

Verisk Analytics, Inc.
Form DEF 14A
April 02, 2018
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

Verisk Analytics, Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

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(3) Filing Party:

(4) Date Filed:

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Notice of 2018 Annual Meeting of Shareholders

When: May 16, 2018, 8:00 AM, local time

Where: The offices of the Company

545 Washington Boulevard

Jersey City, New Jersey 07310

April 2, 2018

To Our Shareholders:

NOTICE IS HEREBY GIVEN that the 2018 Annual Meeting of Shareholders of Verisk Analytics, Inc. will be held on Wednesday, May 16, 2018, at 8:00 a.m. local time, at 545 Washington Boulevard, Jersey City, New Jersey 07310, to:

elect four (4) members of the Board of Directors;

approve the compensation of the Company's named executive officers on an advisory, non-binding basis (say-on-pay);

ratify the appointment of Deloitte & Touche LLP as independent auditor for the year ending December 31, 2018; and

transact such other business as may properly come before the meeting.

Our Board of Directors recommends that you vote **FOR** the election of directors, the approval of the compensation of the Company's named executive officers on an advisory, non-binding basis, and the ratification of the appointment of the auditor.

We are pleased to take advantage of the SEC rule allowing companies to furnish proxy materials via the Internet. We believe this notice and access process expedites shareholders' receipt of proxy materials and lowers the costs of our annual meeting of shareholders. Accordingly, we have mailed to certain of our beneficial owners the Notice of Internet Availability of Proxy Materials containing instructions on how to access the attached Proxy Statement and

our Annual Report on Form 10-K via the Internet and how to vote online. The Notice of Internet Availability of Proxy Materials also contains instructions on how you can receive a paper copy of the proxy materials. We are mailing paper copies of our annual meeting materials to our shareholders of record, and to eligible participants in the ISO 401(k) Savings and Employee Stock Ownership Plan, or ESOP.

The Notice of Internet Availability of Proxy Materials is being mailed to certain of our shareholders beginning on or about April 2, 2018. The Proxy Statement is being made available to our shareholders and eligible ESOP participants beginning on or about April 2, 2018.

Very truly yours,

Kenneth E. Thompson

Executive Vice President, General

Counsel and Corporate Secretary

Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to be held on May 16, 2018. Our Proxy Statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 are available at www.proxyvote.com. Upon written request to our Corporate Secretary, we will provide a copy of our Annual Report on Form 10-K without charge. Please mail any written request to Kenneth E. Thompson, Verisk Analytics, Inc., 545 Washington Boulevard, Jersey City, NJ 07310-1686.

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Proxy Statement

We are making this Proxy Statement available in connection with the solicitation of proxies by our Board of Directors for the 2018 Annual Meeting of Shareholders. We are mailing the Notice of Internet Availability of Proxy Materials on or about April 2, 2018. This Proxy Statement is being made available to our shareholders on or about April 2, 2018. In this Proxy Statement, we refer to Verisk Analytics, Inc. as the Company, Verisk, we, our or us and the Board of Directors as the Board.

Annual Meeting Information

Date and Location

We will hold the annual meeting on Wednesday, May 16, 2018 at 8:00 AM, local time, at the offices of the Company, 545 Washington Boulevard, Jersey City, New Jersey 07310.

Admission

Only record or beneficial owners of our common stock as of the Record Date, as defined below, or their proxies, and eligible participants of the ISO 401(k) Savings and Employee Stock Ownership Plan, or ESOP, may attend the annual meeting in person. When you arrive at the annual meeting, you must present photo identification, such as a driver's license. Beneficial owners must also provide evidence of stock holdings, such as a recent brokerage account or bank statement.

Record Date

The Record Date for the annual meeting is March 19, 2018. Record and beneficial owners may vote all shares of Verisk's Common Stock they owned as of the close of business on that date. Each share of Common Stock entitles you to one vote on the election of each of the Directors nominated for election and one vote on each other matter voted on at the annual meeting. On the Record Date 165,136,915 shares of Common Stock were outstanding. We need a quorum consisting of a majority of the shares of Common Stock outstanding on the Record Date present, in person or by proxy, to hold the annual meeting.

Notice of Electronic Availability of Proxy Materials

Pursuant to the rules adopted by the SEC, we are making this Proxy Statement and our Annual Report on Form 10-K available to many of our shareholders electronically via the Internet. On or about April 2, 2018, we are mailing to our beneficial owners (other than ESOP participants) the Notice of Internet Availability of Proxy Materials (Notice) containing instructions on how to access this Proxy Statement and our Annual Report on Form 10-K via the Internet and how to vote online. If you would like to receive a printed or electronic copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice. Your participation in this process enables us to save money on the cost of printing and mailing the documents to you.

Printed copies of the proxy materials are being sent to record holders of our stock and to eligible ESOP participants. All shareholders and eligible ESOP participants will be able to access the proxy materials at www.proxyvote.com.

Voting Information

Record and Beneficial Owners

If your shares are registered directly in your name with our transfer agent, Equiniti Trust Company (formerly known as Wells Fargo Shareowner Services), you are considered, with respect to those shares, to be a stockholder of record, and our annual meeting materials are being sent to you directly by us. As the stockholder of record, you have the right to grant your voting proxy or to attend the meeting and vote in person. If your shares are held in a brokerage account or by a bank or other nominee, you are considered a beneficial owner of those shares held in street name and your broker or nominee is considered, with respect to those shares, to be the stockholder of record. As the beneficial owner, you have the right to direct your broker or nominee on how to vote your shares.

Votes Required

Proposals for Your Vote	Votes Required	Effect of Abstentions	Effect of Broker Non-Votes
Proposal 1: Electing Four Members of the Board of Directors	Majority of votes cast	No effect	No effect
Proposal 2: Approving the Compensation of the Company's Named Executive Officers on an Advisory, Non-binding Basis (Say-on-Pay)	Affirmative vote of a majority of shares present or represented by proxy	Vote against	No effect
Proposal 3: Ratifying the Appointment of Deloitte & Touche LLP as Independent Auditor for 2018	Affirmative vote of a majority of shares present or represented by proxy	Vote against	Brokers have discretion to vote

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Voting Information

Votes Required to Elect Directors

In uncontested elections, each director will be elected by a majority of the votes cast, meaning that the number of shares voted for a director must exceed the number of shares voted against that director for the director to be elected. The Company has adopted a director resignation policy providing that an incumbent director who did not receive a majority of votes cast must promptly tender his or her resignation to the Board. The Nominating Committee will consider the resignation and make a recommendation to the Board whether to accept or reject the resignation. If the Board decides not to accept the resignation, the director will continue to serve on the Board until such director's successor is elected and qualified or until such director's earlier resignation or removal. If the Board accepts the resignation, the Nominating Committee may recommend to the Board, and the Board will thereafter decide, whether to fill the resulting vacancy or to reduce the size of the Board. The Board, excluding the director in question, will act on the Nominating Committee's recommendation and publicly disclose its decision and the rationale supporting it within 90 days following the date of the certification of the election results.

Votes Required to Approve the Compensation of the Company's Named Executive Officers on an Advisory, Non-Binding Basis

The approval of the compensation of the Company's named executive officers on an advisory, non-binding basis requires the affirmative vote of a majority of the shares of common stock present in person or represented by proxy at the annual meeting and entitled to vote thereon.

Votes Required to Ratify the Auditor

The ratification of the appointment of Deloitte & Touche LLP requires the affirmative vote of a majority of the shares of common stock present in person or represented by proxy at the annual meeting and entitled to vote thereon.

Abstaining and Broker-Non-Votes

You may also abstain from voting for the director nominees and the other proposals. Shares voting abstain and broker non-votes with respect to any nominee for director will have no effect on the election of directors. Shares voting abstain on the other proposals will have the effect of a vote against the proposal. Broker non-votes will not be counted in determining the results of the vote on the say-on-pay proposal but will be counted as present at the annual meeting for purposes of determining a quorum.

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Item 1 Election of Directors

Our Board of Directors is divided into three classes each serving staggered terms. The number of directors is fixed by our Board of Directors, subject to the terms of our amended and restated certificate of incorporation. Our Board of Directors currently consists of thirteen directors and each director who is elected will be elected for a three-year term.

The nominees for election at the 2018 Annual Meeting are set forth below and will serve terms continuing until 2021. J. Hyatt Brown, a director currently serving a term expiring at the 2018 Annual Meeting, will retire from the Board effective as of the

2018 Annual Meeting and therefore is not standing for re-election. Accordingly, if each director nominee for election at the 2018 Annual Meeting is elected, our Board of Directors will consist of a total of twelve directors. All of the director nominees are current directors of Verisk as of April 2, 2018, and each nominee has indicated that he or she will serve if elected. We do not anticipate that any nominee will be unable or unwilling to stand for election, but if that happens, your proxy may be voted for another person nominated by the Board or the Board may reduce its size.

Board Qualifications and Diversity

We believe that each of the nominees listed below possesses key attributes that we seek in a director, including strong and effective decision-making, communication and leadership skills. We also believe that the Board as a whole possesses the right diversity of experience, qualifications and skills to oversee and address the key issues facing the Company.

3 out of 12 are women

8 of 12

Other Public Company Board Experience

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Item 1

[Nominees for Election at the 2018 Annual Meeting](#)

[Nominees for terms continuing until 2021](#)

[Samuel G. Liss](#)

Independent Director

Age 61

Committees: Finance and Investment (Chair), Audit

[Samuel G. Liss](#) has served as one of our directors since 2005. Mr. Liss is the principal of WhiteGate Partners LLC, a financial services advisory firm, and an Adjunct Professor at both Columbia University Law School and New York University Stern Graduate School of Business, currently teaching courses in corporate governance. Previously, Mr. Liss served as Executive Vice President at The Travelers Companies, overseeing corporate business development and one of three operating divisions – Financial, Professional Lines and International Insurance. Earlier in his career, Mr. Liss was a Managing Director in the Investment Banking and the Equities divisions at Credit Suisse, working with financial and business services companies. Mr. Liss began his career in the equities division at Salomon Brothers. Mr. Liss has served on the Board of Directors of DST Systems, Inc., a publicly traded company, since May 2012, where he currently chairs the Nomination & Governance Committee. Mr. Liss formerly served on the Boards of Ironshore, Inc. and Nuveen Investments Inc. In assessing Mr. Liss' skills and qualifications to serve on our Board, our directors considered his management and operational experience gained as a senior executive of a global insurance business, his expertise in investment banking and the capital markets and his Board governance experience.

[Therese M. Vaughan](#)

Independent Director

Age 61

Committees: Nominating and Corporate Governance (Chair), Executive, Audit

Therese M. Vaughan has served as one of our directors since February 2013. Dr. Vaughan is currently the Robb B. Kelley Visiting Distinguished Professor of Insurance and Actuarial Science at Drake University. From June 2014 to June 2017, Dr. Vaughan served as the Interim Dean and then the Dean of Drake's College of Business and Public Administration. Dr. Vaughan is a leading expert in insurance regulation having served as Chief Executive Officer of the National Association of Insurance Commissioners from February 2009 to November 2012 and as Commissioner of the Iowa Insurance Division, directing all insurance business transacted in the State of Iowa, from August 1994 to December 2004. Dr. Vaughan is an Associate of the Society of Actuaries (ASA), a Chartered Property Casualty Underwriter (CPCU), an Associate of the Casualty Actuarial Society (ACAS), and a Member of the American Academy of Actuaries (MAAA). In 2012, National Underwriter named Dr. Vaughan one of the Top 25 Living Legends in Insurance, and the Association of Professional Insurance Women (APIW) selected Dr. Vaughan as the 2014 recipient of the Insurance Woman of the Year Award. In recognition of her international contributions, Dr. Vaughan was named a Distinguished Fellow of the International Association of Insurance Supervisors in 2013. Dr. Vaughan has served on the Board of Directors of Validus Holdings, Ltd., an insurance company, since May 2013, and Wellmark Blue Cross and Blue Shield since May 2013. Dr. Vaughan has previously served on the Board of Directors of Principal Financial Group, Inc. and Endurance Specialty Holding Ltd. In assessing Dr. Vaughan's skills and qualifications to serve on our Board, our directors considered her deep knowledge of the insurance industry and regulatory environment gained from her experience with the National Association of Insurance Commissioners and as Commissioner of the Iowa Insurance Division.

Bruce Hansen

Independent Director

Age 58

Committees: Audit, Compensation

Bruce Hansen has served as one of our directors since May 2015. From 2002 to 2012, Mr. Hansen served as Chairman and CEO of ID Analytics, a company he co-founded in 2002. Prior to that, Mr. Hansen served as President of HNC Software, Inc., a publicly traded company. Mr. Hansen has also held executive roles at CASA Inc., CitiGroup, ADP and JPMorgan Chase. Mr. Hansen currently serves on the Board of Directors of two publicly traded companies, Performant Financial Corporation and MITEK Systems Inc., as well as one privately held company, Zyme Solutions. Mr. Hansen is also an active member of the National Association of Corporate Directors. In assessing Mr. Hansen's skills and qualifications to serve on our Board, our directors considered his management and operations experience gained as a senior executive of multiple data analytics businesses, as well as his experience gained by his current and past service on other public company boards.

