/2019	3/15/2029	612.4	613.9
4.000% senior notes, less unamortized discount and debt issuance costs of \$(5.4) and \$(6.7), respectively	5/15/2015	6/15/2025	894.6	893.3
5.500% senior notes, less unamortized discount and debt issuance costs of \$(4.3) and \$(4.5), respectively	5/15/2015	6/15/2045	345.7	345.5
4.125% senior notes, less unamortized discount and debt issuance costs of \$(1.1) and \$(1.6), respectively	9/12/2012	9/12/2022	348.9	348.4
5.800% senior notes, less unamortized discount and debt issuance costs of \$(0.7)	4/6/2011	5/1/2021	—	449.3
Finance lease liabilities	Various	Various	10.3	3.3
Syndicated revolving credit facility debt issuance costs	Various	Various	(1.6)	(2.1)
Long-term debt			2,699.6	2,651.6
Total debt			\$ 3,213.9	\$ 3,151.0

(1) Refer to [Note 8](#). Leases

(2) We offered an additional issuance of these notes on September 6, 2019.

Accrued interest associated with our outstanding debt obligations was \$20.7 million and \$19.0 million as of December 31, 2020 and 2019, respectively, and included in "Accounts payable and accrued liabilities" within our accompanying consolidated balance sheets. Interest expense associated with our finance lease and outstanding debt obligations, including amortization of debt issuance costs and original discounts, was \$138.3 million, \$125.7 million and \$128.2 million for the years ended December 31, 2020, 2019 and 2018, respectively.

*Senior Notes*

On May 8, 2020, we completed an issuance of \$500.0 million aggregate principal amount of 3.625% senior notes due 2050 (the "2050 notes"). The 2050 notes mature on May 15, 2050 and accrue interest at a fixed rate of 3.625% per annum. Interest is payable semiannually on the 2050 notes on May 15th and November 15th of each year, beginning on November 15, 2020. The 2050 notes were issued at a discount of \$5.2 million, and we incurred debt issuance costs of \$5.7 million. The original issue discount and debt issuance costs were included in "Long-term debt" in our accompanying consolidated balance sheets, and these costs will be amortized to "Interest expense" in our accompanying consolidated statements of operations over the life of the 2050 notes. The net proceeds from the issuance of the 2050 notes were utilized to partially repay the committed senior unsecured Syndicated Revolving Credit Facility (the "Credit Facility") and for general corporate purposes. The indenture governing the 2050 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. As of December 31, 2020 and December 31, 2019, we had senior notes with an aggregate principal amount of \$3,150.0 million and \$2,650.0 million outstanding, respectively, and were in compliance with our financial and other debt covenants.

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

*Syndicated Revolving Credit Facility*

We have a Credit Facility with a borrowing capacity of \$1,000.0 million with Bank of America N.A., HSBC Bank USA, N.A., JP Morgan Chase Bank, N.A., Wells Fargo Bank, National Association, Citibank, N.A., Credit Suisse AG, Cayman Islands Branch, Morgan Stanley Bank, N.A., TD Bank, N.A., and the Northern Trust Company. Interest on borrowings under the Credit Facility 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 Credit Facility 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 one time each to 4.0 to 1.0 and 4.25 to 1.0. The Credit Facility may be used for general corporate purposes, including working capital needs and capital expenditures, acquisitions, dividends and the share repurchase program (the "Repurchase Program"). As of December 31, 2020, we were in compliance with all financial and other debt covenants under the Credit Facility. As of December 31, 2020 and 2019, the available capacity under the Credit Facility was \$944.6 million and \$500.2 million, net of the letters of credit of \$5.4 million and \$4.8 million, respectively. Subsequent to December 31, 2020, we had no borrowings and made repayments of \$50.0 million under the Credit Facility.

*Debt Maturities*

The following table reflects our debt maturities:

<b>Years Ending</b>	<b>Amount</b>
2021	\$ 514.4
2022	360.0
2023	0.3
2024	—
2025	900.0
2026 and thereafter	1,450.0
Total	\$ 3,224.7

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**16. Stockholders' Equity:**

We have 2,000,000,000 shares of authorized common stock as of December 31, 2020 and 2019. The common shares have rights to any dividend declared by our board of directors, subject to any preferential or other rights of any outstanding preferred stock, and voting rights to elect all eleven members of our board of directors.

We have 80,000,000 shares of authorized preferred stock, par value \$0.001 per share. The preferred shares have preferential rights over the common shares with respect to dividends and net distribution upon liquidation. We did not issue any preferred shares as of December 31, 2020.

At December 31, 2020, 2019 and 2018, the adjusted closing price of our common stock was \$207.59, \$149.34, and \$108.28 per share, respectively.

On February 12, 2020, April 29, 2020, July 29, 2020, and October 28, 2020, our board approved a cash dividend of \$0.27 per share of common stock issued and outstanding to the holders of record as of March 13, 2020, June 15, 2020, September 15, 2020, and December 15, 2020, respectively. The cash dividends of \$43.9 million, \$44.0 million, \$43.9 million, and \$43.9 million were paid on March 31, 2020, June 30, 2020, September 30, 2020, and December 31, 2020 and recorded as a reduction to retained earnings, respectively.

*Share Repurchase Program*

Since May 2010, we have authorized repurchases of up to \$3,800.0 million of our common stock through our Repurchase Program, inclusive of the \$500.0 million authorization approved by our board on February 12, 2020. 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 \$3,521.2 million. As of December 31, 2020, we had \$278.8 million available to repurchase shares. We have no obligation to repurchase stock under this program and intend to use this authorization as a means of offsetting dilution from the issuance of shares under our 2013 Equity Incentive Plan (the "2013 Incentive Plan"), our 2009 Equity Incentive Plan (the "2009 Incentive Plan"), our sharesave plan ("UK Sharesave Plan"), and our employee stock purchase plan ("ESPP") while providing flexibility to repurchase additional shares if warranted. This authorization has no expiration date and may be increased, reduced, suspended, or terminated at any time. Shares that are repurchased under the Repurchase Program will be recorded as treasury stock and will be available for future issuance.

In December 2019, March 2020, June 2020, and September 2020 we entered into Accelerated Share Repurchase ("ASR") agreements to repurchase shares of our common stock for an aggregate purchase price of \$50.0 million, \$75.0 million, \$50.0 million, and \$50.0 million, respectively, with HSBC Bank USA, N.A., Bank of America, N.A., and Citibank, N.A. The ASR agreements are each accounted for as a treasury stock transaction and a forward stock purchase agreement indexed to our 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, 2020, April 1, 2020, July 1, 2020, and October 1, 2020, we received an aggregate delivery of 267,845, 430,477, 235,018, and 215,855 shares of our common stock at a price of \$149.34, \$139.38, \$170.20, and \$185.31, respectively. Upon the final settlement of the ASR agreements in February 2020, June 2020, September 2020, and December 2020, we received additional shares of 40,901, 61,052, 41,272, and 47,042, respectively, as determined by the volume weighted average share price of our common stock during the term of the ASR agreements. The aggregate purchase price was recorded as a reduction to stockholders' equity in our consolidated statements of changes in stockholders' equity for the year ended December 31, 2020. These repurchases of 1,339,462 shares for the year ended December 31, 2020 resulted in a reduction of outstanding shares used to calculate the weighted average common shares outstanding for basic and diluted earnings per share ("EPS").

During the years ended December 31, 2020 and 2019, we repurchased 2,155,084 and 2,178,151 shares of common stock as part of the Repurchase Program, inclusive of the ASRs, at a weighted average price of \$161.84 and \$137.73 per share, respectively. We utilized cash from operations and borrowings from our Credit Facility to fund these repurchases.

*Treasury Stock*

As of December 31, 2020, our treasury stock consisted of 381,185,512 shares of common stock. During the years ended December 31, 2020, 2019 and 2018, we transferred 1,811,046, 1,369,305 and 2,973,947 shares of common stock, under the 2013 Incentive Plan and 2009 Incentive Plan, from the treasury shares at a weighted average price of \$10.67, \$9.72 and \$8.71 per share, respectively.

*Earnings Per Share*

The following is a reconciliation of the numerators and denominators of our basic and diluted EPS computations for the years ended December 31:

	2020	2019	2018
	(In millions, except for share and per share data)		
Numerator used in basic and diluted EPS:			
Net income	\$ 712.7	\$ 449.9	\$ 598.7
Denominator:			
Weighted average number of common shares used in basic EPS	162,610,586	163,535,438	164,808,110
Effect of dilutive shares:			
Potential common stock issuable from stock options and stock awards	2,710,123	3,024,677	3,489,726
Weighted average number of common shares and dilutive potential common shares used in diluted EPS	165,320,709	166,560,115	168,297,836

The potential shares of common stock that were excluded from diluted EPS were 513,137, 674,983 and 496,446 at December 31, 2020, 2019 and 2018, respectively, because the effect of including those potential shares was anti-dilutive.

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

*Accumulated Other Comprehensive Losses*

The following is a summary of accumulated other comprehensive losses as of December 31:

	2020	2019
Foreign currency translation adjustment	\$ (292.2)	\$ (400.1)
Pension and postretirement adjustment, net of tax	(83.5)	(86.8)
Accumulated other comprehensive losses	<u>\$ (375.7)</u>	<u>\$ (486.9)</u>

The before tax and after tax amounts of other comprehensive income (loss) for the years ended December 31, 2020, 2019 and 2018 are summarized below:

	Before Tax	Tax Benefit (Expense)	After Tax
<b>December 31, 2020</b>			
Foreign currency translation adjustment	\$ 107.9	\$ —	\$ 107.9
Pension and postretirement adjustment before reclassifications	11.1	(2.9)	8.2
Amortization of net actuarial loss and prior service benefit reclassified from accumulated other comprehensive losses <sup>(1)</sup>	(6.7)	1.8	(4.9)
Pension and postretirement adjustment	4.4	(1.1)	3.3
Total other comprehensive income	<u>\$ 112.3</u>	<u>\$ (1.1)</u>	<u>\$ 111.2</u>
<b>December 31, 2019</b>			
Foreign currency translation adjustment	\$ 88.4	\$ —	\$ 88.4
Pension and postretirement adjustment before reclassifications	26.7	(6.4)	20.3
Amortization of net actuarial loss and prior service benefit reclassified from accumulated other comprehensive losses <sup>(1)</sup>	(4.9)	1.2	(3.7)
Pension and postretirement adjustment	21.8	(5.2)	16.6
Total other comprehensive income	<u>\$ 110.2</u>	<u>\$ (5.2)</u>	<u>\$ 105.0</u>
<b>December 31, 2018</b>			
Foreign currency translation adjustment	\$ (154.1)	\$ —	\$ (154.1)
Pension and postretirement adjustment before reclassifications	(36.7)	9.1	(27.6)
Amortization of net actuarial loss and prior service benefit reclassified from accumulated other comprehensive losses <sup>(1)</sup>	3.7	(0.9)	2.8
Pension and postretirement adjustment	(33.0)	8.2	(24.8)
Total other comprehensive loss	<u>\$ (187.1)</u>	<u>\$ 8.2</u>	<u>\$ (178.9)</u>

- (1) These accumulated other comprehensive loss components, before tax, are included under “Cost of revenues” and “Selling, general and administrative” in our accompanying consolidated statements of operations. These components are also included in the computation of net periodic (benefit) cost (See [Note 18](#), Pension and Postretirement Benefits for additional details).