Kathleen A. Hogenson

Independent Director

Age 57

Committees: Finance and Investment, Nominating and Corporate Governance

Kathleen A. Hogenson has served as one of our directors since August 2016. Ms. Hogenson is an accomplished executive and entrepreneur with more than 30 years of energy experience. Ms. Hogenson has served as the President and Chief Executive Officer of Zone Oil & Gas, LLC, a company providing advisory and valuation services in energy, since 2007. Ms. Hogenson served as President and Chief Executive Officer of Zone Energy, LLC, a company she founded in 2009 and sold in 2015. Previously, Ms. Hogenson was President of Santos USA Corporation and Vice President of exploration and production technology for Unocal Corporation. Ms. Hogenson currently serves on the Board of Directors of First Quantum Minerals Ltd., a Canadian-listed mining company, and has previously served on the Board of Directors of Petrofac Limited and Parallel Petroleum LLC. Ms. Hogenson has also served on the advisory Board of Samsung Oil & Gas USA Corporation. In assessing Ms. Hogenson's skills and qualifications to serve on our Board, our directors considered her proven entrepreneurial track record and extensive commercial and strategic knowledge of the oil and gas industry.

Our Board unanimously recommends a vote FOR the election of all four (4) nominees. Proxies solicited by our Board will be voted FOR these nominees unless otherwise instructed.

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Continuing Directors

Directors with terms continuing until 2019

[John F. Lehman, Jr.](#)

Independent Director

Age 75

Committees: Compensation (*Chair*), Executive, Nominating and Corporate Governance

[John F. Lehman, Jr.](#) has served as one of our directors since 1992. Mr. Lehman is Chairman of J. F. Lehman & Co., an investment firm that he founded in 1991. Prior to founding J. F. Lehman & Co., he was Managing Director of Paine Webber, Inc. from 1988 to 1991. In 1981, Mr. Lehman was appointed Secretary of the Navy by President Reagan and served in that capacity until 1987. Mr. Lehman was a member of the bipartisan September 11 Commission and currently serves on the Board of Directors of EnerSys, Inc. In assessing Mr. Lehman's skills and qualifications to serve on our Board, our directors considered his financial expertise and operations skills gained through involvement with numerous diverse businesses and through his experience in government and public service. Our Board also believes it benefits from Mr. Lehman's experience gained by prior service on other public company boards.

[Andrew G. Mills](#)

Independent Director

Age 65

Committees: Audit, Finance and Investment

[Andrew G. Mills](#) has served as one of our directors since 2002. Mr. Mills has served as Executive Chairman and President of Archegos Capital Management since June 2014 and serves as the Co-Chairman of the Grace & Mercy Foundation. Mr. Mills has also served as the interim President of The King's College in New York, New York from October 2012 to July 2013 and from May 2007 to December 2008 and also served as Chairman of the Board of Trustees from 2004 to 2014. He is the former Chairman of Intego Solutions LLC, which he founded in 2000. Mr. Mills previously served as Chief Executive Officer of The Thomson Corporation's Financial and Professional Publishing unit and as a member of Thomson's Board of Directors. In 1984, he led the start-up operations of Business Research Corporation and was responsible for overseeing its sale and integration into The Thompson Corporation. He began his career with Courtaulds Ltd. and joined The Boston Consulting Group in 1979. Mr. Mills is on the Board of Directors of Camp of the Woods, is a member of the Massachusetts State Board of the Salvation Army and is co-chairman of the Theology of Work Project. In assessing Mr. Mills' skills and qualifications to serve on our Board, our directors considered his management expertise gained through senior executive positions with diverse businesses and his expertise in acquisitions and integration of acquired businesses.

[Constantine P. Iordanou](#)

Independent Director

Age 68

Committees: Nominating and Corporate Governance, Compensation

[Constantine P. Iordanou](#) has served as one of our directors since 2001. Mr. Iordanou has served as Chairman and Senior Advisor of Arch Capital Group Limited, or ACGL, since March 2018 and served as President and Chief Executive Officer from August 2003 until March 2018. Mr. Iordanou has served as a director of ACGL since January 2002 and currently serves as non-executive Chairman of the Board. From January 2002 through July 2003, he was Chief Executive Officer of Arch Capital (U.S.) Inc., a wholly owned subsidiary of ACGL. Prior to joining ACGL in 2002, Mr. Iordanou served in various capacities for Zurich Financial Services and its affiliates, including as Senior Executive Vice President of Group Operations and Business Development of Zurich Financial Services, President of Zurich-American Specialties Division, Chief Operating Officer and Chief Executive Officer of Zurich American and Chief Executive Officer of Zurich North America. Prior to joining Zurich in March of 1992, he served as President of the Commercial Casualty division of Berkshire Hathaway Inc. and served as Senior Vice President with the American Home Insurance Company, a member of the American International Group. In assessing Mr. Iordanou's skills and qualifications to serve on our Board, our directors considered his experience as director and Chief Executive Officer of another public company, ACGL, as well as his extensive experience as a senior executive of various global insurance businesses.

[Scott G. Stephenson](#)

Chairman and CEO

Age 60

Committees: Executive (*Chair*)

Scott G. Stephenson has been our Chief Executive Officer since April 2013 and has been our President since March 2011. Mr. Stephenson has also served on our Board of Directors since April 2013 and effective April 1, 2016, Mr. Stephenson was appointed to serve as the Chairman of our Board. Mr. Stephenson also previously served as our Chief Operating Officer and prior to that led our Decision Analytics segment. From 2002 to 2008, Mr. Stephenson served as our Executive Vice President, and he served as President of our Intego Solutions business from 2001 to 2002. Mr. Stephenson joined the Company from Silver Lake Partners, a technology-oriented private equity firm, where he was an advisor from 2000 to 2001. From 1989 to 1999 Mr. Stephenson was a partner with The Boston Consulting Group, eventually rising to senior partner and member of the firm's North American operating committee. In assessing Mr. Stephenson's skills and qualifications to serve on our Board, our directors considered the in-depth operations and management experience and knowledge gained by Mr. Stephenson from his various senior management and executive positions held by him within Verisk since 2001, including serving as our Chief Executive Officer since April 2013.

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Item 1

[Directors with terms continuing until 2020](#)

[Frank J. Coyne](#)

Independent Lead Director

Age 69

[Committees: Executive](#)

[Frank J. Coyne](#) has served as one of our directors since 2002 and has served as our independent Lead Director since April 1, 2016. Previously, Mr. Coyne served as the Chairman of our Board from 2002 until April 1, 2016 and served as our Chief Executive Officer from 2002 until his retirement in April 2013. From 2000 to 2002, Mr. Coyne served as our President and Chief Executive Officer and he served as our President and Chief Operating Officer from 1999 to 2000. Mr. Coyne joined the Company from Kemper Insurance Cos., where he was Executive Vice President, Specialty and Risk Management Groups. Previously, he served in a variety of positions with General Accident Insurance and was elected its President and Chief Operating Officer in 1991. He has also held executive positions with Lynn Insurance Group, Reliance Insurance Co. and PMA Insurance Co. Mr. Coyne also serves on the Board of Directors of Strategic CAT Holdings LLC, a privately-held independent adjusting company, and the Board of Trustees of Underwriters Laboratories. In assessing Mr. Coyne's skills and qualifications to serve on our Board, our directors considered the in-depth operations and management experience and knowledge gained by Mr. Coyne as Chief Executive Officer of Verisk from 2002 until his retirement in 2013.

[Christopher M. Foskett](#)

Independent Director

Age 60

Committees: Audit (*Chair*), Executive, Finance and Investment

Christopher M. Foskett has served as one of our directors since 1999. Mr. Foskett currently serves as a member of the Management Committee of First Data Corporation and also oversees Corporate and Business Development at First Data Corporation. From 2011 to April 2014 Mr. Foskett served as the Managing Director – Co-Head of North American Banking and Global Head of Sales for Treasury Services at JPMorgan Chase Bank. He was Managing Director – Global Head of Financial Institutions of National Australia Bank from 2008 to 2011 and a Managing Director and Global Head of the Financial Institutions Group in Citigroup’s Corporate Bank from 2007 to 2008. From 2003 to 2007, Mr. Foskett was Head of Sales and Relationship Management for Citigroup Global Transaction Services. He also served as Global Industry Head for the Insurance and Investment Industries in Citigroup’s Global Corporate Bank from 1999 to 2003. Previously, he held various roles in Citigroup’s mergers and acquisitions group. In assessing Mr. Foskett’s skills and qualifications to serve on our Board, our directors considered his more than 30 years in the banking and financial services industries, and experience gained as a senior executive with global financial institutions.

David B. Wright

Independent Director

Age 69

Committees: Audit, Compensation

David B. Wright has served as one of our directors since 1999. Since August 2014, Mr. Wright has served as Managing Partner of Innovative Capital Ventures, Inc. From July 2012 to May 2014, Mr. Wright served as the Chief Executive Officer of ClearEdge Power, a privately held company. From February 2010 to July 2011, Mr. Wright served as the Executive Vice Chairman and Chief Executive Officer of GridIron Systems. Mr. Wright served as Chief Executive Officer and Chairman of Verari Systems, Inc., from June 2006 to December 2009. He was Executive Vice President, Office of the CEO, Strategic Alliances and Global Accounts of EMC Corporation from July 2004 until August 2006. From October 2000 to July 2004, Mr. Wright served as President, Chief Executive Officer and Chairman of the Board of Legato Systems. Prior to joining Legato Systems, Mr. Wright had a 13-year career with Amdahl Corporation, where he served as President and Chief Executive Officer from 1997 to 2000. Mr. Wright also previously served on the Board of Directors of ClearEdge Power, GridIron Systems, ActivIdentity Corp., Aspect Communications Corp., Boole and Babbage Inc. and GeekNet, Inc. In assessing Mr. Wright’s skills and qualifications to serve on our Board, our directors considered the operations and management experience he gained in leadership positions in diverse businesses.

Annell R. Bay

Independent Director

Age 62

Committees: Compensation, Nominating and Corporate Governance

Annell R. Bay has served as one of our directors since August 2016. Ms. Bay has more than 35 years of experience in the oil and gas industries. Ms. Bay most recently served as vice president of global exploration for Marathon Oil Corporation, from June 2008 until her retirement in April 2014. Ms. Bay was previously Vice President of Americas exploration for Shell Exploration and Production Company and Vice President of worldwide exploration at Kerr McGee Oil and Gas Corporation. Earlier in her career, Ms. Bay held positions in operations and applied research at Chevron, Sohio, and Oryx Energy. Ms. Bay serves on the advisory boards for the Jackson School of Geology at the University of Texas at Austin and the Houston Education Center for the Independent Petroleum Association of America. Ms. Bay has served on the Board of Directors of the Apache Corporation, a publicly traded company, since 2014, and Hunting PLC, a UK-listed energy company, since 2015. In assessing Ms. Bay's skills and qualifications to serve on our Board, our directors considered her deep knowledge of the oil and gas industries and her extensive experience in the exploration of conventional and unconventional oil and gas reservoirs and in portfolio risk management.

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Corporate Governance

Corporate Governance Strengths

We are committed to good corporate governance, which promotes the long-term interests of our stockholders and strengthens our Board and management accountability. Highlights of our corporate governance practices include the following:

Majority voting in uncontested director elections

Lead independent director

100% independent members on the Audit, Compensation, Finance and Investment, and Nominating and Corporate Governance Committees

Four new directors in last five years

Annual Say-on-Pay vote

No Poison Pill

Robust stock ownership guidelines for directors and executive officers

Clawback policy

Policy of no hedging or pledging of Company securities

Annual Board and Committee Evaluations

Code of Business Conduct and Ethics

Periodic reviews of Committee Charters, Corporate Governance Guidelines and Code of Business Conduct and Ethics

Leadership Structure, Chairman and Lead Director

On April 1, 2016, we combined the roles of Chairman and CEO and we created the new role of independent Lead Director. From 2002 until his retirement on April 1, 2013, Frank J. Coyne served as both our Chairman and CEO. Upon Mr. Coyne's retirement, Scott G. Stephenson became our CEO and Mr. Coyne continued to serve as Non-Executive Chairman. We believed that having Mr. Coyne serve as Non-Executive Chairman for a period of time prior to him being deemed independent under Nasdaq listing rules was useful to, among other things, assist in and facilitate the transition of Mr. Stephenson to his new role of CEO. We believe that giving Mr. Stephenson the additional role of Chairman, effective upon his third anniversary as CEO, promoted efficiency. In addition, we have established the role of independent Lead Director and appointed Mr. Coyne to serve in that role. We believe having a Lead Director will promote a more robust corporate governance program and align the Company with an increasing number of leading public companies.

Our Corporate Governance Guidelines provide that the Lead Director shall:

- preside at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent directors;

- serve as liaison between the Chairman and the independent directors;

- approve information sent to the Board;

- approve meeting agendas for the Board;

- approve meeting schedules to assure that there is sufficient time for discussion of all agenda items;

- have the authority to call meetings of the independent directors;

- if requested by major shareholders, ensure that he is available for consultation and direct communication;

- provide leadership to the Board if circumstances arise in which the role of the Chairman may be, or may be perceived to be, in conflict, and responding to any reported conflicts of interest, or potential conflicts of interest, arising for any director;

- lead the independent directors in the annual evaluation of the performance of the CEO and communicate that evaluation to the CEO;

- be available to advise the chairs of the committees of the Board in fulfilling their designated roles and responsibilities to the Board and attend meetings of the committees of the Board; and

engage with the Chairman between Board meetings and assist with informing or engaging with non-employee directors, as appropriate.

Director Independence

Currently, our Board of Directors has thirteen directors. Under our bylaws, our Board may consist of between seven and fifteen directors, as the Board may determine. Upon Mr. Brown's retirement effective as of the 2018 Annual Meeting and if all director nominees for election at the 2018 Annual Meeting are re-elected, our Board will consist of twelve directors. Twelve of our current thirteen directors are independent as determined by the Board, consistent with the Nasdaq listing rules: Anell R. Bay, J. Hyatt Brown, Frank J. Coyne, Christopher M. Foskett, Bruce Hansen, Kathleen A. Hogenson, Constantine P. Iordanou, John F. Lehman, Jr., Samuel G. Liss, Andrew G. Mills, David B. Wright, and Therese M. Vaughan. Scott G. Stephenson, our current Chairman and Chief Executive Officer, is not considered independent. As of April 1, 2016, the Board determined that Frank J. Coyne is independent under Nasdaq listing rules as three years had passed since Mr. Coyne retired as our Chief Executive Officer.

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Corporate Governance

Board Meetings and Director Attendance

Our bylaws provide that the Board of Directors may designate one or more committees. We currently have five committees: Executive Committee, Audit Committee, Compensation Committee, Finance and Investment Committee, and Nominating and Corporate Governance Committee. Our Board met five times in 2017. In 2017, all directors attended at least 75% of the meetings of the Board and of the committees on which the directors served that were held while such directors were members.

Member	Executive Committee	Audit Committee	Compensation Committee	Finance and Investment Committee	Nominating and Corporate Governance Committee
Annell R. Bay					
J. Hyatt Brown					
Frank J. Coyne					
Christopher M. Foskett		CHAIR			
Bruce Hansen					
Kathleen A. Hogenson					
Constantine P. Iordanou					
John F. Lehman, Jr.			CHAIR		
Samuel G. Liss				CHAIR	
Andrew G. Mills					
Scott G. Stephenson	CHAIR				
Therese M. Vaughan					CHAIR
David B. Wright					
Meetings in 2017	0	5	5	2	3

The Executive Committee currently consists of Scott G. Stephenson (Chair), Frank J. Coyne (Lead Director), Christopher M. Foskett, John F. Lehman, Jr., and Therese M. Vaughan. The Executive Committee exercises all the power and authority of the Board of Directors (except those powers and authorities that are reserved to the full Board of Directors under Delaware law) between regularly scheduled Board of Directors meetings. The Executive Committee also makes recommendations to the full Board of Directors on various matters. The Executive Committee meets as necessary upon the call of the Chairman of the Board of Directors. The Executive Committee did not meet in 2017.

The Audit Committee currently consists of Christopher M. Foskett (Chair), Bruce Hansen, Samuel G. Liss, Andrew G. Mills, Therese M. Vaughan and David B. Wright, all of whom are independent as defined under Nasdaq listing rules. The Audit Committee is established in accordance with Section 3(a)(58) of the Securities Exchange Act of 1934, as amended (the Exchange Act). Each member of our Audit Committee is financially literate, as such term is interpreted by our Board. In addition, each member of the Audit Committee meets the qualifications of an audit

committee financial expert in accordance with SEC rules, as determined by our Board. The Audit Committee reviews the internal accounting and financial controls for the Company and the accounting principles and auditing practices and procedures to be employed in preparation and review of the financial statements of the Company. The Audit Committee also provides

assistance to our Board of Directors in fulfilling its responsibilities with respect to our compliance with legal and regulatory requirements. In addition, the Audit Committee makes recommendations to the Board of Directors concerning the engagement of the independent accounting firm and the scope of the audit to be undertaken by such auditors. The Audit Committee met five times in 2017.

The Compensation Committee currently consists of John F. Lehman, Jr. (Chair), Annell R. Bay, Bruce Hansen, Constantine P. Iordanou and David B. Wright, all of whom are independent as defined under Nasdaq listing rules. The Compensation Committee reviews and, as it deems appropriate, recommends to the Board of Directors policies, practices and procedures relating to the compensation of the CEO and of each of the Company's other executive officers and directors and the establishment and administration of employee benefit plans. The Compensation Committee also exercises all authority under the Company's employee equity incentive plans and advises and consults with the officers of the Company as may be requested regarding managerial personnel policies. The Compensation Committee may delegate its authority to subcommittees or the Chair of the Compensation Committee when it deems it appropriate and in the best interests of the Company. The Compensation Committee met five times in 2017.

The Finance and Investment Committee currently consists of Samuel G. Liss (Chair), J. Hyatt Brown, Christopher M. Foskett,

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Corporate Governance

Kathleen A. Hogenson, and Andrew G. Mills. The Finance and Investment Committee meets as necessary to establish, monitor and evaluate the Company's investment policies, practices and advisors and to advise management and the Board of Directors on the financial aspects of strategic and operational directions, including financial plans, capital planning, financing alternatives, stock repurchases and acquisition opportunities. The Finance and Investment Committee met twice in 2017.

The Nominating and Corporate Governance Committee currently consists of Therese M. Vaughan (Chair), Annell R. Bay, J. Hyatt Brown, Kathleen A. Hogenson, Constantine P. Iordanou, and John F. Lehman, Jr., all of whom are independent as defined under Nasdaq listing rules. Dr. Vaughan was elected Chair of the Nominating and Corporate Governance Committee in January 2018. The Nominating and Corporate Governance Committee reviews and, as it deems appropriate, recommends to the Board of Directors policies and procedures relating to director and committee nominations, including consideration of shareholder nominees, and corporate governance policies. The Nominating and Corporate Governance Committee met three times in 2017.

Our Board has adopted a written charter for each of the Audit Committee, Compensation Committee and Nominating and Corporate Governance Committee setting forth the roles and responsibilities of each committee.

Director Attendance at Annual Meetings

Pursuant to the Company's Corporate Governance Guidelines, directors are expected to attend annual meetings of shareholders. All of our directors attended the 2017 Annual Meeting of Shareholders.

Executive Sessions

The Company's Corporate Governance Guidelines provide that non-employee directors may meet in executive sessions and the Lead Director will preside over these executive sessions. If any non-employee directors are not independent, then the independent directors will meet in executive sessions and the Lead Director will preside over these executive sessions. In 2017, after every Board and committee meeting an executive session consisting of independent directors was convened.

Communications with Directors

Shareholders and other interested parties may contact any member (or all members) of the Board by mail. To communicate with the Board, the Lead Director, any individual director or any group or committee of directors (including the independent directors as a group), correspondence should be addressed to the Board or any such individual director or group or committee of directors by either name or title. All such correspondence should be sent to Kenneth E. Thompson, Executive Vice President, General Counsel and Corporate Secretary, Verisk Analytics, Inc., 545 Washington Blvd., Jersey City, NJ 07310. Items that are unrelated to a director's duties and responsibilities as a Board member, such as junk mail, may be excluded by the Corporate Secretary. Any communication to report potential

issues regarding accounting, internal controls and other auditing matters should be marked Personal and Confidential and sent to Verisk Analytics, Inc., 545 Washington Blvd., Jersey City, NJ 07310, Attention: Chair of the Audit Committee of Verisk Analytics, Inc., in care of Kenneth E. Thompson, Executive Vice President, General Counsel

and Corporate Secretary. Our Policy for Reporting Concerns Related to Accounting and Ethical Violations (Whistleblower Policy) is available on our website at the [Corporate Governance Governance Documents](#) link under the [Investors](#) link at www.verisk.com.

Mandatory Retirement

J. Hyatt Brown is currently serving as a director for a three-year term ending in 2018. Mr. Brown currently exceeds the Company's mandatory retirement age of 75 for directors under our Corporate Governance Guidelines and accordingly, Mr. Brown is not standing for re-election and will retire effective as of the 2018 Annual Meeting.

Compensation Governance

The Compensation Committee will consist of at least three members, all of whom must be independent directors meeting the independence requirements of the Nasdaq listing rules. The Compensation Committee currently consists of five members, each of whom is an outside director within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code). The Compensation Committee has the responsibility and authority to approve performance-based compensation for the Company's executive officers.

The Compensation Committee is responsible for determining, or recommending to the Board for determination, annually all compensation awarded to the Company's executive officers, including the CEO and the other executive officers named in the Summary Compensation Table herein (named executive officers or NEOs). In addition, the Compensation Committee administers the Company's equity incentive plans, including reviewing and approving equity grants to executive officers. Information on the Compensation Committee's processes, procedures and analysis of NEO compensation for fiscal 2017 is addressed in the Compensation Discussion and Analysis section herein.

The Compensation Committee actively engages in its duties and follows procedures intended to ensure excellence in compensation governance, including those described below:

Identifying corporate goals and objectives relevant to executive officer compensation.

Evaluating each executive officer's performance in light of such goals and objectives and setting each executive officer's compensation based on such evaluation and such other factors as the Compensation Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation).

Determining any long-term incentive component of each executive officer's compensation.

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Corporate Governance

Identifying corporate goals and objectives relevant to director compensation.

Evaluating each director's performance in light of such goals and objectives and setting each director's compensation, including any long-term incentive component, based on such evaluation and such other factors as the Compensation Committee deems appropriate and in the best interests of the Company (including the cost to the Company of such compensation).

Additional information about our executive compensation plans and arrangements and their administration is described in the Compensation Discussion and Analysis section herein and the accompanying executive compensation tables. The Compensation Committee may delegate the administration of these plans as appropriate, including to one or more officers of the Company, to subcommittees of the Board or to the Chairperson of the Compensation Committee when it deems it appropriate and in the best interests of the Company.

The Compensation Committee has the sole authority to retain and terminate any advisor, including any compensation consultant assisting the Compensation Committee in the evaluation of CEO or other executive officer compensation, including authority to approve all such fees and other retention terms. As further described in the Compensation Discussion and Analysis section herein, during 2017, the Compensation Committee retained a compensation consultant. In developing its views on compensation matters and determining the compensation awarded to our NEOs, the Compensation Committee also obtains input from the Company's Human Resources department, which collects information and prepares materials for the Compensation Committee's use in compensation decisions.

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee is a current or former officer of the Company or any of our subsidiaries. In addition, there are no compensation committee interlocks with the Board of Directors or compensation committee of any other company.

Criteria for Board Candidates, Including Board Diversity

The Board seeks individuals with backgrounds and qualities that, when combined with those of our incumbent directors, enhance the Board's effectiveness and result in the Board having a broad range of skills, expertise and industry knowledge relevant to the Company's business. In addition, the Nominating and Corporate Governance Committee and the Board include diversity of viewpoints, background, experience and other demographics among the criteria they consider in connection with selecting candidates for the Board. While neither the Board nor the Nominating and Corporate Governance Committee has a formal diversity policy, two of many factors the Board and the Nominating and Corporate Governance Committee carefully considers in the selection of new

directors are the importance to the Company of ethnic and gender diversity in board composition. In conducting its search for new directors in 2016, the Board utilized a process that required the final pool of candidates to include potential directors who would increase the Board's ethnic and/or gender diversity. We anticipate utilizing a similar process in future searches for Board candidates.

Shareholder Recommendations for Board Candidates

The Nominating and Corporate Governance Committee will consider any director candidates recommended by shareholders who submit a written request to the Corporate Secretary of the Company. The candidates should meet the director qualification criteria. The Nominating and Corporate Governance Committee evaluates all director candidates and nominees in the same manner regardless of the source.

Shareholders may make recommendations at any time by writing to the Nominating and Corporate Governance Committee, c/o Kenneth E. Thompson, Corporate Secretary, Verisk Analytics, Inc., 545 Washington Blvd., Jersey City, NJ 07310-1686. Nominations for the annual meeting of shareholders must be received pursuant to the deadlines set forth in the Company bylaws as discussed under Shareholder Proposals.

Board Role in Risk Oversight

The Board of Directors oversees the Company's enterprise-wide approach to the major risks facing the Company and, with the assistance of the Audit Committee, oversees the Company's policies for assessing and managing its exposure to risk. The Board also considers risk in evaluating the Company's strategy. The Audit Committee reviews with management and the auditors the Company's enterprise risk assessment process and risk categories. As part of its process to identify and prioritize risks, the Company's Internal Audit department uses the framework set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and segregates risks based on their nature and/or potential significance strategic risk, financial risk, operational risk and compliance risk. The Chief Internal Auditor reports both to the Chairman of the Audit Committee and to the General Counsel. Management reviews with the Audit Committee the risk assessment process, the various enterprise risks, the prioritization of the identified risks and its mitigation plans. The Audit Committee reviews and discusses with the Chief Internal Auditor and Risk Manager the Company's internal system of audit and financial controls, enterprise risk information, internal audit plans, and the periodic report of audit activities. Finally, on a quarterly basis, management reviews its progress on the testing and mitigation of any identified risks with the Audit Committee. The Board's role in risk oversight has not had any effect on the Board's leadership structure.

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Corporate Governance

Board Evaluations

Our Board is committed to continuous improvement and recognizes the fundamental role a robust Board and Committee evaluation process plays in ensuring that our Board maintains an optimal composition and is functioning effectively.