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**17. Compensation Plans:**

*KSOP*

We have established the KSOP for the benefit of eligible employees in the U.S. and Puerto Rico. The KSOP includes both an employee savings component and an employee stock ownership component. The purpose of the combined plan is to enable our employees to participate in a tax-deferred savings arrangement under Internal Revenue Service Code Sections 401(a) and 401(k) (the “Code”), and to provide our employees equity participation through the employee stock ownership plan (“ESOP”) accounts.

Under the KSOP, eligible employees may make pre-tax and after-tax cash contributions as a percentage of their compensation, subject to certain limitations under the applicable provisions of the Code. The maximum pre-tax contribution that can be made to the 401(k) account as determined under the provisions of Code Section 401(g) is \$19.5 thousand for 2020, \$19.0 thousand for 2019 and \$18.5 thousand for 2018. Certain eligible participants (age 50 and older) may contribute an additional \$6.5 thousand on a pre-tax basis for 2020 and \$6.0 thousand for 2019 and 2018. After-tax contributions are limited to 10.0% of a participant’s compensation. The matching contributions prior to April 1, 2018 were primarily equal to 75.0% of the first 6.0% of the participant’s contribution. Effective April 1, 2018, we amended the KSOP to increase the matching contributions to 87.5% of the first 6.0% of the participant’s contribution. Effective January 1, 2019, we increased the matching contributions to 100.0% of the first 6.0% of the participant’s contribution. The 401(k) matching contributions under the KSOP for the years ended December 31, 2020, 2019 and 2018, were \$31.6 million, \$31.0 million, \$22.0 million, respectively; which, at our option, were funded in cash or in common stock issued from treasury shares.

In 2005, we established the ISO Profit Sharing Plan (the “Profit Sharing Plan”), a defined contribution plan, to replace the qualified pension plan for all eligible employees hired on or after March 1, 2005. The Profit Sharing Plan is a component of the KSOP. Eligible employees participated in the Profit Sharing Plan if they completed 1,000 hours of service each plan year and were employed on December 31 of that year. We can make a discretionary contribution to the Profit Sharing Plan based on our annual performance. Participants vest once they have completed four years and 1,000 hours of service. For the years ended December 31, 2020, 2019 and 2018, there were no profit sharing contributions.

*Equity Compensation Plans*

All of our outstanding stock options, restricted stock and PSUs are covered under our 2013 Incentive Plan or 2009 Incentive Plan. Awards under our 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 our 2013 Incentive Plan. We issued common stock under these plans from our treasury shares. The number of shares of common stock available for issuance under our 2013 Incentive Plan is 15,700,000 and such amount shall be reduced on a 1-for-1 basis for every share issued that is subject to an option or stock appreciation right and on a 2.5-for-1 basis for every share issued that is subject to an award other than an option or stock appreciation right. Shares that were subject to an award under our 2013 Incentive Plan that become forfeited, expired or otherwise terminated shall again be available for issuance under our 2013 Incentive Plan on a 1-for-1 basis if the shares were subject to options or stock appreciation rights, and on a 2.5-for-1 basis if the shares were subject to awards other than options or stock appreciation rights. We have granted equity awards to key employees and directors. The ultimate realization of the PSUs may range from 0% to 200% of the recipient’s target levels established on the grant date. As of December 31, 2020, there were 3,104,938 shares of common stock reserved and available for future issuance.



**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

A summary of the status of the stock options, restricted stock and PSUs awarded under our 2013 Incentive Plan as of December 31, 2020, 2019 and 2018 and changes during the years is presented below.

	Stock Option			Restricted Stock		PSU	
	Number of Options	Weighted Average Exercise Price	Aggregate Intrinsic Value (in millions)	Number of Shares	Weighted Average Grant Date Fair Value Per Share	Number of Shares	Weighted Average Grant Date Fair Value Per Share
Outstanding at January 1, 2018	8,907,109	\$ 53.31	\$ 380.2	604,464	\$ 78.28	—	\$ —
Granted	958,332	\$ 104.23		207,041	\$ 104.34	46,705	\$ 140.70
Exercised or lapsed	(2,752,735)	\$ 33.00	\$ 213.0	(225,205)	\$ 76.88	—	\$ —
Canceled, expired or forfeited	(292,660)	\$ 79.16		(52,965)	\$ 82.64	(4,655)	\$ 140.70
Outstanding at December 31, 2018	6,820,046	\$ 67.27	\$ 284.9	533,335	\$ 88.55	42,050	\$ 140.70
Granted	920,398	\$ 135.64		167,231	\$ 135.82	51,792	\$ 173.59
Dividend reinvestment	—	\$ —		—	\$ —	550	Not applicable
Exercised or lapsed	(1,131,970)	\$ 51.20	\$ 101.0	(242,815)	\$ 84.60	—	\$ —
Canceled, expired or forfeited	(175,660)	\$ 92.27		(29,022)	\$ 109.72	(432)	\$ 134.24
Outstanding at December 31, 2019	6,432,814	\$ 79.51	\$ 449.2	428,729	\$ 107.96	93,960	\$ 158.50
Granted	936,843	\$ 159.28		163,441	\$ 159.96	50,736	\$ 192.93
Dividend reinvestment	—	\$ —		—	\$ —	913	Not applicable
Exercised or lapsed	(1,623,740)	\$ 56.83	\$ 189.8	(178,317)	\$ 102.00	—	\$ —
Canceled, expired or forfeited	(134,140)	\$ 125.95		(23,799)	\$ 124.40	—	\$ —
Outstanding at December 31, 2020	5,611,777	\$ 98.28	\$ 613.4	390,054	\$ 131.63	145,609	\$ 170.75
Exercisable at December 31, 2020	3,494,164	\$ 76.84	\$ 456.9				
Exercisable at December 31, 2019	4,175,855	\$ 65.05	\$ 352.0				
Nonvested at December 31, 2020	2,117,613			390,054		102,999	
Expected to vest at December 31, 2020	1,900,586			354,959		268,294	(1)

(1) Includes estimated performance achievement

The fair value of our stock options granted was estimated on the date of grant using a Black-Scholes option valuation model that uses the weighted-average assumptions noted in the following table during the years ended December 31:

	2020	2019	2018
Expected volatility	18.48%	18.76%	18.51%
Risk-free interest rate	1.51%	2.25%	2.53%
Expected term in years	4.3	4.4	4.4
Dividend yield	0.71%	0.80%	—%
Weighted average grant date fair value per stock option	\$ 25.87	\$ 24.13	\$ 21.48

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

A summary of the status of our nonvested options and changes are presented below:

	<b>Number of Options</b>	<b>Weighted Average Grant-Date Fair Value Per Share</b>
Nonvested balance at January 1, 2018	2,911,770	\$ 14.86
Granted	958,332	\$ 21.48
Vested	(1,117,513)	\$ 14.79
Cancelled or expired	(292,660)	\$ 15.33
Nonvested balance at December 31, 2018	2,459,929	\$ 17.41
Granted	920,398	\$ 24.13
Vested	(947,708)	\$ 17.29
Cancelled or expired	(175,660)	\$ 17.77
Nonvested balance at December 31, 2019	2,256,959	\$ 20.17
Granted	936,843	\$ 25.87
Vested	(942,049)	\$ 18.30
Cancelled or expired	(134,140)	\$ 22.40
Nonvested balance at December 31, 2020	2,117,613	\$ 23.39

Intrinsic value for stock options is calculated based on the exercise price of the underlying awards and the quoted price of our common stock as of the reporting date. Excess tax benefits of \$42.9 million, \$23.2 million and \$48.9 million from exercised stock options were recorded as income tax benefit in our accompanying consolidated statements of operations for the years ended December 31, 2020, 2019 and 2018, respectively. Stock-based compensation expense for the years ended December 31, 2020, 2019 and 2018 was \$47.6 million, \$42.7 million and \$38.5 million, respectively. Cash received from stock option exercises for the years ended December 31, 2020, 2019 and 2018 was \$88.0 million, \$52.4 million and \$87.3 million, respectively. As of December 31, 2020, the weighted average remaining contractual terms were 6.0 years and 4.7 years for outstanding and exercisable stock options, respectively. As of December 31, 2019, the weighted average remaining contractual terms were 5.8 years and 4.6 years for outstanding and exercisable stock options, respectively.

For the year ended December 31, 2020 and 2019, certain employees had restricted stock vesting and covered the aggregate statutory minimum tax withholding of \$4.1 million and \$5.5 million through a net settlement of 27,890 shares and 40,578 shares, respectively.

As of December 31, 2020, there was \$82.4 million of total unrecognized compensation cost, exclusive of the impact of vesting upon retirement eligibility, related to nonvested share-based compensation arrangements granted under our 2013 Incentive Plan. That cost is expected to be recognized over a weighted-average period of 2.3 years. The total grant date fair value of options vested during the years ended December 31, 2020, 2019 and 2018 was \$20.1 million, \$17.4 million and \$16.8 million, respectively. The total grant date fair value of restricted stock vested during the years ended December 31, 2020, 2019 and 2018 was \$22.3 million, \$20.2 million and \$18.6 million, respectively. The total grant date fair value of PSUs vested during the years ended December 31, 2020, 2019 and 2018 was \$8.2 million, \$4.2 million and \$1.5 million, respectively.

Our UK Sharesave Plan offers qualifying employees in the United Kingdom the opportunity to own shares of our common stock. Employees who elect to participate are granted stock options, of which the exercise price is equal to the adjusted closing price of our 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 years ended December 31, 2020, 2019 and 2018, we granted 8,174, 18,713 and 19,247 stock options under the UK Sharesave Plan at a discounted exercise price of \$159.98, \$136.35 and \$101.27, respectively. As of December 31, 2020, there were 454,178 shares of common stock reserved and available for future issuance under our UK Sharesave Plan.

We also offer eligible employees the opportunity to participate in an ESPP. Under our ESPP, participating employees may authorize payroll deductions of up to 20.0% of their regular base salary and up to 50.0% of their short-term incentive compensation, both of which in total may not exceed \$25.0 thousand in any calendar year, to purchase shares of our common stock at a 5.0% discount of its fair market value at the time of purchase. In accordance with ASC 718, our ESPP is noncompensatory as the purchase discount is 5.0% or less from the fair market value, substantially all employees that meet limited employment qualifications may participate, and it incorporates no option features. During the years ended December 31, 2020, 2019 and 2018, we issued 32,502, 30,705 and 30,550 shares of common stock at a weighted average discounted price of \$164.44, \$141.17 and \$104.71, respectively. As of December 31, 2020, there were 1,260,266 shares of common stock reserved and available for future issuance under our ESPP.



**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**18. Pension and Postretirement Benefits:**

We have a frozen qualified defined benefit pension plan for certain of our employees through membership in the Pension Plan for Insurance Organizations (the “Pension Plan”), a multiple-employer trust. Prior to the freeze, we applied a cash balance formula to determine future benefits. Under the cash balance formula, each participant has an account, which was credited annually based on salary rates determined by years of service, as well as the interest earned on the previous year-end cash balance. We also have a non-qualified frozen supplemental cash balance plan (“SERP”) for certain employees. Our SERP is funded from our general assets.

Our Pension Plan’s funding policy is to contribute annually at an amount between the minimum funding requirements set forth in the Employee Retirement Income Security Act of 1974 and the maximum amount that can be deducted for federal income tax purposes. The minimum contribution requirement was and is expected to be \$0 in 2020 and 2021, respectively. We contributed \$0.7 million to our SERP in 2020 and 2019, and expect to contribute \$1.0 million in 2021.

We also provide certain healthcare and life insurance benefits for both 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. We do not expect to contribute to our Postretirement Plan in 2021.

The following table sets forth the changes in the benefit obligations and the plan assets, the funded status of the Pension Plan, SERP and Postretirement Plan, and the amounts recognized in our consolidated balance sheets at December 31:

	<b>Pension Plan and SERP</b>		<b>Postretirement Plan</b>	
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
<b>Change in benefit obligation:</b>				
Benefit obligation at January 1	\$ 443.6	\$ 407.8	\$ 8.2	\$ 9.7
Interest cost	12.6	15.6	0.2	0.3
Actuarial loss (gain)	32.1	48.2	(0.2)	(0.4)
Plan participants’ contributions	—	—	1.6	2.1
Benefits paid	(28.4)	(28.0)	(2.3)	(3.6)
Federal subsidy on benefits paid	—	—	—	0.1
Benefit obligation at December 31	<u>\$ 459.9</u>	<u>\$ 443.6</u>	<u>\$ 7.5</u>	<u>\$ 8.2</u>
Accumulated benefit obligation at December 31	<u>\$ 459.9</u>	<u>\$ 443.6</u>		
<b>Change in plan assets:</b>				
Fair value of plan assets at January 1	\$ 488.9	\$ 421.3	\$ 10.3	\$ 9.7
Actual return on plan assets, net of expenses	59.6	94.9	0.3	0.6
Employer contributions, net	0.7	0.7	0.6	1.4
Plan participants’ contributions	—	—	1.6	2.1
Benefits paid	(28.4)	(28.0)	(2.3)	(3.6)
Federal subsidies received	—	—	—	0.1
Fair value of plan assets at December 31	<u>\$ 520.8</u>	<u>\$ 488.9</u>	<u>\$ 10.5</u>	<u>\$ 10.3</u>
Funded status at December 31	<u>\$ (60.9)</u>	<u>\$ (45.3)</u>	<u>\$ (3.0)</u>	<u>\$ (2.1)</u>
<b>Amounts recognized in the consolidated balance sheets consist of:</b>				
Pension assets, noncurrent (1)	\$ (74.3)	\$ (58.2)	\$ (3.0)	\$ (2.1)
Pension, SERP and postretirement benefits, current (2)	1.0	0.8	—	—
Pension, SERP and postretirement benefits, noncurrent (3)	12.4	12.1	—	—
Total Pension, SERP and Postretirement benefits	<u>\$ (60.9)</u>	<u>\$ (45.3)</u>	<u>\$ (3.0)</u>	<u>\$ (2.1)</u>

(1) Included in "Other assets" in our accompanying consolidated balance sheets

(2) Included in "Accounts payable and accrued liabilities" in our accompanying consolidated balance sheets

(3) Included in "Other liabilities" in our accompanying consolidated balance sheets

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The pre-tax components included within accumulated other comprehensive losses as of December 31 are summarized below:

	Pension Plan and SERP		Postretirement Plan	
	2020	2019	2020	2019
Prior service benefit cost (credit)	\$ 3.0	\$ 3.2	\$ (0.1)	\$ (0.3)
Actuarial losses	133.2	137.1	3.1	3.8
Accumulated other comprehensive losses, pretax	\$ 136.2	\$ 140.3	\$ 3.0	\$ 3.5

The pre-tax components of net periodic benefit (credit) cost and the amounts recognized in other comprehensive loss are summarized below for the years ended December 31:

	Pension Plan and SERP			Postretirement Plan		
	2020	2019	2018	2020	2019	2018
Interest cost	\$ 12.6	\$ 15.6	\$ 15.2	\$ 0.2	\$ 0.3	\$ 0.3
Expected return on plan assets	(29.9)	(30.3)	(32.9)	(0.2)	(0.2)	(0.2)
Amortization of prior service cost (credit) reclassified from accumulated other comprehensive losses	0.2	0.2	0.2	(0.1)	(0.1)	(0.1)
Amortization of net actuarial loss reclassified from accumulated other comprehensive losses	6.3	4.5	3.2	0.3	0.3	0.4
Net periodic benefit (credit) cost	(10.8)	(10.0)	(14.3)	0.2	0.3	0.4
Amortization of prior service (cost) credit reclassified from accumulated other comprehensive losses	(0.2)	(0.2)	(0.2)	0.1	0.1	0.1
Amortization of actuarial loss reclassified from accumulated other comprehensive losses	(0.2)	(0.1)	(0.1)	—	—	—
Net loss recognized reclassified from accumulated other comprehensive losses	(6.1)	(4.4)	(3.1)	(0.3)	(0.3)	(0.4)
Actuarial (gain) loss	2.4	(16.4)	37.0	(0.3)	(0.8)	(0.3)
Total recognized in other comprehensive (income) loss	(4.1)	(21.1)	33.6	(0.5)	(1.0)	(0.6)
Total recognized in net periodic benefit (credit) cost and other comprehensive (income) loss	\$ (14.9)	\$ (31.1)	\$ 19.3	\$ (0.3)	\$ (0.7)	\$ (0.2)

The weighted-average assumptions used to determine benefit obligations as of December 31, 2020 and 2019 and net periodic benefit (credit) cost for the years 2020, 2019 and 2018 are provided below:

	Pension Plan and SERP			Postretirement Plan		
	2020	2019		2020	2019	
Weighted-average assumptions used to determine benefit obligations:						
Discount rate	2.49%	3.24%		1.50%	2.50%	
Expected return on plan assets	6.50%	6.75%		2.00%	2.00%	
Cash balance interest credit rate	2.57%	2.57%		Not applicable		
Weighted-average assumptions used to determine net periodic benefit (credit) loss:						
Discount rate	2.83%	3.82%	3.50%	2.50%	3.75%	3.00%
Expected return on plan assets	6.75%	7.00%	7.00%	2.00%	2.00%	2.00%
Cash balance interest credit rate	2.57%	2.57%	2.57%	Not applicable		

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The following table presents the estimated future benefit payments for the respective plans. The future benefit payments for the Postretirement Plan are net of the federal Medicare subsidy.

	Pension Plan and SERP		Postretirement Plan	
	Gross Benefit Amount	Gross Benefit Amount	Medicare Subsidy Payments	Net Benefit Amount
2021	\$ 30.5	\$ 1.2	\$ (0.2)	\$ 1.0
2022	\$ 30.1	\$ 1.1	\$ (0.2)	\$ 0.9
2023	\$ 30.3	\$ 1.0	\$ (0.2)	\$ 0.8
2024	\$ 29.9	\$ 0.8	\$ —	\$ 0.8
2025	\$ 28.9	\$ 0.7	\$ —	\$ 0.7
2026-2030	\$ 135.5	\$ 2.4	\$ (0.1)	\$ 2.3

The healthcare cost trend rate for 2021 was 8.00% gradually decreasing to 4.50% in 2035. Assumed healthcare cost trend rates have a significant effect on the amounts reported for the healthcare plan. However, a 1.00% change in assumed healthcare cost trend rates would have an immaterial effect to our postretirement benefit obligation.

The subsidy benefit from the Medicare Prescription Drug, Improvement and Modernization Act of 2003 reduced our accumulated postretirement benefit assets by approximately \$0.8 million as of December 31, 2020 and 2019. The subsidy cost increased the net periodic benefit cost by approximately \$58.2 thousand, \$48.5 thousand and \$51.0 thousand in fiscal 2020, 2019 and 2018, respectively.

The expected return on our Pension Plan assets as of December 31, 2020 and 2019 was 6.50% and 6.75%, respectively, which was determined by taking into consideration our analysis of our actual historical investment returns to a broader long-term forecast after adjusting for the target investment allocation and reflecting the current economic environment. During the first quarter of 2020, we changed the investment guidelines on our Pension Plan assets to target investment allocation of 55% to equity securities and 45% to debt securities from our previous target allocation of 60% to equity securities and 40% to debt securities as of December 31, 2019. Our Pension Plan assets consist primarily of investments in various fixed income and equity funds. Investment guidelines are established with each investment manager. These guidelines provide the parameters within which the investment managers agree to operate, including criteria that determine eligible and ineligible securities, diversification requirements and credit quality standards, where applicable. Investment managers are prohibited from entering into any speculative hedging transactions. The investment objective is to achieve a maximum total return with strong emphasis on preservation of capital in real terms. As of December 31, 2020 and 2019, the domestic equity portion of the total portfolio ranged between 40% and 60%. The international equity portion of the total portfolio ranged between 10% and 20%. The fixed income portion of the total portfolio ranged between 20% and 40%.

The asset allocation at December 31, 2020 and 2019, and target allocation by asset category are as follows:

Asset Category	Target Allocation	Percentage of Plan Assets	
		2020	2019
Equity securities	55.0%	52.5%	53.7%
Debt securities	45.0%	40.0%	37.9%
Other	—%	7.5%	8.4%
Total	100.0%	100.0%	100.0%

We have used the target investment allocation to derive the expected return as we believe this allocation will be retained on an ongoing basis that will be commensurate with the projected cash flows of the plan. The expected return for each investment category within the target investment allocation is developed using average historical rates of return for each targeted investment category, considering the projected cash flow of our Pension Plan. The difference between this expected return and the actual return on plan assets is generally deferred and recognized over subsequent periods through future net periodic benefit costs. We believe that the use of the average historical rates of returns is consistent with the timing and amounts of expected contributions to the plans and benefit payments to plan participants. These considerations provide the basis for reasonable assumptions with respect to the expected long-term rate of return on plan assets.