Board Self-Evaluations. The Nominating and Corporate Governance Committee conducts an annual self-evaluation of our Board's effectiveness and to identify opportunities where an enhancement or change in practices may lead to further improvement. In our Board self-evaluation process, all directors provide responses to a written questionnaire, and the Company's General Counsel interviews all directors on the following Board effectiveness topics:

Board Composition & Structure

Meeting Dynamics

Leadership & Individual Contributions

Access to Information

Interaction with Management

Strategic Planning and Goal Setting

Fostering Innovation

Operational Matters

Financial Matters

Risk Oversight

Governance

The results of the interviews and the scores provided on the series of questions are analyzed and presented to the full Board in a report that includes both strengths in Board effectiveness and opportunities for enhancing Board effectiveness. The Nominating and Corporate Governance Committee uses the results of the evaluation in determining the characteristics and skills required of prospective candidates for election to the Board. It also uses these results to make recommendations to the Board with respect to assignments of Board members to various Board Committees.

Committee Self-Evaluations. Each Committee of the Board (other than the Executive Committee) annually evaluates its performance as a Committee. The evaluation process is similar to that of the Board and is also facilitated by the Company's General Counsel. Each Committee's evaluation is focused on the Committee's effectiveness in performing its key functions. The outcome of each Committee's self-evaluation is reported to the respective Committee, the Nominating and Corporate Governance Committee and the full Board. The Chair of each Committee or the Nominating and Corporate Governance Committee may make recommendations for improvement to the Board.

Succession Planning

Our Board recognizes that one of its most critical responsibilities is to guarantee excellence and stability in our Company's senior leadership. As a result, our Board is actively engaged in talent management. Our Board oversees the development of executive talent and plans for the succession of our Board, our Chairman and Chief Executive Officer and other senior members of executive management.

Board Succession Planning. The Nominating and Corporate Governance Committee considers the critical needs of the Company regularly, taking into account the results of the annual Board and Committee evaluations and other relevant data to assess Board skills and the leadership capabilities of existing directors, including to evaluate the appropriateness of new or different Committee service for our directors and to identify sitting directors who are ready to fill the role of Chair of each of our Committees should one of those directors vacate his or her position unexpectedly or upon retirement.

Chief Executive Officer Succession Planning. Our Board is responsible for the selection of our Chief Executive Officer. Our Board regularly reviews leadership development initiatives and identifies and periodically updates the skills, experience and attributes that they believe are required to be an effective Chief Executive Officer in light of the Company's business strategy, prospects and challenges. In furtherance of its succession planning efforts, during 2017 the Board requested and received from the Chief Executive Officer a detailed report on recommendations for short- and long-term succession plans for the Chief Executive Officer, including in the event of unanticipated vacancy.

Corporate Governance Documents

Verisk maintains a corporate governance website at the [Corporate Governance Governance Documents](#) link under the [Investors](#) link at www.verisk.com.

Our Corporate Governance Guidelines (including our director independence standards); Code of Business Conduct and Ethics; and Audit, Compensation and Nominating and Corporate Governance Committee charters are available on our website at the [Corporate Governance Governance Documents](#) link under the [Investors](#) link at www.verisk.com and are available to any shareholder who requests them by writing to Verisk Analytics, Inc., 545 Washington Blvd., Jersey City, New Jersey 07310, Attention: Kenneth E. Thompson, Corporate Secretary.

Our Code of Business Conduct and Ethics applies to our directors, executive officers and employees. If we make any substantive amendment to, or grant a waiver from, a provision of the Code of Business Conduct and Ethics for our chief executive officer (CEO), chief financial officer (CFO), principal accounting officer or controller or persons performing similar functions, we will satisfy the applicable SEC disclosure requirement by disclosing within four business days the nature of the amendment or waiver on our website at the [Governance Documents](#) link under the [Investors](#) link at www.verisk.com.

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Directors Compensation and Benefits

Annual Retainer. Under the Director Compensation Plan approved by the Compensation Committee, for 2017 each non-employee director received an annual base retainer fee of \$90,000 for membership on the Board of Directors. The chairpersons of the Audit Committee and Compensation Committee each received an additional \$20,000 annual retainer fee, while each non-employee director who chairs any other committee received an additional \$15,000 retainer fee. In 2017, Frank J. Coyne, who served as Independent Lead Director, received an additional \$50,000 annual retainer fee.

Each non-employee director may elect to receive the annual retainer in the form of (i) cash, (ii) deferred cash, (iii) shares of common stock, (iv) deferred shares of common stock, (v) options to purchase common stock or (vi) a combination of the foregoing. Any options taken as a portion of the annual retainer are exercisable for a period of ten years from the date of grant (subject to earlier termination if the individual ceases to be a director of the Company), vest immediately, and have an exercise price equal to the fair market value of the common stock on the date of grant.

Equity Grants. Each non-employee director received an annual equity award having a value of \$145,000 pursuant to the Director Compensation Plan. One-half of the value of the annual equity award was awarded in the form of options to

purchase common stock based on the Black-Scholes value on the date of grant and one-half of the value of the annual equity award was awarded in the form of deferred stock units based on the value of a share of common stock on the date of grant. The options are exercisable for a period of ten years from the date of grant (subject to earlier termination if the individual ceases to be a director of the Company), vest on the first anniversary of the date of grant, and have an exercise price equal to the fair market value of the common stock on the date of grant. Shares of common stock in respect of deferred stock units will be distributed to the directors upon retirement or other separation from the Board of Directors. Such awards shall vest in equal monthly installments over a period of 12 months.

Any retainer amount payable or equity award granted to a director newly appointed or elected to the Board on a date other than July 1 (the annual scheduled payment and grant date for all directors) will be pro-rated to reflect the remaining portion of the compensation year in which such new director is appointed or elected.

Scott G. Stephenson, our Chairman and Chief Executive Officer, does not receive additional compensation for his service on the Board of Directors.

The table below shows compensation paid to or earned by the directors during 2017. As noted above, directors may elect to receive compensation in various forms other than cash.

2017 DIRECTOR COMPENSATION

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Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$ (1) (2))	Option Awards (\$ (1) (3))	Total (\$)
Annell R. Bay	90,000	72,474	72,522	234,996
J. Hyatt Brown	90,000	72,474	72,522	234,996
Frank J. Coyne	140,000	72,474	72,522	284,996
Christopher M. Foskett		182,492	72,522	255,014
Bruce Hansen		162,497	72,522	235,019
Kathleen A. Hogenson		162,497	75,522	235,019
Constantine P. Iordanou		72,474	177,523	249,997
John F. Lehman, Jr.		72,474	182,515	254,989
Samuel G. Liss		72,474	177,523	249,997

Andrew G. Mills		72,474	162,528	235,002
Therese M. Vaughan	90,000	72,474	72,522	234,996
David B. Wright		162,497	72,522	235,019

(1) Represents the aggregate grant date fair value of stock and stock option awards granted in 2017 computed in accordance with ASC Subtopic 718-10, *Compensation-Stock Compensation* (ASC Topic 718), excluding forfeiture estimates. For a discussion of the assumptions used to calculate the amounts shown in the option awards and stock awards columns, see note 15 of the notes to our audited consolidated financial statements included as part of our Annual Report on Form 10-K for the year ended December 31, 2017.

(2) At December 31, 2017, directors had outstanding stock awards as follows: (a) Annell R. Bay 1,938; (b) J. Hyatt Brown 63,945; (c) Frank J. Coyne 58,998; (d) Christopher M. Foskett 9,389; (e) Bruce Hansen 5,973; (f) Kathleen A. Hogenson 2,699; (g) Constantine P. Iordanou 195,962; (h) John F. Lehman, Jr. 319,214; (i) Samuel G. Liss 49,399; (j) Andrew G. Mills 96,525; (k) Therese M. Vaughan 5,457; (l) David B. Wright 30,661.

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Directors Compensation and Benefits

(3) At December 31, 2017, directors had outstanding option awards as follows: (a) Annell R. Bay 8,303; (b) J. Hyatt Brown 75,006; (c) Frank J. Coyne 24,241; (d) Christopher M. Foskett 89,123; (e) Bruce Hansen 13,643; (f) Kathleen A. Hogenson 8,303; (g) Constantine P. Iordanou 201,100; (h) John F. Lehman, Jr. 191,224; (i) Samuel G. Liss 117,859; (j) Andrew G. Mills 106,691; (k) Therese M. Vaughan 24,241; (l) David B. Wright 103,130.

Where no information is given as to a particular type of award with respect to any individual, such individual did not hold or receive such an award during or as of the end of the last fiscal year, as the case may be.

Stock Ownership Requirements for Directors

Directors are subject to minimum equity holding requirements. Each director is required to hold stock with a value equal to six times their respective annual base retainer (i.e., excluding additional retainer amounts for committee chairs). The in-the-money value of vested and unvested options held by directors is not included in determining compliance with this requirement. Directors elected to the Board prior to December 20, 2011 (which was the date of the adoption of the director stock ownership requirement) were required to comply with this requirement by July 1, 2015. Directors elected to the Board after December 20, 2011 will be required

to comply with this requirement no later than the sixth anniversary of their election to the Board.

J. Hyatt Brown, Frank J. Coyne, Christopher M. Foskett, Constantine P. Iordanou, John F. Lehman, Jr., Samuel G. Liss, Andrew G. Mills and David B. Wright, each a director elected to the Board prior to December 20, 2011, currently holds stock with a value in excess of six times their respective annual base retainer. Annell R. Bay, Bruce Hansen, Kathleen A. Hogenson and Therese M. Vaughan, each a director elected to the Board after December 20, 2011, have until the sixth anniversary of their respective election to the Board to comply with the director stock ownership requirement and have not yet reached such anniversary date. Scott G. Stephenson, our Chairman and Chief Executive Officer, does not receive an annual retainer for his service on the Board and is subject to and is in compliance with the stock ownership requirement for executive officers set forth on page 28.

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[Executive Officers of Verisk](#)

Information regarding the ages and past five years' business experience of our executive officers is as follows:

Scott G. Stephenson (60) has been our Chief Executive Officer since April 2013 and has been our President since March 2011. Mr. Stephenson has also served on our Board of Directors since April 2013 and as of April 1, 2016 has served as our Chairman of the Board. Mr. Stephenson also previously served as our Chief Operating Officer and, prior to that, led our Decision Analytics segment. From 2002 to 2008, Mr. Stephenson served as our Executive Vice President, and he served as President of our Intego Solutions business from 2001 to 2002. Mr. Stephenson joined the Company from Silver Lake Partners, a technology-oriented private equity firm, where he was an advisor from 2000 to 2001. From 1989 to 1999, Mr. Stephenson was a partner with The Boston Consulting Group, eventually rising to senior partner and member of the firm's North American operating committee.

Lee Shavel (50) has been our Executive Vice President and Chief Financial Officer since November 2017. Mr. Shavel served as Chief Financial Officer and Executive Vice President, Corporate Strategy of Nasdaq, Inc. from May 2011 to March 2016. Before joining Nasdaq, Mr. Shavel was Americas Head of Financial Institutions Investment Banking at Bank of America Merrill Lynch. Previously, he was Head of Finance, Securities and Technology and Global COO for the Financial Institutions Group at Merrill Lynch. Mr. Shavel joined Merrill Lynch in 1993 as an Associate, coming from Citicorp where he worked as an Associate in the Financial Institutions Group. Since 2016, Mr. Shavel has served as a board director and chairman of the Audit Committee of Investment Technology Group, Inc., a publicly-traded broker-dealer.

Mark V. Anquillare (52) has been our Chief Operating Officer since June 2016 and continues to serve as our Executive Vice President, a position he has held since March 2011. From 2007 to June 2016, Mr. Anquillare served as our Chief Financial Officer. Mr. Anquillare joined the Company as Director of Financial Systems in 1992 and since joining the Company, Mr. Anquillare has held various management positions, including Assistant Vice President, Vice President and Controller,

and Senior Vice President and Controller. Prior to 1992, Mr. Anquillare was employed by the Prudential Insurance Company of America. Mr. Anquillare is a Fellow of the Life Management Institute.

Nana Banerjee (48) has been our Group President since June 2016, overseeing our Argus, Geomni, Maplecroft and Verisk Retail businesses. Dr. Banerjee also has oversight responsibility for Verisk's joint data development environment and Verisk's centralized advanced research and analytics group. Dr. Banerjee previously served as Group Executive and Chief Analytics Officer since June 2013. Dr. Banerjee rejoined Argus as its Chief Operating Officer in April 2009, coming from Citigroup, where he headed its UK credit card business. Before joining Citigroup, he served as Vice President of Marketing for GE Capital, where he led pricing and portfolio management for its retail consumer finance business. Earlier in his career, Dr. Banerjee spent seven years in various roles at Argus.

Kenneth E. Thompson (58) has been our Executive Vice President, General Counsel and Corporate Secretary since March 2011, and was our Senior Vice President, General Counsel and Corporate Secretary from 2006 to March 2011. Prior to joining the Company in 2006, Mr. Thompson was a partner of McCarter & English, LLP from 1997 to 2006. Mr. Thompson served on the Board of Directors of Measurement Specialties, Inc. from November 2006 until October 2014.

Vincent de P. McCarthy (53) has been our Senior Vice President, Corporate Development and Strategy since October 2009. He is responsible for identifying and evaluating new strategic and M&A opportunities that align with Verisk's business operations and growth initiatives. Mr. McCarthy joined Verisk from Bank of America Merrill Lynch, where he was a Managing Director in the Investment Banking group in New York, advising companies in the financial technology, payments and processing, and analytics sectors. Mr. McCarthy joined Merrill Lynch in 1994, and across his career with that firm served in investment banking roles both in the United States and Europe.