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

We also maintain a voluntary employees beneficiary association plan (the “VEBA Plan”) under Section 501(c)(9) of the Internal Revenue Code to fund the Postretirement Plan. The asset allocation for our VEBA Plan at December 31, 2020 and 2019 was 100% in debt securities.

There were no transfers among Levels 1, 2 or 3 for the years ended December 31, 2020 and 2019. Refer to [Note 7](#). Fair Value Measurements for further discussion with respect to fair value hierarchy. The following table summarizes the fair value measurements by level of our Pension Plan and Postretirement Plan assets:

	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>December 31, 2020</b>				
Equity				
Managed equity accounts (1)	\$ 206.3	\$ 206.3	\$ —	\$ —
Equity — pooled separate account (2)	67.2	—	67.2	—
Debt				
Fixed income manager — pooled separate account (2)	208.3	—	208.3	—
Fixed income manager — government securities (4)	10.5	10.5	—	—
Others				
Cash — pooled separate account (2)	2.1	—	2.1	—
Global real estate account (5)	36.9	—	36.9	—
Total	\$ 531.3	\$ 216.8	\$ 314.5	\$ —
<b>December 31, 2019</b>				
Equity				
Managed equity accounts (1)	\$ 196.1	\$ 196.1	\$ —	\$ —
Equity — pooled separate account (2)	66.1	—	66.1	—
Equity — partnerships (3)	0.1	—	—	0.1
Debt				
Fixed income manager — pooled separate account (2)	185.4	—	185.4	—
Fixed income manager — government securities (4)	10.3	10.3	—	—
Others				
Cash — pooled separate account (2)	3.4	—	3.4	—
Global real estate account (5)	37.8	—	37.8	—
Total	\$ 499.2	\$ 206.4	\$ 292.7	\$ 0.1

- (1) Valued at the closing price of shares for domestic stocks within the managed equity accounts, and valued at the net asset value (“NAV”) of shares for mutual funds at either the closing price reported in the active market or based on yields currently available on comparable securities of issuers with similar credit ratings for corporate bonds held by the Pension Plan in these managed accounts.
- (2) The pooled separate accounts invest in domestic and foreign stocks, bonds and mutual funds. The fair values of these stocks, bonds and mutual funds are publicly quoted and are used in determining the NAV of the pooled separate account, which is not publicly quoted.
- (3) Investments for which readily determinable prices do not exist are valued by the General Partner using either the market or income approach. In establishing the estimated fair value of investments, including those without readily determinable values, the General Partner assumes a reasonable period of time for liquidation of the investment, and takes into consideration the financial condition and operating results of the underlying portfolio company, nature of investment, restrictions on marketability, holding period, market conditions, foreign currency exposures, and other factors the General Partner deems appropriate.
- (4) The fund invested in the U.S. government, its agencies or instrumentalities or securities that are rated AAA by S&P, AAA by Fitch, or Aaa by Moody’s, including but not limited to mortgage securities such as agency and non-agency collateralized mortgage obligations, and other obligations that are secured by mortgages or mortgage backed securities, and valued at the closing price reported in the active market.
- (5) The funds invested in common stocks and other equity securities issued by domestic and foreign real estate companies, including real estate investment trusts (“REIT”) and similar REIT-like entities. The fair values of these stocks, bonds and mutual funds are publicly quoted and are used in determining the NAV of the funds, which is not publicly quoted.



**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**19. Segment Reporting**

ASC 280-10, *Disclosures About Segments of an Enterprise and Related Information* (“ASC 280-10”), establishes standards for reporting information about operating segments. ASC 280-10 requires that a public business enterprise reports financial and descriptive information about its reportable operating segments. Operating segments are components of an enterprise for which separate financial information is available that is evaluated regularly by the chief operating decision maker (“CODM”) in deciding how to allocate resources and in assessing performance. Our President and CEO is identified as the CODM as defined by ASC 280-10.

Each of our 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 revenue recognition policy within [Note 2](#). Basis of Presentation and Summary of Significant Accounting Policies. Below is the overview of the solutions offered within each reportable segment.

**Insurance:** We are the leading provider of statistical, actuarial and underwriting data for the U.S. P&C insurance industry. Our databases include cleansed and standardized records describing premiums and losses in insurance transactions, casualty and property risk attributes for commercial buildings and their occupants and fire suppression capabilities of municipalities. We use this data to create policy language and proprietary risk classifications that are industry standards and to generate prospective loss cost estimates used to price insurance policies, which are accessed via a hosted platform. We also develop solutions that our customers use to analyze key processes in managing risk. Our combination of algorithms and analytic methods incorporates our proprietary data to generate solutions. In most cases, our customers integrate the solutions into their models, formulas or underwriting criteria in order to predict potential loss events, ranging from hurricanes to earthquakes. We develop catastrophe and extreme event models and offer solutions covering natural and man-made risks, including acts of terrorism. We further develop solutions that allow customers to quantify costs after loss events occur. Our multitier, multispectral terrestrial imagery and data acquisition, processing, analytics, and distribution system using the remote sensing and machine learning technologies help gather, store, process, and deliver geographic and spatially referenced information that supports uses in many markets. Additionally, we offer fraud-detection solutions including review of data on claim histories, analysis of claims to find emerging patterns of fraud, and identification of suspicious claims in the insurance sector. Our underwriting & rating, insurance anti-fraud claims, catastrophe modeling, and loss quantification are included in this segment. During the first quarter of 2020, our CODM transferred Maplecroft, an immaterial component of the Energy and Specialized Markets segment, to the Insurance segment. Consequently, effective as of the first quarter 2020, Maplecroft became part of the underwriting and rating category within the Insurance segment. We previously reported results from Maplecroft under the Energy and Specialized Markets segment. Our prior year results have been recast to reflect this change. The related impact to our consolidated financial statements was not material for all periods presented.

**Energy and Specialized Markets:** We are a leading provider of data analytics via hosted platform for the global energy, chemicals, and metals and mining industries. Our research and consulting solutions focus on exploration strategies and screening, asset development and acquisition, commodity markets, and corporate analysis in the areas of business environment, business improvement, business strategies, commercial advisory, and transaction support. We gather and manage proprietary information, insight, and analysis on oil and gas fields, mines, refineries and other assets across the interconnected global energy sectors to advise customers in making asset investment and portfolio allocation decisions. We also help businesses and governments better anticipate and manage climate and weather-related risks. Our analytical tools measure and observe environmental properties and translate those measurements into actionable information based on customer needs. In addition, we provide market and cost intelligence to energy companies to optimize financial results. We further offer 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. Our energy business, environmental health and safety services and, weather risk solutions are included in this segment

**Financial Services:** We maintain a bank account consortia to provide competitive benchmarking, decisioning algorithms, business intelligence, and customized analytic services that help financial institutions, payment networks and processors, alternative lenders, regulators and merchants make better strategy, marketing, and risk decisions. Customers apply our solutions in the areas of tailored data management and media effectiveness that include business intelligence platforms, profile views, mobile data solutions, enterprise database services, and fraud risk scoring algorithms for marketing, fraud, and risk mitigation. In addition, our bankruptcy management solutions assist creditors, debt servicing businesses and credit services to enhance regulatory compliance by eliminating stay violation and portfolio valuation risk.

The three aforementioned operating segments represent the segments for which discrete financial information is available and upon which operating results are regularly evaluated by our CODM in order to assess performance and allocate resources. We use EBITDA as the profitability measure for making decisions regarding ongoing operations. EBITDA is net income before interest expense, provision for income taxes, depreciation and amortization of fixed and intangible assets. EBITDA is the measure of operating results used to assess corporate performance and optimal utilization of debt and acquisitions. Operating expenses consist of direct and indirect costs principally related to personnel, facilities, software license fees, consulting, travel, and third-party information services. Indirect costs are generally allocated to the segments using fixed rates established by management based upon estimated expense contribution levels and other assumptions that management considers reasonable. We do not allocate interest expense and provision for income taxes, since these items are not considered in evaluating the segment’s overall operating performance. In addition, our CODM does not evaluate the financial performance of each segment based on assets. See [Note 6](#). Revenues for information on disaggregated revenues by type of service and by country.



**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

The following table provides our revenue and EBITDA by reportable segment for the years ended December 31, as well as a reconciliation of EBITDA to income before income taxes for all periods presented in our accompanying consolidated statements of operations:

	2020				2019				2018			
	Energy and Specialized Markets			Financial Services	Energy and Specialized Markets			Financial Services	Energy and Specialized Markets			Financial Services
	Insurance	Markets	Services		Insurance	Markets	Services		Insurance	Markets	Services	
Revenues	\$ 1,986.3	\$ 641.6	\$ 156.7	\$2,784.6	\$ 1,865.2	\$ 563.9	\$ 178.0	\$2,607.1	\$ 1,714.9	\$ 504.3	\$ 175.9	\$2,395.1
Expenses:												
Cost of revenues (exclusive of items shown separately below)	(628.4)	(272.7)	(92.8)	(993.9)	(639.9)	(239.7)	(97.2)	(976.8)	(575.6)	(210.7)	(99.9)	(886.2)
Selling, general and administrative	(243.3)	(150.9)	(19.7)	(413.9)	(402.7)	(181.1)	(19.7)	(603.5)	(223.2)	(136.7)	(18.8)	(378.7)
Other operating income (loss)	15.9	—	3.5	19.4	—	—	(6.2)	(6.2)	—	—	—	—
Investment (loss) income and others, net	(1.2)	(1.2)	—	(2.4)	0.7	(1.9)	(0.5)	(1.7)	13.0	0.6	1.7	15.3
EBITDA	\$ 1,129.3	\$ 216.8	\$ 47.7	\$ 1,393.8	\$ 823.3	\$ 141.2	\$ 54.4	\$ 1,018.9	\$ 929.1	\$ 157.5	\$ 58.9	\$ 1,145.5
Depreciation and amortization of fixed assets				(192.2)				(185.7)				(165.3)
Amortization of intangible assets				(165.9)				(138.0)				(130.8)
Interest expense				(138.2)				(126.8)				(129.7)
Income before income taxes				\$ 897.5				\$ 568.4				\$ 719.7

Long-lived assets by country are provided below as of December 31:

	2020	2019
Long-lived assets:		
U.S.	\$ 3,525.0	\$ 3,162.5
U.K.	2,775.8	2,685.3
Other countries	466.8	462.5
Total long-lived assets	\$ 6,767.6	\$ 6,310.3



**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**20. Related Parties:**

We consider our stockholders that own more than 5% of the outstanding stock within the class to be related parties as defined within ASC 850, *Related Party Disclosures*. We had no material transactions with related parties owning more than 5% of the entire class of stock as of December 31, 2020 and 2019.

In addition, we had no revenues from related parties for the years ended December 31, 2020, 2019 and 2018.

**21. Commitments and Contingencies:**

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

*Xactware Solutions, Inc. Patent Litigation*

On October 8, 2015, we were 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 "Court"). The complaint alleged that our Roof InSight (now known as Geomni Roof), Property InSight product (now known as Geomni Property) and Aerial Sketch product in combination with our 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"). Subsequently, Eagle View dropped the 152 patent and the 737 patent and reduced the number of asserted claims from the five remaining Patents in Suit to six asserted claims. On September 25, 2019, following a trial, the jury determined that we had willfully infringed the six asserted claims, and assessed damages in the amount of \$125.0 million. After trial, Eagle View moved for a temporary restraining order ("TRO") and a permanent injunction preventing our 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 our sales of the Geomni Roof, Geomni Property and Aerial Sketch products in combination with Xactimate. In addition, Eagle View has asked the Court to award enhanced damages by trebling the jury's damages award, together with attorneys' fees, costs, and pre- and post-judgment interest. We opposed all of Eagle View's requests and asked the Court for judgment as a matter of law and for a new trial. Eagle View opposed our requests. On September 9, 2020, the Court denied our motion seeking judgment as a matter of law and a new trial. We timely filed our Amended Notice of Appeal on October 8, 2020. Eagle View filed a motion to dismiss or deactivate the appeal for lack of appellate jurisdiction on November 4, 2020 which was denied by the Federal Circuit on December 15, 2020. We filed our appellate brief on December 24, 2020. On February 16, 2021, the Court granted Eagle View's motion for enhanced damages and attorneys' fees. The Court trebled the jury's award of \$125.0 million, awarding enhanced damages for a total of \$375.0 million, and also awarded Eagle View pre-judgment and post-judgment interest. The Court's award of Eagle View's attorneys' fees was limited to the period just before the commencement of trial through the trial, and did not include the earlier approximately four-year period in the case. Following the outcome of the trial, we established a \$125.0 million reserve in connection with this litigation, which was included in selling, general and administrative expenses in our consolidated statements of operations for the year ended December 31, 2019. Since the appeal to the Federal Circuit remains pending, it is not reasonably possible to determine the ultimate resolution of this matter at this time. While the ultimate resolution of this matter remains uncertain at this time, should our appeal be unsuccessful, we could incur additional expenses up to the amount by which the enhanced damages award, plus pre-judgment and post-judgment interest and attorneys' fees, exceeds the existing \$125.0 million reserve.

*ERISA Litigation*

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

*ISO Claims Partners Litigation*

On October 23, 2020, Cara Jane Penegar, as Executrix of the Estate of Johnny Ray Penegar, Jr., filed a putative class action lawsuit in the United States

District Court for the Western District of North Carolina, 3:20-cv-585-RJC-DCK, against Liberty Mutual Insurance Company and Liberty Mutual Fire Insurance Company (collectively “Liberty Mutual”), as well as Verisk Analytics, Inc. and ISO Claims Partners, Inc. (collectively “we”). The complaint alleges that Liberty Mutual violated the Medicare Secondary Payer Act (“MSPA”) by failing to reimburse Medicare for medical services that should have been covered by its policies, with the result that Medicare bore the cost instead. The suit alleges that we are jointly and severally liable because of our involvement in Medicare reporting and/or other plan management. The complaint pleads a North Carolina class and a nationwide class, each composed of: all Medicare enrollees (within the respective geographic areas) for whom Medicare paid for an item or service where Liberty Mutual was the carrier and/or we were involved in claims administration; where defendants were demonstrated to be responsible for payment of the medical services via a workers’ compensation judgment, settlement, award, or contractual obligation; where defendants provided notice to the government of the fact of the settlement, judgment or award establishing their responsibility on or after October 23, 2017; but where defendants failed to make timely payment. The complaint does not identify the amount of damages sought but seeks double damages under the MSPA on behalf of all class members for all amounts at issue, as well as interest and attorneys’ fees. Defendants’ motions to dismiss the complaint were fully briefed on January 28, 2021. At this time, it is not possible to reasonably estimate the liability related to this matter.

*Jornaya Litigation*

On February 2, 2021 we were served with a punitive class action lawsuit brought by Peter Dyloco in the United States District Court for the Northern District of California against Mazda Motor of America, Inc. and Lead Intelligence, Inc. d/b/a/ Jornaya (collectively “we”, "us") and Mouseflow, Inc. No. 3:20-cv-09099-JCS. In this action plaintiff alleges a class of all California residents who visited mazdausa.com and whose electronic communications were intercepted or recorded by Jornaya and/or Mouseflow without their consent. The class complaint alleges that we, Mazda and Mouseflow violated California Invasion of Privacy Act (“CIPA”), Cal. Penal Code sections 631 and 635 by “wiretapping” and “intercepting” the communications of California residents with Mazda during their visit to Mazda’s website. For each of these counts the complaint claims damages pursuant to Cal. Penal Code section 637 for the greater of 5,000 dollars or three times the actual damages per violation of the statute and injunctive relief. At this time, it is not possible to reasonably estimate the liability related to this matter.

**VERISK ANALYTICS, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)**

**22. Subsequent Events:**

In December 2020, we entered into an additional ASR agreement with HSBC Bank USA, N.A. to repurchase shares of our common stock for an aggregate purchase price of \$50.0 million. Upon payment of the aggregate purchase price on January 4, 2021, we received an initial delivery of 192,687 shares of our common stock at a price of \$207.59 per share, representing approximately \$40.0 million of the aggregate purchase price. Upon the final settlement of the ASR agreement in March 2021, we may be entitled to receive additional shares of our common stock or, under certain limited circumstances, be required to deliver shares to the counter-party. See [Note 16](#). Stockholders' Equity for further discussion.

On January 15, 2021, we granted 706,851 stock options, 134,840 shares of restricted stock, and 59,144 performance share units to key employees. The stock options and restricted stock have a graded service vesting period of four years, and the performance share units have a three-year performance period, subject to the recipients' continued service. See [Note 17](#). Compensation Plans for further discussion.

On February 16, 2021, our Board approved an additional share repurchase authorization of \$300.0 million.

On February 17, 2021, our Board approved a cash dividend of \$0.29 per share of common stock issued and outstanding, payable on March 31, 2021, to holders of record as of March 15, 2021.

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**Schedule II**  
**Valuation and Qualifying Accounts and Reserves**  
**For the Years Ended December 31, 2020, 2019 and 2018**  
**(In millions)**

<b>Description</b>	<b>Balance at Beginning of Year</b>	<b>Charged to Costs and Expenses (1)</b>	<b>Deductions— Write-offs (2)</b>	<b>Balance at End of Year</b>
<b>Year ended December 31, 2020</b>				
Allowance for doubtful accounts	\$ 11.7	\$ 13.1	\$ (7.1)	\$ 17.7
Valuation allowance for income taxes	\$ 46.5	\$ 10.7	\$ (9.2)	\$ 48.0
<b>Year ended December 31, 2019</b>				
Allowance for doubtful accounts	\$ 5.7	\$ 7.2	\$ (1.2)	\$ 11.7
Valuation allowance for income taxes	\$ 34.5	\$ 16.7	\$ (4.7)	\$ 46.5
<b>Year ended December 31, 2018</b>				
Allowance for doubtful accounts	\$ 4.6	\$ 5.6	\$ (4.5)	\$ 5.7
Valuation allowance for income taxes	\$ 17.6	\$ 21.2	\$ (4.3)	\$ 34.5

(1) Primarily additional reserves for bad debts

(2) Primarily accounts receivable balances written off, net of recoveries, the expiration of loss carryforwards and businesses held for sale

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">2.1</a>	Deed, dated as of March 10, 2015, among Verisk Analytics, Inc. and the sellers named therein, incorporated herein by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K, dated March 11, 2015.
<a href="#">3.1</a>	Amended and Restated Certificate of Incorporation, incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, dated May 29, 2015.
<a href="#">3.2</a>	Amended and Restated By-Laws, incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, dated February 15, 2019.
<a href="#">4.1</a>	Form of Common Stock Certificate, incorporated herein by reference to Exhibit 4.1 to Amendment No. 6 to the Company's Registration Statement on Form S-1, dated September 21, 2009.
<a href="#">4.2</a>	Senior Notes Indenture, dated as of April 6, 2011, among Verisk Analytics, Inc., the guarantors named therein and Wells Fargo Bank, National Association, as Trustee, incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, dated April 6, 2011.
<a href="#">4.3</a>	First Supplemental Indenture, dated as of April 6, 2011, among Verisk Analytics, Inc., the guarantors named therein and Wells Fargo Bank, National Association, as Trustee, incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, dated April 6, 2011.
<a href="#">4.4</a>	Third Supplemental Indenture, dated as of September 12, 2012, among Verisk Analytics, Inc., the guarantors named therein and Wells Fargo Bank, National Association, as Trustee, incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, dated September 12, 2012.
<a href="#">4.5</a>	Fifth Supplemental Indenture, dated as of May 15, 2015, between Verisk Analytics, Inc. and Wells Fargo Bank, National Association, as Trustee, incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, dated May 15, 2015.
<a href="#">4.6</a>	Senior Notes Indenture, dated March 6, 2019, among Verisk Analytics, Inc. and Wells Fargo Bank, National Association, as Trustee, incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, dated March 6, 2019.
<a href="#">4.7</a>	First Supplemental Indenture, dated March 6, 2019, between Verisk Analytics, Inc. and Wells Fargo Bank, National Association, as Trustee, incorporated herein by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K, dated March 6, 2019.
<a href="#">4.8</a>	Second Supplemental Indenture, dated May 13, 2020, between Verisk Analytics, Inc. and Wells Fargo Bank, National Association, as Trustee, incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K, dated May 13, 2020.
<a href="#">4.9</a>	Description of Verisk Analytics, Inc.'s securities registered pursuant to Section 12 of the Securities Exchange Act, incorporated herein by reference to Exhibit 4.8 to the Company's Annual Report on Form 10-K, dated February 18, 2020.
<a href="#">10.1</a>	401(k) Savings Plan and Employee Stock Ownership Plan, incorporated herein by reference to Exhibit 10.1 to the Company's Registration Statement on Form S-1, dated August 12, 2008.
<a href="#">10.2</a>	Verisk Analytics, Inc. 2009 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.2 to Amendment No. 6 to the Company's Registration Statement on Form S-1, dated September 21, 2009.
<a href="#">10.3</a>	Form of Letter Agreement, incorporated herein by reference to Exhibit 10.3 to Amendment No. 1 to the Company's Registration Statement on Form S-1, dated October 7, 2008.
<a href="#">10.4</a>	Form of Master License Agreement and Participation Supplement, incorporated herein by reference to Exhibit 10.4 to Amendment No. 1 to the Company's Registration Statement on Form S-1, dated October 7, 2008.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">10.5</a>	Schedule of Master License Agreements Substantially Identical in All Material Respects to the Form of Master License Agreement and Participation Supplement, incorporated herein by reference to Exhibit 10.5 to Amendment No. 2 to the Company's Registration Statement on Form S-1, dated November 20, 2008.
<a href="#">10.6</a>	Form of Change of Control Severance Agreement, incorporated herein by reference to Exhibit 10.8 to Amendment No. 6 to the Company's Registration Statement on Form S-1, dated September 21, 2009.