Table of Contents**Security Ownership of Certain Beneficial Owners and Management**

Stock Ownership of Directors and Executive Officers. We encourage our directors, officers and employees to own our common stock, as owning our common stock aligns their interests with your interests as shareholders. The following table sets forth the beneficial ownership of our

Common Stock by each of our named executive officers and directors, and by all our directors and executive officers as a group, as of March 19, 2018. Percentage of class amounts are based on 165,136,915 shares of our Common Stock outstanding as of March 19, 2018.

In accordance with the rules of the Securities and Exchange Commission, beneficial ownership includes voting or investment power with respect to securities and includes the shares issuable pursuant to stock options that are exercisable within 60 days of March 19, 2018. Shares issuable pursuant to stock options are deemed outstanding for computing the percentage of the person holding such options but are not outstanding for computing the percentage of any other person. Unless otherwise indicated, the address for each listed shareholder is: c/o Verisk Analytics, Inc., 545 Washington Boulevard, Jersey City, New Jersey 07310. To our knowledge, except as indicated in the footnotes to this table and pursuant to applicable community property laws, the persons named in the table have sole voting and investment power with respect to all shares of Common Stock.

	Shares of Common Stock	
	Beneficially Owned	
	Number of	Percentage of
	Shares	Class
NAMED EXECUTIVE OFFICERS		
Scott G. Stephenson(1)	1,972,600	1.19%

Lee M. Shavel(2)	23,482	*
Mark V. Anquillare(3)	906,233	*
Kenneth E. Thompson(4)	577,743	*
Nana Banerjee(5)	104,684	*
DIRECTORS		
Frank J. Coyne(6)	82,175	*
Annell R. Bay(7)	9,177	*
J. Hyatt Brown(8)	64,300	*
Christopher M. Foskett(9)	88,948	*
Bruce Hansen(10)	18,552	*
Kathleen A. Hogenson(11)	9,938	*

Constantine P. Iordanou(12)	387,695	*
John F. Lehman, Jr.(13)	502,267	*
Samuel G. Liss(14)	166,194	*
Andrew G. Mills(15)	196,152	*
Therese M. Vaughan(16)	28,634	*
David B. Wright(17)	122,727	*
ALL DIRECTORS AND EXECUTIVE OFFICERS AS A GROUP (17 PERSONS)	5,261,501	3.19%

(1) Includes (a) 1,395,159 shares subject to stock options exercisable within 60 days of March 19, 2018, and (b) 71,238 shares of restricted stock which vest in four equal installments on each anniversary of the shares' respective grant dates. Mr. Stephenson also serves as the Chairman of our Board.

(2) Includes 21,951 shares of restricted stock which vest in four equal installments on each anniversary of Mr. Shavel's employment commencement date of November 14, 2017.

(3) Includes (a) 844,608 shares subject to stock options exercisable within 60 days of March 19, 2018, and (b) 28,153 shares of restricted stock which vest in four equal installments on each anniversary of the shares' respective grant dates.

- (4) Includes (a) 532,705 shares subject to stock options exercisable within 60 days of March 19, 2018, and (b) 19,551 shares of restricted stock which vest in four equal installments on each anniversary of the shares' respective grant dates.

- (5) Includes (a) 82,629 shares subject to stock options exercisable within 60 days of March 19, 2018, and (b) 14,568 shares of restricted stock which vest in four equal installments on each anniversary of the shares' respective grant dates.

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Security Ownership of Certain Beneficial Owners and Management

- (6) Includes (a) 23,177 shares subject to stock options exercisable within 60 days of March 19, 2018, (b) 25,225 deferred stock units that entitle Mr. Coyne to 25,255 shares of Common Stock at the end of his service to the Board, and (c) 2,484 deferred stock awards that entitle Mr. Coyne to 2,484 shares of Common Stock at the end of his service to the Board.
- (7) Includes (a) 7,239 shares subject to stock options exercisable within 60 days of March 19, 2018, and (b) 1,632 deferred stock units that entitle Ms. Bay to 1,632 shares of Common Stock at the end of her service to the Board.
- (8) Includes (a) 355 shares subject to stock options exercisable within 60 days of March 19, 2018, and (b) 4,780 deferred stock units that entitle Mr. Brown to 4,780 shares of Common Stock at the end of his service to the Board.
- (9) Includes (a) 79,559 shares subject to stock options exercisable within 60 days of March 19, 2018, (b) 4,780 deferred stock units that entitle Mr. Foskett to 4,780 shares of Common Stock at the end of his service to the Board, and (c) 4,450 deferred stock awards that entitle Mr. Foskett to 4,450 shares of Common Stock at the end of his service to the Board.
- (10) Includes (a) 12,579 shares subject to stock options exercisable within 60 days of March 19, 2018, (b) 2,663 deferred stock units that entitle Mr. Hansen to 2,663 shares of Common Stock at the end of his service to the Board, and (c) 3,310 deferred stock awards that entitle Mr. Hansen to 3,310 shares of Common Stock at the end of his service to the Board.
- (11) Includes (a) 7,239 shares subject to stock options exercisable within 60 days of March 19, 2018, (b) 1,632 deferred stock units that entitle Ms. Hogenson to 1,632 shares of Common Stock at the end of her service to the Board, and (c) 1,067 deferred stock awards that entitle Ms. Hogenson to 1,067 shares of Common Stock at the end of her service to the Board.
- (12) Includes (a) 159,786 shares subject to stock options exercisable within 60 days of March 19, 2018, and (b) 4,780 deferred stock units that entitle Mr. Iordanou to 4,780 shares of Common Stock at the end of his service to the Board.
- (13) Includes (a) 148,210 shares subject to stock options exercisable within 60 days of March 19, 2018, (b) 4,780 deferred stock units that entitle Mr. Lehman to 4,780 shares of Common Stock at the end of his service to the Board, and (c) 5,571 deferred stock awards that entitle Mr. Lehman to 5,571 shares of Common Stock at the end of his service to the board.
- (14)

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Includes (a) 116,795 shares subject to stock options exercisable within 60 days of March 19, 2018, and (b) 4,780 deferred stock units that entitle Mr. Liss to 4,780 shares of Common Stock at the end of his service to the Board.

(15) Includes (a) 105,627 shares subject to stock options exercisable within 60 days of March 19, 2018, and (b) 4,780 deferred stock units that entitle Mr. Mills to 4,780 shares of Common Stock at the end of his service to the Board.

(16) Includes (a) 23,177 shares subject to stock options exercisable within 60 days of March 19, 2018, and (b) 4,780 deferred stock units that entitle Dr. Vaughan to 4,780 shares of Common Stock at the end of her service to the Board.

(17) Includes (a) 92,066 shares subject to stock options exercisable within 60 days of March 19, 2018, (b) 4,780 deferred stock units that entitle Mr. Wright to 4,780 shares of Common Stock at the end of his service to the Board and (c) 4,171 deferred stock awards that entitle Mr. Wright to 4,171 shares of Common Stock at the end of his service to the Board.

* Indicates less than 1% ownership.

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The following table contains information regarding each person we know of that beneficially owns more than 5% of our Common Stock. The information set forth in the table below and in the related footnotes was furnished by the identified persons to the U.S. Securities and Exchange Commission (the SEC).

Name and address	Shares of Common Stock Beneficially Owned	
	Number of Shares	Percentage of Class
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	15,695,210(1)	9.53%
BlackRock, Inc. 55 East 52 nd Street New York, NY 10055	9,751,852(2)	5.9%

(1) As of December 31, 2017, based on a Schedule 13G/A Information Statement filed with the SEC on February 9, 2018 by The Vanguard Group (Vanguard). The Schedule 13G/A reported that Vanguard has sole voting power as to 220,815 shares of our Common Stock and sole dispositive power as to 15,440,420 shares of our Common Stock.

(2) As of December 31, 2017, based on a Schedule 13G/A Information Statement filed with the SEC on February 8, 2018 by BlackRock, Inc. (BlackRock). The Schedule 13G/A reported that BlackRock has sole voting power as to 8,510,494 shares of our Common Stock and sole dispositive power as to 9,751,852 shares of our Common Stock.

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Overview

Introduction

This section discusses the principles underlying our policies and decisions relating to the compensation of our named executive officers for 2017 (our named executive officers or NEOs). The information in this section describes the manner and context in which compensation is earned by and awarded to our NEOs, and provides perspective on the tables and narrative that follow. Our NEOs for the 2017 fiscal year are:

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

Lee M. Shavel *Executive Vice President and Chief Financial Officer (appointed November 14, 2017)*

Eva F. Huston *Former Senior Vice President and Chief Financial Officer (until November 14, 2017)*

Mark V. Anquillare *Executive Vice President and Chief Operating Officer*

Nana Banerjee *Group President*

Kenneth E.
Thompson

Executive Vice President, General Counsel and Corporate Secretary

This section also presents key compensation decisions made during 2017 and a summary of our business performance supporting these decisions. Additionally, as presented under [Response to 2017 Say-On-Pay Vote & Shareholder Engagement](#), we discuss critical steps we have taken, and

will take, during 2018 to strengthen the performance orientation of our executive compensation program in response to the results of our say-on-pay vote and discussions with our shareholders and to more closely align our program to our strategic goals.

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Executive Compensation

Overall Compensation Philosophy

Our business is characterized by high incremental and total margins and relatively low capital intensity. Moreover, we enjoy strong relationships with most, if not all, of the participants in the vertical markets we serve. Given those qualities, the key to long-term value creation for Verisk is organic revenue growth leading to scaled margins and better returns on invested capital. In turn, our organic growth depends on:

deepening the reach and quality of our analytics so that our existing solutions yield more insight and value for customers

creating a steady stream of new solutions that meet customers' emerging needs; and

reaching new customers through geographic expansion

Our focus on organic growth, which in our case necessarily requires innovation, means our leadership and workforce must be second to none. Therefore, the primary focus of our compensation philosophy is to attract and retain the highest level of talent in line with our specific needs. Most of our critical roles are in categories where the competition for talent is most fierce, including machine-learned methods, cloud-based computing, statistical modeling, software development and technical sales. In many cases, the talent marketplace determines the compensation required to attract and retain such talent.

In addition to ensuring our compensation is competitive, we also work to ensure it is responsible. Our goal is to make compensation for individuals consistent with their personal contributions, tied to the context of overall corporate performance; in other words, pay-for-performance is at the heart of our philosophy. We also guard against our compensation levels becoming excessive relative to market norms by referencing relevant benchmark data. To that end, our Compensation Committee generally seeks to achieve compensation outcomes at market competitive levels, with differentiation by executive based on individual factors such as proficiency in role, tenure, criticality to the Company and scope of responsibility.

We believe in a mix of three types of compensation for our executives: base salaries, annual bonuses under our short-term incentive (STI) program, and annual awards of equity under our long-term incentive (LTI) program. Further, we require vesting of equity awards to occur over multiple years. The mix of compensation types and requirement of multi-year vesting of equity incents our executives to take a balanced view on short and long term performance.

In the most general sense, we know we are in the right position on compensation when we retain a high-level of our critical talent, have tied their annual outcomes to metrics which align with value creation and show differentiation for different

levels of performance, and are sensible relative to established market norms.

Compensation Philosophy as it Applies to our NEOs

All of the above statements apply to our philosophy for compensating our NEOs and other executive leaders. The primary customization for NEOs is to set a high percentage of their compensation in the form of equity awards, so that their outcomes most closely mirror those of our shareholders. As seniority increases at Verisk, the percentage of compensation coming in the form of equity increases. In particular, 64% of our CEO's 2017 annual compensation package was comprised of equity awards.

What We Paid in 2017 and Why

Key Compensation Decisions in 2017 for our NEOs

During 2017, we made the following key compensation decisions for our NEOs:

No base salary increase for our CEO; base salaries increases for our other NEOs for 2017 (excluding the CFO for which there were transitions in 2016 and 2017) were on average 8% of 2016 levels, driven primarily by increases for Mr. Anquillare and Dr. Banerjee reflecting the full year effect of greater responsibilities they each assumed midway through 2016.

Annual STI awards to all our NEOs (excluding the CFO for which there were transitions in 2016 and 2017) in the aggregate were increased by 0% over their 2016 levels

Long-term incentive awards to our NEOs in April of 2017 (excluding the CFO for which there were transitions in 2016 and 2017) were increased by approximately 21% over their 2016 levels, driven primarily by increases for Mr. Anquillare and Dr. Banerjee reflecting the full year effect of greater responsibilities they each assumed midway through 2016.

For the 2018 performance year, we approved a new formulaic annual bonus program design (discussed further under [Annual STI Awards - New Program for 2018 Bonus Awards](#)) in order to more closely align annual awards to our business performance

For grants made in April of 2018, we approved a new long-term incentive program (discussed further under [Annual LTI Awards - New Program for 2018 Long-Term Incentive Awards](#)), which includes performance share units (PSUs) linked to our relative total shareholder return performance compared to companies that comprise the S&P 500 Index to strengthen the link between the compensation of our executives under the program with the return of our shareholders

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Executive Compensation

Key Business Performance Highlights

Our Company had another solid performance year in 2017, with total revenue from continuing operations increasing 7.5% from the previous year and total adjusted EBITDA from continuing operations increasing 4.3% from the previous year. In addition to solid financial performance, we positioned ourselves strongly for the future through the increased adoption of cloud computing and machine-learned analytic methods, the launch of our country-wide aerial imaging capture pro-

gram, and the addition to two strategic assets, Sequel Software, which platforms us in the London market for complex commercial risks, and Power Advocate, which stands alone as a provider of cost and procurement risk modeling for the power and oil and gas markets we already serve.