- [10.7](#) Insurance Services Office, Inc. 1996 Incentive Plan and Form of Stock Option Agreement thereunder, incorporated herein by reference to Exhibit 10.9 to Amendment No. 7 to the Company's Registration Statement on Form S-1, dated September 29, 2009.
- [10.8](#) Form of Stock Option Award Agreement under the Verisk Analytics, Inc. 2009 Equity Incentive Plan, incorporated herein by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q, dated November 16, 2009.
- [10.9](#) Insurance Services Office, Inc. Supplemental Cash Balance Plan dated January 1, 2009 as amended by the Amendment to the Insurance Services Office, Inc. Supplemental Cash Balance Plan dated February 10, 2012 incorporated by reference to Exhibit 10.12 to the Company's annual report on Form 10-K dated February 25, 2014.
- [10.10](#) Insurance Services Office, Inc. Supplemental Executive Retirement Savings Plan dated January 1, 2009 incorporated by reference to Exhibit 10.13 to the Company's annual report on Form 10-K dated February 25, 2014.
- [10.11](#) Verisk Analytics, Inc. 2013 Equity Incentive Plan, incorporated herein by reference to Appendix A to the Company's Proxy Statement on Schedule 14A, dated April 1, 2013.
- [10.12](#) Form of Stock Option Award Agreement under Verisk Analytics, Inc. 2013 Equity Incentive Plan, incorporated herein by reference to Exhibit 99.2 to Company's Registration Statement on Form S-8 dated May 15, 2013.
- [10.13](#) Form of Restricted Stock Award Agreement under Verisk Analytics, Inc. 2013 Equity Incentive Plan, incorporated herein by reference to Exhibit 99.3 to Company's Registration Statement on Form S-8 dated May 15, 2013.
- [10.14](#) 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 April 24, 2015.
- [10.15](#) First Amendment to Second Amended and Restated Credit Agreement dated July 24, 2015 among Verisk Analytics, Inc., as borrower, and the lenders and agents party thereto, incorporated herein by reference to Exhibit 10.2 to the Company's quarterly report on Form 10-Q dated July 28, 2015.
- [10.16](#) Second Amendment to the Second Amended and Restated Credit Agreement dated May 26, 2016 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 May 26, 2016.
- [10.17](#) Third Amendment to the Second Amended Restated Credit Agreement dated May 18, 2017 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 May 19, 2017.
- [10.18](#) 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 10.18 to the Company's Current Report on Form 8-K, dated August 16, 2019.

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<b>Exhibit Number</b>	<b>Description</b>
<a href="#">10.19</a>	Agreement of Purchase and Sale dated April 25, 2016 among Verisk Analytics, Inc., Argus Information and Advisory Services, LLC, Verisk Health, Inc., MediConnect Global, Inc., VCVH Holding Corp., VCVH Holdings LLC, VCVH Intermediate Holding Corp. and VCVH Holding II Corp., incorporated herein by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K dated April 28, 2016.
<a href="#">10.20</a>	Restated Transition and Separation Agreement and General Release dated February 5, 2021 between Verisk Analytics, Inc. and Kenneth E. Thompson.*
<a href="#">21.1</a>	Subsidiaries of the Registrant, incorporated herein by reference to Exhibit 21.1 to the Company's annual report on Form 10-K dated February 20, 2018.
<a href="#">23.1</a>	Consent of Deloitte & Touche LLP.*
<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 the Sarbanes-Oxley Act of 2002.*
101.INS	Inline XBRL Instance Document.*
101.SCH	Inline XBRL Taxonomy Extension Schema.*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase.*
101.DEF	Inline XBRL Taxonomy Definition Linkbase.*

- 101.LAB Inline XBRL Taxonomy Extension Label Linkbase.\*
- 101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase.\*
- 104 Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).\*

\* Filed herewith.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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, on February 23, 2021.

VERISK ANALYTICS, INC.  
(Registrant)

/S/ Scott G. Stephenson

**Scott G. Stephenson**  
*President and Chief Executive Officer*

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated on February 23, 2021.

**Signature**

**Capacity**

/S/ SCOTT G. STEPHENSON

**Scott G. Stephenson**

President and Chief Executive Officer (principal executive officer and director)

/S/ LEE M. SHAVEL

**Lee M. Shavel**

Executive Vice President and Chief Financial Officer  
(principal financial officer)

/S/ DAVID J. GROVER

**David J. Grover**

Vice President and Controller  
(principal accounting officer)

/S/ CHRISTOPHER M. FOSKETT

**Christopher M. Foscett**

Lead Independent Director

/S/ ANNELL BAY

**Annell R. Bay**

Director

/S/ VINCENT BROOKS

**Vincent K. Brooks**

Director

/S/ BRUCE E. HANSEN

**Bruce E. Hansen**

Director

/S/ KATHLEEN HOGENSON

**Kathleen A. Hogenson**

Director

/S/ CONSTANTINE P. IORDANOU

**Constantine P. Iordanou**

Director

/S/ LAURA K. IPSEN

**Laura K. Ipsen**

Director

/S/ SAMUEL G. LISS

**Samuel G. Liss**

Director

/S/ ANDREW G. MILLS

**Andrew G. Mills**

Director

/S/ THERESE M. VAUGHAN

**Therese M. Vaughan**

Director



**RESTATED TRANSITION AND SEPARATION AGREEMENT  
AND GENERAL RELEASE**

Verisk Analytics, Inc. ("Verisk") (the "**Company**") and Kenneth E. Thompson (the "**Employee**") (the Company and Employee, collectively, the "**Parties**") hereby enter into this Restated Transition and Separation Agreement and General Release (the "**Agreement**"), effective as of the eighth (8<sup>th</sup>) calendar day following execution of the Agreement by Employee, provided that Employee has not revoked the Agreement prior to such date (the "**Effective Date**"). The Parties hereby agree to the following terms:

**1. Transition Period Employment and Separation.**

a. **Transition Period Employment.** In order to facilitate an orderly transition of Employee's duties as Executive Vice President & General Counsel of the Company ("**GC**") to Employee's successor, the Company agrees to continue to employ Employee, and Employee agrees to remain employed by the Company, beginning on the Effective Date and continuing until the date on which the Company notifies Employee in writing that a successor GC has been appointed (the "**Transition Date**"). The actual date of termination of Employee's employment as GC shall be referred to herein as the "**Separation Date**", and the period from the Effective Date through the Separation Date shall be referred to herein as the "**Transition Period**."

b. **Transition Period Duties.** During the Transition Period, Employee shall continue to be a full-time employee of the Company, serving as its GC. Employee shall have such duties, authorities and responsibilities as are commensurate with or required by Employee's position, and such other duties, authorities and responsibilities as may reasonably be assigned to Employee, provided that the Company may reduce or eliminate the Employee's duties, authorities and responsibilities in such manner and at such time or times as it determines to be appropriate in its sole discretion. Without limiting the foregoing, Employee agrees to provide transition services during the Transition Period to facilitate a smooth transition of Employee's job responsibilities to Employee's successor to the position of GC.

**2. Transition Period Compensation and Benefits.** In consideration for Employee signing this Agreement and the Employment Termination Certificate attached hereto as Exhibit "A" (the "**Employment Termination Certificate**"), and complying with their terms, the Company agrees to provide Employee the following compensation and benefits.

a. **Base Salary.** During the Transition Period, Employee shall receive a base salary at an annualized rate equal to Four Hundred Seventy Five Thousand Five Hundred Dollars (\$475,500), payable in accordance with the regular payroll practices of the Company.

b. **Short Term and Long Term Incentive ("STI" and "LTI") Awards.** Employee will receive an STI Award for plan year 2020 (anticipated to be paid in March 2021) equal to 200% of his current target amount (that is, Nine Hundred Fifty-One Thousand Dollars (\$951,000.00)). Employee will receive an LTI Award for 2021 (anticipated to be granted on January 15, 2021) equal to 200% of his current target amount (that is, not less than Two Million Eight Hundred Thousand Dollars (\$2,800,000.00)). The LTI award will consist of the same elements as awards to other Named Executive Officers. Vesting and exercise provisions of LTI award shall remain as specified in the relevant Award Agreements.

c. **Other Employee Benefits.** During the Transition Period, Employee shall be entitled to participate in any employee benefit plan that the Company has adopted or may adopt, maintain or contribute to for the benefit of its employees generally, subject to satisfying the applicable eligibility requirements, except to the extent such plans are duplicative of the benefits otherwise provided to hereunder. Employee's participation shall be subject to the terms of the applicable plan documents and generally applicable Company policies. This includes reimbursement for business expenses (including for travel of the same class as the COO, CFO, and General Counsel), provided that Employee obtains prior authorization from the Company.

**3. Post Transition Period Employment and Retirement**

Subsequent to the Transition Period, the Company agrees to employ Employee, and Employee agrees to remain employed by the Company, as Verisk's Executive Counsel. In such capacity, Employee will report to the new General Counsel, and will perform such duties as are mutually agreed upon but are anticipated to include assistance with ongoing litigation matters. As Executive Counsel, Employee will work from home and will not have a specific number of committed hours per week. Employee's employment term will conclude on Wednesday, May 1, 2023 (the "Retirement Date") at which time Employee will retire as a Verisk Employee.

**4. Post Transition Period Compensation and Benefits.** In further consideration for Employee signing this Agreement and the Employment Termination Certificate attached hereto as Exhibit "A" (the "**Employment Termination Certificate**"), and complying with their terms, the Company agrees to provide Employee the following compensation and benefits during the Post Transition Period through the Retirement Date.

a. **Base Salary.** As Executive Counsel, Employee will be paid an annual salary of \$100,000, payable in accordance with the regular payroll practices of the Company, until the first anniversary of the Transition Date, and an annual salary of \$25,000 thereafter, payable in accordance with the regular payroll practices of the Company, unless Employee and Verisk mutually agree to extend the \$100,000 salary for an additional one-year period. As Executive Counsel, Employee will not be eligible to receive STI or LTI awards (however, in the event of a positive litigation outcome in a litigation in which Employee assisted, Employee and Verisk's CEO may discuss a discretionary STI award.).

b. **No Other Equity Interests.** Employee hereby acknowledges and agrees that during the Post Transition Period he does not have any other rights or entitlements with respect to any compensatory, equity or equity-based award or other equity ownership interest in the Company or its affiliates.

c. **Other Employee Benefits.** During the Post Transition Period, Employee shall be entitled to participate in any employee benefit plan that the Company has adopted or may adopt, maintain or contribute to for the benefit of its employees generally, including but not limited to reimbursement of business expenses provided that Employee obtains prior authorization from the Company (including for travel of the same class as the COO, CFO, and General Counsel),

subject to satisfying the applicable eligibility requirements, except to the extent such plans are duplicative of the benefits otherwise provided to hereunder. Employee's participation shall be subject to the terms of the applicable plan documents and generally applicable Company policies. The Retirement Date shall be the termination date of Employee's employment for purposes of active participation in and coverage under all benefit plans and programs sponsored by or through the Company or its affiliates.

d. **Other Non-Competitive Business Activities.** During the Post Transition Period, Employee shall be permitted to engage in other non-competitive business activities in addition to his services for the Company.

5. **No Other Compensation or Benefits.** Employee hereby acknowledges that, except as expressly provided in this Agreement or as otherwise required by applicable law (including under the Consolidated Omnibus Budget Reconciliation Act of 1985, or COBRA), Employee shall not receive any additional compensation, severance or other benefits of any kind following the Effective Date.

6. **No Consideration Absent Execution of this Agreement.** Employee understands and agrees that Employee would not receive the monies and/or benefits specified in Sections 2 through 4 of this Agreement, except for Employee's execution of this Agreement and fulfillment of the promises contained herein.

7. **General Release, Claims Not Released and Related Provisions.**

a. **General Release of All Claims.** Employee knowingly and voluntarily releases and forever discharges the Company, its parents, affiliates, subsidiaries, divisions, predecessors, insurers, successors and assigns, and their current and former employees, attorneys, officers, directors and agents thereof, both individually and in their business capacities, and their employee benefit plans and programs and their administrators and fiduciaries (collectively referred to throughout the remainder of this Agreement as "**Releasees**"), of and from any and all claims, known and unknown, asserted or unasserted, which the Employee has or may have against Releasees as of the date of his execution of this Agreement, including, but not limited to, any alleged violation of:

- § Title VII of the Civil Rights Act of 1964;
- § Sections 1981 through 1988 of Title 42 of the United States Code;
- § The Employee Retirement Income Security Act of 1974 ("ERISA");
- § The Immigration Reform and Control Act;
- § The Americans with Disabilities Act of 1990;
- § The Age Discrimination in Employment Act of 1967 ("ADEA");
- § The Worker Adjustment and Retraining Notification Act;
- § The Fair Credit Reporting Act;
- § The Family and Medical Leave Act;
- § The Equal Pay Act;
- § The Genetic Information Nondiscrimination Act of 2008;
- § The New Jersey Law Against Discrimination;
- § The New Jersey Civil Rights Act;
- § The New Jersey Family Leave Act;
- § The New Jersey State Wage and Hour Law;
- § The Millville Dallas Airmotive Plant Job Loss Notification Act;
- § The New Jersey Conscientious Employee Protection Act;
- § The New Jersey Equal Pay Law;
- § The New Jersey Occupational Safety and Health Law;
- § The New Jersey Smokers' Rights Law;
- § The New Jersey Genetic Privacy Act;
- § The New Jersey Fair Credit Reporting Act;
- § The New Jersey Paid Sick Leave Act;
- § The New Jersey Statutory Provision Regarding Retaliation/Discrimination for Filing A Workers' Compensation Claim;
- § The New Jersey Public Employees' Occupational Safety and Health Act;
- § New Jersey laws regarding Political Activities of Employees, Lie Detector Tests, Jury Duty, Employment Protection, and Discrimination;
- § any other federal, state or local law, rule, regulation, or ordinance;
- § any public policy, contract, tort, or common law; or
- § any basis for recovering costs, fees, or other expenses including attorneys' fees incurred in these matters.

b. **Claims Not Released.** Employee is not waiving any rights he may have to: (a) benefits and/or the right to seek benefits under applicable workers' compensation and/or unemployment compensation and/or disability benefits statutes; (b) pursue claims which by law cannot be waived by signing this



Agreement; (c) enforce this Agreement; (d) challenge the validity of this Agreement; (e) statutory continuation of health insurance; (f) vested retirement benefits; and/or (g) indemnification pursuant to applicable law, the Company's by-laws, the Company's policies, or any applicable insurance policy. In addition, this Agreement does not release any rights that Employee has in his capacity as a shareholder of the Company.

c. **Governmental Agencies.** Nothing in this Agreement prohibits or prevents Employee from filing a charge with or participating, testifying, or assisting in any investigation, hearing, whistleblower proceeding or other proceeding before any federal, state, or local government agency (e.g. EEOC, NLRB, SEC., etc.), nor does anything in this Agreement preclude, prohibit, or otherwise limit, in any way, Employee's rights and abilities to contact, communicate with, report matters to, or otherwise participate in any whistleblower program administered by any such agencies. However, to the maximum extent permitted by law, Employee agrees that if such an administrative claim is made based on events that occurred prior to the date on which Employee executed this Agreement, Employee shall not be entitled to recover any individual monetary relief or other individual remedies.

d. **Collective/Class Action Waiver.** If any claim is not subject to release, to the extent permitted by law, Employee waives any right or ability to be a class or collective action representative based on such a claim in which the Company or any other Releasee identified in this Agreement is a party.

## 8. **Cooperation.**

a. In consideration for the payments and benefits to Employee hereunder, Employee hereby agrees that after the Retirement Date, Employee shall be reasonably available to the Company, and reasonably cooperate with the Company and provide information and assistance to the Company, that relate to Employee's prior positions with and work conducted on behalf of the Company.

b. Employee further agrees to assist the Company with respect to all reasonable requests to provide documents, testify, or otherwise assist in connection with any legal proceeding or matter relating to the Company, including but not limited to, any federal, state or local audit, proceeding or investigation, other than proceedings relating to the enforcement of this Agreement or other proceedings in which the Employee is a named party whose interests are adverse to those of the Company. Employee also hereby consents to testify on behalf of the Company should the Company designate him to testify pursuant to a subpoena served on the Company pursuant to Rule 30(b)(6) of the Federal Rules of Civil Procedure or any similar state rule.

c. All requests to provide services under this Section shall be scheduled at mutually agreeable dates, times, and locations.

d. Employee hereby agrees that he shall notify the Company promptly (and in any event within two business days) if he is contacted in connection with any governmental investigation that may concern the Company and, without limitation of the foregoing, shall, unless prohibited by law, forward to Scott Stephenson at Verisk Analytics, Inc. 545 Washington Blvd., Jersey City, NJ 07310, by overnight delivery or electronic mail, any subpoena or other document received by him in connection with any such matter within two (2) business days of receipt.

e. The Company shall reimburse Employee for all reasonable documented out-of-pocket expenses he incurs in connection with any cooperation, including but not limited to lost pay or income, provided that Employee obtains prior authorization from the Company.

## 9. **Termination of Agreement.**

a. The Company may only terminate this Agreement and Employee's employment pursuant hereto for Just Cause. "Just Cause" as used herein means only (i) in the good faith judgment of the Board of Directors of the Company, Employee's commission at any time of any act of fraud, embezzlement, misappropriation, misconduct, breach of fiduciary duty, malfeasance or performance of any illegal, unethical or negligent act against the Company or any of its subsidiaries or affiliates (or any of their respective predecessors or successors); (ii) Employee's material breach of a material provision of this Agreement, including the willful failure to substantially perform his duties hereunder in the good faith judgment of the Board of Directors of the Company; (iii) Employee's willful failure to carry out, or comply with, in any material respect, any material, lawful and reasonable directive of the Company's Board of Directors, not inconsistent with the terms of this Agreement; and (iv) Employee's material breach of any material written policies or procedures of the Company that are applicable to Employee, which breach causes or is reasonably expected to cause material economic harm to the Company in the good faith judgment of the Company's Board of Directors. Employee's equity awards shall fully vest immediately upon termination of this Agreement for any reason, including Just Cause. Employee's stock options shall remain exercisable, and other equity awards shall remain payable, in accordance with the retirement provision of the applicable award agreements.

b. In the event of Employee's disability, the Company shall continue to make all payments required by this Agreement to Employee, even if Employee is unable to fulfill his obligations under this Agreement. Employee's equity awards will also continue to vest during any period of disability.

c. In the event of Employee's death, the Company shall continue to make all payments required by this Agreement to Employee's estate. Employee's equity awards shall fully vest immediately upon Employee's death.

10. **Remedies.** If Employee prevails in any action for breach or enforcement of any provision of this Agreement, the Company shall pay Employee's reasonable attorneys' fees and legal costs.

## 11. **Acknowledgments and Affirmations.**

Employee affirms that Employee has not filed, caused to be filed, or presently is a party to any claim against the Company.

Employee also affirms that Employee has been paid and/or has received all compensation, wages, bonuses, commissions, and/or benefits which are due and payable as of the date Employee signs this Agreement. Employee affirms that Employee has been granted any leave to which Employee was entitled under the Family and Medical Leave Act or related state or local leave or disability accommodation laws.

Employee further affirms that Employee has no known workplace injuries or occupational diseases.

Employee also affirms that Employee has not divulged any proprietary or confidential information of the Company and shall continue to maintain the confidentiality of such information consistent with the Company's policies and Employee's agreement(s) with the Company and/or common law. Employee is hereby provided notice that under the 2016 Defend Trade Secrets Act: (i) no individual shall be held criminally or civilly liable under federal or state trade secret law for the disclosure of a trade secret (as defined in the Economic Espionage Act) that is made in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney; and made solely for the purpose of reporting or investigating a suspected violation of law, or is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal so that it is not made public, and, (ii) an individual who pursues a lawsuit for retaliation by an employer for reporting a suspected violation of the law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual files any document containing the trade secret under seal, and does not disclose the trade secret, except as permitted by court order.

Employee shall not apply in the future for employment with the Company because of, among other things, irreconcilable differences with the Company.

Employee affirms that all of the Company's decisions regarding Employee's pay and benefits through the date of Employee's execution of this Agreement were not discriminatory based on age, disability, race, color, sex, religion, national origin or any other classification protected by law.