Our share price continued to perform strongly, and we delivered 14% and 13% total shareholder return over the 3 and 5-years ending December 31, 2017.

The table below compares the Company's financial and stock price performance during 2016 and 2017.

Metric	2016	2017
Total Revenue from Continuing Operations	\$ 1,995.2	\$ 2,145.2
Adjusted EBITDA from Continuing Operations	\$ 1,004.7	\$ 1,047.8
1-year TSR	6%	18%

3-year TSR	7%	14%
5-year TSR	15%	13%

See Item 6 Selected Financial Data in our Annual Report on Form 10-K for the year ended December 31, 2017 for a reconciliation of EBITDA to net income, the most directly comparable GAAP measure.

Response to 2017 Say-On-Pay Vote & Shareholder Engagement

At our 2017 annual meeting, as we do every year, we provided our shareholders with the opportunity to hold an advisory, non-binding vote on the compensation of our NEOs. Of the votes cast, 69.4% of our shareholders voted in favor of the proposal. Despite receiving strong support from our shareholders regarding executive compensation in prior years, we decided to launch a comprehensive shareholder engagement campaign in order to gain a better understanding of our shareholders' concerns and to identify areas for improvement within our executive compensation programs.

We commenced our shareholder outreach efforts in May of 2017, prior to our 2017 annual shareholder meeting. We reached out to our 50 largest shareholders (who own approximately 75% of our issued and outstanding common stock) and offered to listen to their concerns regarding our compensation practices and policies. Of those shareholders, six accepted our invitation to meet with us. We continued our shareholder engagement efforts during early 2018. During this round our General Counsel met with seven of our largest

shareholders (who own approximately 17% of our issued and outstanding common stock) and our Chief Financial Officer met with 28 of our largest shareholders (who own approximately 36% of our issued and outstanding common stock).

We welcomed the feedback we received during our engagement with our shareholders. A number of our shareholders had similar reactions to our compensation programs and provided instructive feedback for how we might improve those programs. Moving forward, we are capitalizing on these conversations to make design changes to our executive compensation programs that are appropriate for our company, align with current best practices and reflect the interests of our shareholders.

Since our 2017 annual bonus plan design had already been determined and April 2017 equity awards had been granted prior to our 2017 say-on-pay vote and shareholder engagement efforts, the substantive changes we are making to our programs will be reflected in our 2018 bonus plan design and April 2018 equity grants. Our Compensation Committee met in February of this year to formally approve certain changes to our executive compensation programs in response to the shareholder feedback we received and to better align the compensation of our NEOs to the interests of our shareholders.

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Executive Compensation

Our primary focus for 2018 is to ensure that executive pay decisions are more quantitative, transparent and performance-based than had historically been our practice since we became a public company in 2009. The table below describes what we heard from our shareholders and how we are implementing improvements to achieve these goals moving forward.

What We Heard	How We Are Responding	Effective Time of Implementation
<i>Long-term incentive awards should be more performance-based</i>	Annual equity grants in 2018 for our NEOs will be 50% in the form of PSUs, which vest at the end of a three-year performance period based on the achievement of Total Shareholder Return (TSR) compared to the S&P 500 constituents	April 2018
	The remaining 50% will be comprised 25% of stock options and 25% of restricted stock awards, thereby making 75% of the overall annual equity grant value delivered in the form of performance-based equity	Equity Grants
		2018 Annual Bonus Plan
<i>Short-term incentive awards are too discretionary</i>	Annual cash incentive awards for our NEOs for the 2018 performance year will be formulaic	(Paid 2019)
	A significant portion of annual cash incentive awards will be based on financial performance	

Mr. Stephenson's awards will be based 50% on achievement of pre-established adjusted organic revenue targets and 50% on achievement of pre-established adjusted organic EBITDA targets

Other NEOs' awards will be based 40% on achievement of pre-established adjusted organic revenue targets, 40% on achievement of pre-established adjusted organic EBITDA targets and 20% based on individual performance

Achievement of 2018 target performance goals will require improved performance over 2017 results

<i>CEO's base pay increased disproportionately to Company performance</i>	Consistent with prior year disclosure, Mr. Stephenson did not receive a base salary increase in 2017 and will not receive a salary increase for the 2018 fiscal year	2017
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Executive Compensation Program Highlights

The following table describes the highlights of our executive compensation practices, each of which is described in more detail elsewhere in this proxy:

WHAT WE DO	WHAT WE DON'T DO
v Require our compensation committee to be comprised solely of independent board members	v Do not accelerate equity awards on a single-trigger basis
v Utilize an independent compensation consultant	v Do not provide excise tax gross-ups to our executive officers

v Maintain and enforce robust stock ownership and retention guidelines

v Do not provide excess perquisites and personal benefits

v Maintain and enforce a robust clawback policy

v Do not allow for the repricing of stock options without our shareholders' consent

v Prohibit our directors and employees from hedging or pledging Company securities

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Executive Compensation

[Fiscal 2017 Executive Compensation Program](#)

[Role of Compensation Committee and Management](#)

Our Compensation Committee is responsible for making decisions regarding the compensation of our executive officers, including our NEOs. Our Compensation Committee determines the compensation levels for our CEO, and approves the compensation of our other NEOs based on the recommendations of our CEO. In addition, our Compensation Committee establishes and approves the financial goals and performance for the Company's annual STI and LTI programs.

[Role of Compensation Consultant](#)

To ensure that our compensation program design, policies and practices remain competitive and in line with current market practice since 2009, our Compensation Committee has engaged FW Cook as an independent compensation consultant. In respect of 2017 compensation, the independent compensation consultant advised our Compensation Committee on various executive compensation matters including the compensation levels for senior management with respect to 2017. The independent compensation consultant was also involved during our shareholder engagement process (described above) to advise our Compensation Committee with respect to its implementation of the design changes that we are making for 2018. The independent compensation consultant's advice is one of several inputs into our Compensation Committee's decision-making process.

[Peer Group](#)

Our Compensation Committee has historically used a benchmarking peer group, as one of many factors, to inform pay decisions for our NEOs. The peer group below is reviewed

annually by our Compensation Committee with the assistance of the independent compensation consultant and is comprised of companies in comparable industries to ours (focusing on information software and services companies) and within a size range comparable to ours (focusing on both revenue and market capitalization as they influence compensation levels). Because the majority of our incentive compensation is provided in the form of equity awards and due to our historically high market capitalization to revenue ratio, the Compensation Committee focused heavily on the market capitalization comparison to peer group companies so that the resulting compensation data would accurately reflect the size and scope of our operations.

In the beginning of 2017, our Compensation Committee used the twelve-company peer group noted in the table below to inform its decisions regarding senior executive base salary changes as well as annual cash awards made under our STI program and annual equity awards granted under our LTI program that were, in each case, paid and granted in 2018 in respect of 2017 performance.

The companies listed in the table below represent those with comparable revenue and market capitalizations to ours during and throughout 2017. For 2017, our Compensation Committee, with the assistance of the independent compensation consultant, added TransUnion to our peer group because it is a comparable industry peer within the standard size range used by the independent compensation consultant that positions the Company at the peer median for operating income and market capitalization and slightly below the peer median for revenue.

Alliance Data Systems	Fiserv	Moody's
Equifax	Gartner	MSCI
FactSet Research Systems	IHS Markit	Nielsen Holdings
Fidelity National Information Services	S&P Global	TransUnion

For 2017, the median revenue and market capitalization of our peer group was \$3,755 million and \$14,082 million, respectively, versus the Company's of \$2,145 million and \$15,810 million, respectively.

When conducting its annual market competitive compensation review, the independent compensation consultant supplemented the peer group proxy information with national, proprietary technology industry survey data. The survey data are intended to be representative of each executive's revenue responsibility, inclusive of adjustments to reflect our Company's high operating margins relative to comparable companies, and functional role within the Company.

2017 NEO Pay Mix

We currently provide the following elements of compensation to our NEOs, each of which fulfills one or more of our compensation program objectives:

base salary;

short-term cash incentive awards;

long-term equity incentive awards; and

health, welfare and retirement plans.

We have designed our compensation programs so that a significant percentage of each NEO's compensation is variable rather than fixed. This percentage increases with seniority, because the decisions of more senior executives have a greater impact on our performance.

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Executive Compensation

Variable compensation for our NEOs consists of an annual cash payment pursuant to our STI program and a long-term equity incentive award pursuant to our LTI program. We believe the design of our compensation programs effectively encourages our senior managers, including our NEOs, to act in a manner that benefits the Company by creating long-term value for our shareholders. In evaluating NEO compensation awards, our Compensation Committee generally seeks to achieve compensation outcomes at market competitive levels, with differentiation by executive based on individual factors such as proficiency in role, tenure, criticality to the Company and scope of responsibility.

Base Salary

We pay base salaries to attract, reward and retain senior executives in a competitive landscape. Each year, our Compensation Committee reviews the salaries of our NEOs and makes appropriate adjustments as necessary to maintain competitive market levels, which are based on the experience and scope of responsibilities of each NEO. In addition, each year we perform our own internal analysis of prevailing market levels of salary for comparable positions. This analysis utilizes our general knowledge of the industry, information gained by

our human resources professionals in the hiring and termination process and, when available, commercially prepared market surveys obtained by our human resources professionals. We also review the percentage of each of our NEOs base salaries as a percentage of their total compensation in light of the executive's position and function.

Annual adjustments to base salaries are determined by our Compensation Committee (in the case of Mr. Stephenson), and by Mr. Stephenson with the approval of our Compensation Committee (in the case of other NEOs), based on the assessment of prevailing market compensation practices as described above, and based on the evaluation of individual performance factors as discussed below in 2017 Performance and STI and LTI Award Allocation.

In 2017, base salaries for NEOs other than Mr. Stephenson and the CFO (for which there were transitions in 2016 and 2017) were increased by approximately 8% to maintain competitive market salary levels. As discussed in Response to 2017 Say-on-Pay Vote and Shareholder Engagement above, Mr. Stephenson will not be receiving any salary increase for 2018.

The table below sets forth the annual base salaries for our NEOs for the 2016, 2017 and 2018 fiscal years:

	2016 Base Salary	2017 Base Salary	2018 Base Salary
Named Executive Officer	(\$)	(\$)	(\$)

Scott G. Stephenson	\$	1,000,000	\$	1,000,000	\$	1,000,000
Lee M. Shavel			\$	550,000	\$	550,000
Eva F. Huston	\$	404,000	\$	475,000		
Mark V. Anquillare			\$	600,000		
	\$	530,200			\$	625,000
Nana Banerjee	\$	515,000	\$	560,000	\$	560,000
Kenneth E. Thompson	\$	451,800	\$	465,800	\$	465,800

Annual STI Awards

2017 Bonus Awards

Annual cash incentive awards for all of our eligible employees, including our NEOs, are paid pursuant to our STI program. Each year our Compensation Committee establishes financial performance goals under our STI program which are derived from our strategic and business growth plan. For 2017, the primary financial performance goals were revenue growth and EBITDA margin (as defined below), which we selected because we believed that our business's ability to generate recurring revenue and positive cash flow was the key indicator of the successful execution of our business strategy in 2017. Our Compensation Committee also evaluated the accomplishment of other financial and non-financial performance measures that we believe position the Company to achieve long-term future growth. These included organic revenue growth, earnings per share results, enhancements to productivity, achievement of new sales, accomplishment of strategic and operational initiatives, completion of acquis-

itions, development of strategic relationships and return on invested capital.

At the conclusion of the 2017 performance year, our Compensation Committee determined the funding of the aggregate STI pool for all eligible employees based on the degree to which the applicable performance goals were achieved during the year. Our Compensation Committee then determined Mr. Stephenson's individual cash incentive award amount based on the achievement of the Company's financial measures, and his individual performance. Awards for our other NEOs were recommended by our CEO, and approved by our Compensation Committee. Cash awards under our STI program are paid in March of our fiscal year in respect of performance for the prior year.

New Program for 2018 Bonus Awards

As discussed in [Response to 2017 Say-on-Pay Vote and Shareholder Engagement](#) above, annual cash incentive awards granted on April 2017 had been determined prior to

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Executive Compensation

our 2017 say-on-pay vote and the commencement of our shareholder engagement process. As such, those awards did not reflect the results of our say-on-pay vote and the feedback we received from our shareholders.

Moving forward, our 2018 STI program will aim to enhance our pay-for-performance objectives by improving the program's alignment with our communicated financial goals and improving clarity for our employees and shareholders. The financial metrics under our 2018 STI program are adjusted organic revenue and adjusted organic EBITDA achievement, which we chose because we believe that growing organic revenue and EBITDA streams are the most important forms for performance and the best measure of our NEOs' performance, and awards will be paid out based on the achievement of pre-established threshold, target and maximum performance levels.

As may be applicable, in calculating adjusted organic revenue and adjusted organic EBITDA, the Compensation Committee will have discretion to eliminate the financial impact of certain

items including the effect of new accounting pronouncements, certain non-recurring expenses and the impact of changes in foreign currency. We believe the ability of the Compensation Committee to make adjustments for these items is appropriate because we do not think our NEOs' short term incentive compensation should be impacted by events that do not reflect the underlying operating performance of the business.