12. **Limited Disclosure and Return of Property.** Except as required by law, Employee agrees not to disclose the existence or substance of this Agreement, except to Employee's spouse, tax advisor, an attorney with whom Employee chooses to consult regarding Employee's consideration of this Agreement and/or to any federal, state, or local government agency.

Upon Employee's Retirement Date, Employee agrees to deliver to the Company all property in his possession or control that belongs to the Company, including but not limited to all Company equipment and at the Company's election, return or destroy all documents and other records (whether on paper, electronic, or in any other medium) made, compiled, or acquired by Employee during his employment with the Company and concerning the business, finances or affairs of the Company or its clients or customers.

13. **Governing Law and Choice of Forum.** This Agreement and any agreements incorporated by reference herein shall be governed by, and construed in accordance with, the laws of the State of New Jersey, without regard to its conflict of laws provisions. The Parties being desirous of having any disputes resolved in a forum having a substantial body of law and experience with the matters contained herein, the Parties agree that any action or proceeding with respect to this Agreement and Employee's employment shall be brought exclusively in the Superior Court of New Jersey for Morris County, and the Parties agree to the personal jurisdiction thereof. The Parties hereby irrevocably waive any objection they may now or hereafter have to the laying of venue of any such action in the said court, and further irrevocably waive any claim they may now or hereafter have that any such action brought in said court(s) has been brought in an inconvenient forum. The Parties recognize that, should any dispute or controversy arising from or relating to this agreement be submitted for adjudication to any court, the preservation of the secrecy of the Company's confidential information or trade secrets may be jeopardized. Consequently, the Parties agree that all issues of fact shall be tried without a jury.

14. **Nonadmission of Wrongdoing.** The Parties agree that neither this Agreement nor the furnishing of the consideration for this Agreement shall be deemed or construed at any time for any purpose as an admission by Releasees of wrongdoing or evidence of any liability or unlawful conduct of any kind.

15. **Non-Waiver.** The failure of either the Company or Employee, whether purposeful or otherwise, to exercise in any instance any right, power, or privilege under this Agreement or under law shall not constitute a waiver of the same or any other right, power, or privilege in any other instance. Any waiver by the Company or by Employee must be in writing and signed by either Employee, if Employee is seeking to waive any of his or her rights under this Agreement, or by the Chief Executive Officer of the Company, if the Company is seeking to waive any of its rights under this Agreement.

16. **Binding Effect.** This Agreement shall be binding upon Employee, Employee's heirs, executors and administrators, and upon the Company, and its successors and assigns, and shall inure to the benefit of the Company, and its successors and assigns. This Agreement may not be assigned by Employee. This Agreement may be enforced by the Company's successors and assigns.

17. **Amendment.** This Agreement may not be modified, altered or changed except in writing and signed by both Parties wherein specific reference is made to this Agreement.

18. **Severability.** It is the desire and intent of the Parties that the provisions of this Agreement shall be enforced to the fullest extent permissible under applicable laws and public policies. Accordingly, if any term or provision of this Agreement or any portion thereof is declared illegal or unenforceable by any court of competent jurisdiction, such provision or portion thereof shall be deemed modified so as to render it enforceable, and to the extent such provision or portion thereof cannot be rendered enforceable, excluding the general release language, this Agreement shall be considered divisible as to such provision which shall become null and void, leaving the remainder of this Agreement in full force and effect. Should some or all of the general release language be found unenforceable, the Parties agree to negotiate in good faith to replace the unenforceable portion with an enforceable provision.

19. **Entire Agreement.** This Agreement amends and restates the Transition and Separation Agreement and General Release originally executed as of November 6, 2020, which set forth the entire agreement between the Parties hereto, and fully supersedes any prior agreements (including, but not limited to, the letter from Scott Stephenson to Employee dated September 10, 2020) or understandings between the Parties as to the subject matter hereof, except any confidentiality agreements, which are incorporated herein by reference. Employee acknowledges that Employee has not relied on any representations, promises, or agreements of any kind made to Employee in connection with Employee's decision to accept this Agreement, except for those set forth in this Agreement.

**EMPLOYEE IS ADVISED THAT EMPLOYEE HAS UP TO TWENTY-ONE (21) CALENDAR DAYS TO CONSIDER THIS AGREEMENT AND THE ATTACHED CERTIFICATE. EMPLOYEE ALSO IS ADVISED TO CONSULT WITH AN ATTORNEY PRIOR TO EMPLOYEE'S SIGNING OF THIS AGREEMENT AND THE ATTACHED CERTIFICATE.**

EMPLOYEE MAY REVOKE THIS AGREEMENT FOR A PERIOD OF SEVEN (7) CALENDAR DAYS FOLLOWING THE DAY EMPLOYEE SIGNS THIS AGREEMENT. EMPLOYEE MAY ALSO REVOKE THE ATTACHED CERTIFICATE FOR A PERIOD OF SEVEN (7) CALENDAR DAYS FOLLOWING THE DAY EMPLOYEE SIGNS THE ATTACHED CERTIFICATE. ANY REVOCATION WITHIN THIS PERIOD MUST BE SUBMITTED, IN WRITING, TO SCOTT STEPHENSON AND STATE, "I HEREBY REVOKE MY ACCEPTANCE OF OUR TRANSITION AND SEPARATION AGREEMENT AND GENERAL RELEASE" OR "I HEREBY REVOKE MY ACCEPTANCE OF THE ATTACHED EMPLOYMENT TERMINATION CERTIFICATE." THE REVOCATION MUST BE PERSONALLY DELIVERED TO SCOTT STEPHENSON OR HIS DESIGNEE, OR MAILED TO SCOTT STEPHENSON AT VERISK ANALYTICS, INC. 545 WASHINGTON BLVD., JERSEY CITY, NJ 07310 AND POSTMARKED WITHIN SEVEN (7) CALENDAR DAYS AFTER EMPLOYEE SIGNS THIS AGREEMENT OR THE ATTACHED CERTIFICATE, RESPECTIVELY.

EMPLOYEE AGREES THAT ANY MODIFICATIONS, MATERIAL OR OTHERWISE, MADE TO THIS AGREEMENT OR THE ATTACHED CERTIFICATE, DO NOT RESTART OR AFFECT IN ANY MANNER THE ORIGINAL UP TO TWENTY-ONE (21) CALENDAR DAY CONSIDERATION PERIOD.

EMPLOYEE FREELY AND KNOWINGLY, AND AFTER DUE CONSIDERATION, ENTERS INTO THIS AGREEMENT AND THE ATTACHED CERTIFICATE INTENDING TO WAIVE, SETTLE AND RELEASE ALL CLAIMS EMPLOYEE HAS OR MIGHT HAVE AGAINST RELEASEES AS OF THE DATES EMPLOYEE SIGNS THIS AGREEMENT AND THE ATTACHED CERTIFICATE, RESPECTIVELY.

[Remainder of page intentionally left blank.]

The Parties knowingly and voluntarily sign this Agreement as of the dates set forth below:

EMPLOYEE: Verisk Analytics, Inc.

By: /s/ Kenneth E. Thompson  
Kenneth E. Thompson

By: /s/ Scott Stephenson

Scott Stephenson  
Chairman, President and Chief Executive Officer

Date: February 3, 2021

Date: February 5, 2021

#### EXHIBIT "A"

#### EMPLOYMENT TERMINATION CERTIFICATE

THIS CERTIFICATE MUST BE SIGNED ON OR AFTER EMPLOYEE'S RETIREMENT DATE AND FILED WITH SCOTT STEPHENSON AT VERISK ANALYTICS, INC. 545 WASHINGTON BLVD., JERSEY CITY, NJ 07310 OR HIS DESIGNEE.

I signed a Transition and Separation Agreement and General Release on \_\_\_\_\_, (the "Agreement"). All capitalized terms used but not defined herein shall have the meaning given such terms in the Agreement. I hereby acknowledge that:

1. A blank copy of this Employment Termination Certificate ("Certificate") was attached as Exhibit "A" to the Agreement when it was given to me for review. I have had at least twenty-one (21) calendar days to consider signing this Certificate. I may revoke this Certificate within 7 calendar days after I sign it. I was advised in writing to discuss the Agreement, including this Certificate, with an attorney before executing either document, and I acknowledge that I have consulted an attorney.

2. I acknowledge that I would not be entitled to the consideration described in the Agreement unless I sign this Certificate and I do not revoke this Certificate within 7 calendar days after I sign it.

3. In exchange for the consideration described in the Agreement, I hereby agree that this Certificate will be a part of the Agreement and that the general release in Section 7 of the Agreement is to be construed and applied as if I accepted it on the day I signed this Certificate. This extends my general release of claims under Section 7 of the Agreement to any claims that arose from the date I signed the Agreement, up to and including the date I signed this Certificate, including but not limited to any claims under the Age Discrimination in Employment Act of 1967, as amended.

4. I affirm that as of the date I sign this Certificate, I have returned all property (other than my cellphone, smartphone, laptop computer, desktop

computer, monitor, and printer, all of which I may retain provided that I permanently delete all confidential Company information therefrom), documents and financial, proprietary or confidential information belonging or pertaining to the Company and/or to any other Releasees identified in the Agreement in my possession or control, including all copies thereof. I further affirm that as of the date I sign this Certificate, I have permanently deleted and/or otherwise rendered unusable any electronic information relating to the Company and/or to any other Releasees identified in the Agreement in my possession or control.

[Remainder of page intentionally left blank.]

\_\_\_\_\_ Date: \_\_\_\_\_  
Kenneth E. Thompson

Sworn to and subscribed before me  
on this \_\_\_\_ day of \_\_\_\_\_, 202\_\_.

Notary Public

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statement Nos. 333-237408, 333-216966, 333-194874, and 333-173135 on Form S-3 and Registration Statement Nos. 333-188629, 333-183476, and 333-165912 on Form S-8 of our reports dated February 23, 2021 relating to the financial statements of Verisk Analytics, Inc., and the effectiveness of Verisk Analytics, Inc.'s internal control over financial reporting, appearing in this Annual Report on Form 10-K of Verisk Analytics, Inc. for the year ended December 31, 2020.

/s/ Deloitte & Touche LLP  
Parsippany, New Jersey  
February 23, 2021

## CERTIFICATION

I, Scott G. Stephenson, certify that:

1. I have reviewed this annual report on Form 10-K 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 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.

/s/ Scott G. Stephenson

Scott G. Stephenson

President and Chief Executive Officer

Date: February 23, 2021

## CERTIFICATION

I, Lee M. Shavel, certify that:

1. I have reviewed this annual report on Form 10-K 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 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.

/s/ Lee M. Shavel

Lee M. Shavel

Executive Vice President and Chief Financial Officer

Date: February 23, 2021

**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 annual report on Form 10-K of Verisk Analytics, Inc. (the “Company”) for the year ending December 31, 2020, 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 hereby 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: February 23, 2021