Payouts under the 2018 STI program will be determined on a formulaic basis. Mr. Stephenson's annual bonus for 2018 will be based 50% on achievement of adjusted organic revenue targets, and 50% on achievement of adjusted organic EBITDA targets, as we feel it is important to directly align his incentive payout to these critical financial performance measures. For our other NEOs, bonus award payouts for 2018 will be based 40% on achievement of adjusted organic revenue amounts, 40% on adjusted organic EBITDA amounts and 20% will be based on individual performance which allows our Compensation Committee to consider substantial individual performance in addition to the attainment of Company financial performance objectives.

The following table sets forth the performance multiplier (from 0% to 200%) that will be applied to the individual NEO bonus award targets, with linear interpolation applied between performance levels.

Adjusted Organic Revenue Amount and	Multiplier (as a % of target)
Adjusted Organic EBITDA Amount	
Performance Levels	

Below Threshold	0%
Threshold	50%
Target	100%
Above Target	150%
Maximum	200%

Annual LTI Awards

2017 Long-Term Incentive Awards

Long-term equity incentive awards have historically been granted on an annual basis to eligible employees, including our NEOs, pursuant to our LTI program. For grants made in 2017 and in prior years, LTI awards were comprised 50% of stock options and 50% of time-based restricted stock awards, and were granted in April of each fiscal year in amounts that were based on the Company's prior year performance.

At the conclusion of each performance year, our Compensation Committee determined the aggregate value of the stock options and restricted stock issuable to all eligible participants under the LTI program by evaluating the same performance goals used to determine the aggregate funding amount under the LTI program. Our Compensation Committee then determined Mr. Stephenson's individual amount based on the achievement of the Company's financial measures, and his individual performance, while also seeking to increase the

percentage of the equity award component compared to his overall compensation mix. Awards for our other NEOs were recommended by Mr. Stephenson, and approved by our Compensation Committee.

New Program for 2018 Long-Term Incentive Awards

As discussed in [Response to 2017 Say-on-Pay Vote and Shareholder Engagement](#) above, awards granted on April 2017 had been determined prior to our 2017 say-on-pay vote and the commencement of our shareholder engagement process. As such, those awards did not reflect the results of our say-on-pay vote and the feedback we received from our shareholders.

Beginning in April 2018, our executive officers, including our NEOs, will also receive PSUs, such that awards under our LTI program will be comprised of 50% PSUs, 25% stock options and 25% time-based restricted stock awards. PSUs will vest over a three-year performance period, subject to the recipient's continued service with our Company, with potential payouts ranging from 0% to 200% of target levels based on

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Executive Compensation

the Company's achievement of relative TSR as compared to the companies that comprise the S&P 500 Index.

We chose to include PSUs in our mix of equity awards because these awards more closely align our executives' payments to shareholder returns, and reward superior performance over peer companies, while also retaining a retentive element through time-based vesting requirements. We believe the S&P 500 Index is the appropriate comparator group for these awards because the index provides a sufficient number of comparator companies and represents the

universe of companies with which the Company competes for investor capital.

The performance period for awards granted in 2018 will be January 1, 2018 through December 31, 2020. PSUs will be paid at the end of the three-year performance period in the form of shares of our common stock in accordance with the table below. The following table sets forth the performance multiplier (from 0% to 200%) that will be applied to the target PSUs at the end of the performance period for each performance level, with linear interpolation applied between performance levels.

Performance Level	TSR Percentile Rank Relative to Comparator Group	TSR Multiplier (as a % of target)
Below Threshold	< 25 th percentile	0%
Threshold	25 th percentile	50%
Target	Median	100%

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Above Target	75 th percentile	150%
Maximum	> 90 th percentile	200%

The size of Mr. Stephenson's and each of our NEO's annual grant amount for the 2018 awards were determined individually, benchmarking their positions against available market data.

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Executive Compensation

Summary of 2017 and 2018 STI and LTI Programs

The chart below summarizes the program changes to our STI and LTI programs for 2018 as a result of our 2017 say-on-pay vote and the feedback from our shareholders and our desire to more closely align these programs to our strategic objectives and shareholder interests.

		2017 Program	2018 Program	Rationale
STI	Company Financial Metrics	Revenue Growth	Adjusted Organic Revenue	Simple to communicate
		EBITDA Margin	Adjusted Organic EBITDA	Aligns to strategic plan
	Individual Awards	Allocated based on pool funding and Compensation Committee and CEO discretionary determination	Formulaic based on Company performance relative to pre-established threshold, target and maximum performance levels CEO 50% weighting on each	More transparent for employees Retains heavy weight on Company performance, but allows for differentiation for NEOs (other than our CEO) based on

			metric	individual achievement
			Other NEOs 40% weighting on each of Adjusted Organic Revenue and Adjusted Organic EBITDA performance and 20% individual performance	Formulaic approach (versus current discretionary plan), which is more consistent with market practice
LTI	Award Mix	50% stock options and 50% restricted stock	50% PSUs, 25% stock options and 25% restricted stock	Adds a second performance-based long-term component into executive compensation program
				Balance absolute and relative stock price performance
	Performance Metric	<i>None</i>	Relative TSR versus S&P 500 constituents, measured over a three-year period	Creates alignment with our shareholders' interest in superior returns

2017 Performance and STI & LTI Awards Allocation

For 2017, our STI and LTI programs were funded, and awards were granted, primarily based on the Company's achievement of revenue growth and EBITDA margin goals. For 2017, our Compensation Committee established the following performance metrics and funding percentages for funding of the pools under our STI and LTI programs, with linear interpolation applied between performance levels:

Performance Level	Revenue Growth	EBITDA Margin
-------------------	----------------	---------------

	Aggregate STI & LTI Pool Funding Factor (as a % of target)		
Below Threshold	< 4%	< 40%	No Funding
Tier I	4%	40%	75%
Tier II	10%	43%	100%
Tier III	12%	45%	125%
Tier IV	15%	47%	150%

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During 2017, we achieved revenue growth of 7.5%, which is between the Tier I and Tier II performance goals, and EBITDA margin of 48.8%, which exceeds the Tier IV performance goal. Our Compensation Committee primarily considered the degree to which these goals were achieved, together with financial and non-financial performance measures, enhancements to productivity, achievement of new sales, accomplishment of strategic and operational initiatives, completion of acquisitions and development of strategic relationships, in determining the aggregate STI and LTI pools. In particular, in light of feedback received from our shareholder outreach efforts, the Compensation Committee considered the achievement of organic revenue growth of 4.5% and organic constant currency revenue growth of 5.3%. Using the achievement of organic constant currency revenue growth of 5.3% and EBITDA margin of 48.8% would call for a funding factor of 1.15. After combining the tier-based formula with these other performance elements, our Compensation Committee established an aggregate pool funding factor of 1.07 of target resulting in a STI pool of up to \$66.6 million for distribution to approximately 5,853 eligible employees, including all of our NEOs, and an aggregate LTI pool of equity awards with an aggregate value of up to \$45.0 million for distribution to approximately 719 eligible employees, including all of our NEOs. The funding factor of 1.07 is less than would be indicated solely by the primary factors of revenue growth and EBITDA margin, and reflects downwards discretion applied by our Compensation Committee in light of other factors considered by our Compensation Committee.

EBITDA margin is computed as EBITDA divided by revenues, and is a non-GAAP financial measure. See [Item 6 Selected Financial Data](#) in our Annual Report on Form 10-K for the year ended December 31, 2017 for a reconciliation of EBITDA to net income, the most directly comparable GAAP financial measure.

Our executive officers including our NEOs were eligible to participate in the 2017 Performance Bonus Program for Executive Officers (the [2017 Performance Bonus Program](#)), pursuant to which their STI and LTI awards are subject to a maximum aggregate cap established by our Compensation Committee. See [Tax and Accounting Considerations](#) for a summary of the 2017 Performance Bonus Program.

Individual awards for our NEOs are determined by our Compensation Committee (in the case of Mr. Stephenson) and by Mr. Stephenson (with the concurrence of our Compensation Committee) in the case of other NEOs. In reaching their determinations about aggregate compensation caps under the 2017 Performance Bonus Program, our Compensation Committee and Mr. Stephenson seek to allocate a meaningful portion of an NEO's total compensation in the form of LTI awards in order to incent employees to create long-term value for our shareholders. The specific amount of any increase or decrease from year to year in any component of an NEO's 2017 compensation reflects a determination that the amount of the increase or decrease is appropriate based on matters

considered as set forth below together with the Company's financial performance.

CEO 2017 Total Compensation Outcome

In 2017, the Compensation Committee established the CEO's base salary and targeted STI awards at \$1,000,000 and \$1,500,000, respectively. Both of these amounts were unchanged from 2016. In general, the view of the Compensation Committee is that progression in Mr. Stephenson's compensation package, and the total value of Mr. Stephenson's compensation package, should be tied to the progression of his equity awards and the performance of those awards in relation to the performance of Verisk's stock.

The CEO's STI award for 2017 implied by the Company's performance in relation to the performance grid described above was \$1,605,000 (funding factor of 1.07 times the target STI award of \$1,500,000). The Compensation Committee awarded Mr. Stephenson an STI award of \$1,500,000 in 2017, which is 93% of the formulaic outcome for the aggregate STI pool implied by the performance grid. In general, the Compensation Committee concluded that Mr. Stephenson and the Company overall performed admirably in 2017 given the levels of growth achieved in 2017 versus 2016, and the Compensation Committee recognized Mr. Stephenson's strong leadership, strong corporate performance and positioning the Company for success into the future. The Compensation Committee, however, applied a degree of negative discretion to Mr. Stephenson's STI award because of its alignment with the feedback from the market, which came forward in the course of 2017, that the EBITDA

margin metric and associated targets were not rigorous enough to accurately reflect Mr. Stephenson's actual contributions. For the same reason, EBITDA margin level is being eliminated as a metric for determination of our NEOs' variable compensation for 2018 and beyond, as described above.

Other NEOs' 2017 Total Compensation Outcomes

For individual NEOs, other than Mr. Stephenson, the 2017 STI and LTI awards were approved by the Compensation Committee based on Mr. Stephenson's evaluation of their individual performance and on the analysis of prevailing market compensation levels described above. Factors considered include the successful operation of an NEO's business unit or functional department including, where applicable, enhancements to productivity and profitability, achievement of new sales, revenue generated from new products, accomplishment of strategic and operational initiatives, completion of acquisitions and development of strategic relationships. The additional factors described below regarding the contribution of each individual to our overall performance were also considered, although they were not given any specific weight.

Mr. Shavel: in connection with his appointment as our CFO in November 2017, Mr. Shavel's agreed-to annual base salary, which applied pro rata in 2017 and continues at the same level in 2018, and STI and LTI targets were set in line with market norms and reflects the inducement to join Verisk fol-

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lowing his successful prior experience as the CFO of Nasdaq.

Ms. Huston: served as our CFO until November 2017 and as part of her severance arrangement, Ms. Huston was entitled to her full STI target award for 2017 which equaled \$525,000 payable at the same time that all other STI award recipients received their awards.

Mr. Anquillare: continued strong execution of line responsibilities including an expanded role relative to our insurance solutions; and continued strong performance in his role as our Chief Operating Officer.

Dr. Banerjee: assumption of additional responsibilities including the leadership of the new Geomni business unit and heading up Verisk Maplecroft, our unit providing country and political risk analytics.

Mr. Thompson: continued overview of the Company's expanding Risk and Compliance Department; strong execution in connection with our acquisition and financing programs with expanded challenges associated with an expanding global footprint; and oversight of our public company reporting and governance requirements.

Health, Welfare and Retirement Plans

We offer standard health and welfare benefit programs including medical, dental, life, accident and disability insurance, to which we make contributions as a percentage of the associated costs. These benefits are available to substantially all of our employees and the percentage of the Company's contribution is the same for all.

Our tax-qualified retirement plans during 2017 included:

- a combined 401(k) Savings Plan and ESOP,

- a defined benefit pension plan with (i) a traditional final pay formula applicable to employees who were 49 years old with 15 years of service as of January 1, 2002, and (ii) a cash balance formula applicable to other employees hired prior to March 1, 2005 (effective February 29, 2012, the Company implemented a hard freeze of such benefits under the pension plan), and

- a profit sharing plan (as a component of the 401(k) Savings Plan), which is available to employees hired on or after March 1, 2005 (the Company did not make any contribution during 2017).

Our nonqualified retirement plans include a supplemental pension and a supplemental savings plan for highly compensated employees, including our NEOs. The combined 401(k) Savings Plan and ESOP and the pension/profit sharing plans are broad-based plans available to substantially all of our employees, including our NEOs. The supplemental retirement plans are offered to our highly-paid employees, including our NEOs, to restore to them amounts to which they would be

entitled under our tax-qualified plans but which they are precluded from receiving under those plans by Internal Revenue Service limits. The supplemental retirement plans are unsecured obligations of the Company. Effective February 29, 2012, the Company implemented a hard freeze of the benefits under the supplemental pension plan.

We established our ESOP at the time we converted from not-for-profit to for-profit status, in order to foster an ownership culture in the Company and to strengthen the link between compensation and value created for stockholders. This plan has enabled our employees to hold an ownership interest in the Company as well as provide a stock vehicle for Company matching contributions to our 401(k) and profit sharing plans, which has allowed employees to monitor directly, and profit from, the increasing value of our stock.

[Change in Control Severance Agreements and Employment Agreements](#)

In October 2009, in connection with our initial public offering or IPO, we entered into Change in Control Severance Agreements with Mr. Stephenson, Mr. Anquillare, and Mr. Thompson. In connection with the hiring of Mr. Shavel as our new CFO, we entered into a Change in Control Severance Agreement with Mr. Shavel effective November 2017. We believe that these agreements are desirable to retain the services of these individuals in whom the Company has a significant investment. For information about the provisions of the NEOs' change in control severance agreements, please see Potential Payments upon Termination or Change in Control. We currently do not have employment agreements with any of our NEOs, except for Dr. Banerjee, who we entered into an employment agreement with as an inducement for him to join the Company in August 2012 in connection with our acquisition of the Argus business.

[Policies and Practices](#)

[Executive Stock Ownership Guidelines](#)

Our Compensation Committee has adopted strict minimum equity holding requirements applicable to our NEOs, as a percentage of their base salary, to further align their interests with those of our long-term shareholders. If any of our NEOs have not met this ownership level, he or she is required to retain 50% of the after-tax value of stock acquired upon the vesting of restricted stock awards, PSUs or a stock option exercise. The in-the-money value of vested and unvested

stock options and unvested restricted stock and PSUs held by the NEO is not included in determining compliance with the stock ownership requirement. The value of vested Company stock held by NEOs in their respective 401(k) accounts or ESOP accounts are included in determining compliance with the stock ownership requirement.

Mr. Stephenson, our Chief Executive Officer, currently holds stock with a value in excess of the six times base salary requirement. Mr. Anquillare, Mr. Thompson, and Dr. Banerjee each currently hold stock with a value in excess of the three times base salary requirement for other NEOs. Mr. Shavel, as

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recently appointed Chief Financial Officer, currently does not yet hold stock with a value in excess of the three times base salary requirement but he has satisfied the requirement to retain 50% of the after-tax value of stock acquired upon the vesting of restricted stock awards or stock option exercises since the date he was appointed an executive officer.

Clawback Policy

The Company maintains a clawback policy that permits the Board of Directors to recover bonus or incentive compensation from executive officers whose fraud or misconduct resulted in a significant restatement of financial results. The policy allows for the recovery or cancellation of any bonus or incentive payments (including profits realized from the sale of Company securities) made to an executive officer on the basis of having met or exceeded performance targets during a period of fraudulent activity or a material misstatement of financial results if the Board of Directors determines that such a recovery or cancellation is appropriate due to intentional misconduct by the executive officer that resulted in performance targets being achieved that would not have been achieved absent such misconduct. The Board of Directors intends to review this policy when the proposed regulations promulgated by the U.S. Securities and Exchange Commission implementing the provisions of the Dodd-Frank Wall Street Reform and Consumer Protection Act relating to clawbacks are finalized.

Anti-Hedging and Pledging Policies

The Company prohibits its directors and employees, including its NEOs, from pledging Company securities, selling short or trading options or futures in Company securities, or purchasing Company securities on margin or holding Company securities in a margin account.

Tax and Accounting Considerations

Our Compensation Committee takes into consideration the accounting and tax implications of our compensation and benefit programs, including with respect to the tax deductibility of compensation paid under Section 162(m) of the Internal Revenue Code (the Code).

Section 162(m) of the Code generally limits the tax deductibility of annual compensation paid by public companies to certain executive officers to \$1 million. Prior to the enactment of the Tax Cuts and Jobs Act of 2017 (TCJA), Section 162(m) of the Code provided an exemption from this limitation for qualified performance-based compensation, which we historically relied on to obtain a tax deduction for performance-based compensation paid to our NEOs.

Under the 2017 Performance Bonus Program, Mr. Stephenson was eligible to receive an incentive award in an amount not to exceed 2.5% of EBITDA and our executive officers other than Mr. Stephenson were eligible to receive an incentive award in an amount not to exceed 0.7% of EBITDA. In addition, a maximum aggregate cap of \$10,000,000 applied to cash awards for any executive officer, including

Mr. Stephenson. Our Compensation Committee applied negative discretion based on the performance goals used in determining the aggregate STI and LTI award pools and our Compensation Committee's determination of the Company's and the executive officer's individual performance when setting actual STI and LTI amounts. EBITDA

means the EBITDA as reported in the Company's annual report filed on Form 10-K with respect to the year ended December 31, 2017, except that, to the extent permitted by Section 162(m) of the Code, EBITDA was adjusted to eliminate the effects of charges for restructurings, discontinued operations, extraordinary items, other unusual or non-recurring items, and the cumulative effect of tax or accounting changes, each as determined in accordance with generally accepted accounting principles and identified in the Company's financial statements, notes to the financial statements or management's discussion and analysis with respect to the year ended December 31, 2017.

However, the TCJA repealed the "qualified performance-based compensation" exception under Section 162(m) of the Code, effective for taxable years beginning after December 31, 2017. The TCJA provides transition relief for certain contractual arrangements in place as of November 2, 2017; however, the scope of this transition relief is uncertain, and in the absence of any rulemaking at this time, the full impact of the TCJA's changes to Section 162(m) of the Code on our executive compensation program is not yet known.

In the exercise of its business judgment, and in accordance with its compensation philosophy, our Compensation Committee continues to have the flexibility to award compensation that is not tax deductible if it determines that such award is in our shareholders' best interests.

[Risk Assessment Regarding Compensation Policies and Practices](#)

When reviewing our compensation programs and approving awards under them, the Compensation Committee considers the potential risks associated with these policies and practices. We selected revenue growth and EBITDA margin as the primary criteria for the funding of both aggregate STI and LTI award pools in 2017 because we believe our business's ability to generate recurring revenue and positive cash flow is the key indicator of the successful execution of our business strategy. In determining awards for senior executives, the Compensation Committee also considers non-financial metrics, such as earnings per share results, enhancements to productivity, achievement of new sales, accomplishment of strategic and operational initiatives, completion of acquisitions, development of strategic relationships and return on invested capital. We believe the combination of these financial and non-financial metrics appropriately aligns the interests of management with those of our shareholders, while providing an appropriate balance of risk and reward that does not encourage excessive or unnecessary risk-taking behavior. As a result, we do not believe that risks relating to our

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compensation policies and practices for our employees are reasonably likely to have a material adverse effect on the Company.

In reaching this determination we also considered the following attributes of our programs:

balance between annual and longer-term performance opportunities;

alignment of annual and long-term incentives to ensure that the awards encourage consistent behaviors and achievable performance results;

beginning in 2018, using a combination of 10-year stock options, restricted stock awards and performance-based stock units, all of which vest over time; generally providing senior executives with long-term equity-based compensation on an annual basis, as we believe that accumulating equity over a period of time encourages executives to take actions that promote the long-term sustainability of our business;

stock ownership guidelines that are reasonable and align the interests of the executive officers with those of our shareholders, which discourages executive officers from focusing on short-term results without regard for longer-term consequences; and

a clawback policy that permits the Board of Directors to recover bonus or incentive compensation from executive officers whose fraud or misconduct resulted in a significant restatement of financial results, as more fully described above.

Compensation Committee Report

We, the Compensation Committee of the Board of Directors of Verisk Analytics, Inc., have reviewed and discussed with management the Compensation Discussion and Analysis above. Based on our review and discussions, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this Proxy Statement and incorporated by reference into the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Securities and Exchange Commission.

Respectfully submitted,

John F. Lehman, Jr. (Chair)

Annell R. Bay

Bruce Hansen

Constantine P. Iordanou

David B. Wright

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Executive Compensation and Benefits

The following table sets forth information concerning the compensation paid to and earned by the Company's NEOs for the years ended December 31, 2015, 2016 and 2017.

2017 SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Stock Awards \$(1)	Option Awards \$(2)	Non-Equity Incentive Plan Compensation \$(3)	Change in Pension Value and Nonqualified Deferred	All Other Compensation (\$)	Total (\$)
						Compensation Earning (\$)		
Scott G. Stephenson								
	2017	1,000,000	2,250,012	2,249,996	1,500,000	74,267	20,561(4)	7,094,836
Chairman, President and Chief Executive Officer								
	2016	1,000,000	2,149,974	2,150,024	1,575,000	39,490	12,714(5)	6,927,202
	2015	860,000	2,149,977	2,150,025	1,400,000	18,580	16,610(6)	6,595,192
Lee M. Shavel(7)	2017	68,750(8)	1,999,956(9)		86,000		3,437(10)	2,158,143

Executive Vice President and Chief Financial Officer								
Eva F. Huston(11)								
	2017	475,000	499,985	500,015	525,000(12)		12,883(13)	2,012,883
Former Chief Financial Officer								
	2016	404,000	199,994	200,003	160,000		3,635(14)	967,632
Mark V. Anquillare								
	2017	600,000	999,969	1,000,029	630,000	140,515	24,052(15)	3,394,565
Executive Vice President and Chief Operating Officer								
	2016	530,200	799,975	800,027	600,000	69,182	5,181(16)	2,804,565
	2015	525,200	760,006	759,987	710,000	20,158	15,893(17)	2,791,244
Nana Banerjee								
	2017	560,000	614,960	615,040	630,000		12,150(18)	2,432,150
Group President								
	2016	515,000	399,988	400,021	600,000		3,825(19)	1,918,834
	2015	510,000	299,997	299,998	580,000		11,925(20)	1,701,920
Kenneth E. Thompson,								
Executive Vice President, General	2017	465,800	614,960	615,040	448,000	16,711	14,279(21)	2,174,790

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Counsel and Corporate Secretary	2016	451,800	599,982	600,024	428,000	6,035	5,419(22)	2,091,260
	2015	446,800	575,030	574,971	416,000	1,134	13,969(23)	2,027,904

(1) This column represents the aggregate grant date fair value of restricted stock awards granted in the relevant year, valued at the closing price of the Company's common stock, computed in accordance with ASC Subtopic 718, excluding forfeiture estimates. For a discussion of the assumptions used to calculate the amounts shown in this column see note 15 of the notes to our audited consolidated financial statements included as part of our Annual Report on Form 10-K for the year ended December 31, 2017.

(2) This column represents the aggregate grant date fair value of stock option awards granted in the relevant year, computed in accordance with ASC Subtopic 718, excluding forfeiture estimates. For a discussion of the assumptions used to calculate the amounts shown in the option awards columns, see note 15 of the notes to our audited consolidated financial statements included as part of our Annual Report on Form 10-K for the year ended December 31, 2017.

(3) The amounts in this column are cash incentive awards under the STI program in respect of performance for the years ended December 31, 2015, 2016 and 2017, as applicable.

(4) Amount includes a 401(k) Savings Plan matching contribution of \$12,150.

(5) Amount includes a 401(k) Savings Plan matching contribution of \$6,450.

(6) Amount includes a 401(k) Savings Plan matching contribution of \$11,925.

(7) Mr. Shavel was appointed as our Chief Financial Officer on November 14, 2017.

(8) Amount represents the pro-rata portion of Mr. Shavel's annualized base salary of \$550,000 paid in 2017.

(9) Represents a one-time equity award of \$1,999,956 in the form of shares of restricted stock that will vest ratably over four years on the respective anniversary dates of Mr. Shavel's employment commencement date of November 14, 2017.

(10) Amount includes a 401(k) Savings Plan matching contribution of \$3,281.

(11) Ms. Huston served as our Chief Financial Officer until November 14, 2017.

(12) As part of Ms. Huston's severance arrangement, Ms. Huston was entitled to her full target cash incentive award under the STI program for 2017 which equaled \$525,000 payable at the same time that all other cash incentive award recipients received their awards.

(13) Amount includes a 401(k) Savings Plan matching contribution of \$12,150.

(14) Amount includes a 401(k) Savings Plan matching contribution of \$3,000.

(15) Amount includes a 401(k) Savings Plan matching contribution of \$12,150.

(16) Amount includes a 401(k) Savings Plan matching contribution of \$3,939.

(17) Amount includes a 401(k) Savings Plan matching contribution of \$11,925.

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(18) Amount includes a 401(k) Savings Plan matching contribution of \$12,150.

(19) Amount includes a 401(k) Savings Plan matching contribution of \$3,825.

(20) Amount includes a 401(k) Savings Plan matching contribution of \$11,925.

(21) Amount includes a 401(k) Savings Plan matching contribution of \$12,150.

(22) Amount includes a 401(k) Savings Plan matching contribution of \$3,351.

(23) Amount includes a 401(k) Savings Plan matching contribution of \$11,925.

Grants of Plan-Based Awards

The following table sets forth information concerning grants of plan-based awards made to the NEOs during the Company's fiscal year ended December 31, 2017. As described in the Compensation Discussion and Analysis, we generally grant equity plan-based awards in April based on performance for the prior year. Due to SEC regulations, the stock options and restricted stock shown in this table were granted on April 1, 2017 but generally relate to 2016 performance, and we consider them to be part of the NEOs' 2016 compensation.

2017 GRANTS OF PLAN BASED AWARDS

Name	Grant Date	Approval Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards	All Other Option Awards	Exercise Price of Securities Underlying Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$)(1)
			Threshold	Target	Maximum				
Scott G. Stephenson	April 1, 2017	February 14, 2017				145,161	81.14	2,249,996	

	April 1, 2017	February 14, 2017				27,730	2,250,012
	February 14, 2017	February 14, 2017	(2)	(2)	(2)		
Lee M. Shavel	November 14, 2017	November 14, 2017				21,951	1,999,956
Eva F. Huston	April 1, 2017	February 14, 2017					