

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **October 14, 2020**

**IHS MARKIT LTD.**

(Exact name of registrant as specified in its charter)

<b>Bermuda</b> (State or other jurisdiction of incorporation)	<b>001-36495</b> (Commission File Number)	<b>98-1166311</b> (IRS Employer Identification No.)
---	--	--

**4th Floor, Ropemaker Place  
25 Ropemaker Street  
London, England  
EC2Y 9LY**

(Address of principal executive offices and zip code)

**+44 20 7260 2000**

(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: Not Applicable

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

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

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Shares, \$0.01 par value per share	INFO	New York Stock Exchange

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

Emerging growth company

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

**ITEM 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

The Human Resources Committee (the “Committee”) of the Board of Directors of IHS Markit Ltd. (the “Company”) previously approved for fiscal year 2020: (i) base salaries for the Company’s named executive officers (including, in certain cases, base salary adjustments effective March 1, 2020) (each a “2020 Unadjusted Salary” and collectively the “2020 Unadjusted Salaries”) and (ii) their fiscal year 2020 target cash incentive amounts (as a percentage of base salary) under the Company’s 2020 Cash Incentive Plan (the “2020 Unadjusted Cash Incentive Targets”).

In March 2020, in response to COVID-19’s potential adverse financial impact on the Company, at the request of the named executive officers, the Committee approved certain reductions to the compensation of the named executive officers for the remainder of 2020 and 2021, to be effective April 1, 2020, and in July 2020 approved adjustments to those reductions effective August 1, 2020.

On October 14, 2020, the Committee approved reverting the base salaries for the named executive officers to their 2020 Unadjusted Salaries, effective November 1, 2020 and going forward (other than Mr. Hyatt, whose compensation has not changed further from what was disclosed by the Company in the current Report on Form 8-K filed on July 17, 2020). No further changes were made to the 2020 target cash incentive amounts for the named executive officers.

The salary for each named executive officer to be effective as of November 1, 2020 and going forward is set forth in the table below.

Name	Title	2020 Unadjusted Salary Effective March 1, 2020	Salary effective November 1, 2020
<b>Lance Uggla</b>	Chairman and Chief Executive Officer	\$1,200,000	\$1,200,000
<b>Jonathan Gear</b>	Executive Vice President and Chief Financial Officer	\$650,000	\$650,000
<b>Adam Kansler</b>	Executive Vice President, President of Financial Services	\$650,000	\$650,000
<b>Sari Granat</b>	Executive Vice President, Chief Administrative Officer and General Counsel	\$575,000	\$575,000

On October 15, 2020, the Board decided that the previous reduction in the Board’s annual retainer should be reversed in its entirety, so that the Board retainer shall be \$90,000, effective November 1, 2020. All other board compensation terms remained the same. The Summary Non-Employee Director Compensation Program, effective November 1, 2020 is attached as Exhibit 10.1.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description
10.1+	<a href="#">IHS Markit Ltd. Summary of Non-Employee Director Compensation Program (Effective November 1, 2020)</a>
101	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.
104	The cover page from this Current Report on Form 8-K, formatted as Inline XBRL.

+ Compensatory plan or arrangement.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**IHS MARKIT LTD.**

Date: October 19, 2020

By: /s/ Sari Granat  
Sari Granat  
Executive Vice President, Chief Administrative  
Officer and General Counsel

**Summary of Non-Employee Director Compensation Program**  
**IHS Markit Ltd.**  
**Effective November 1, 2020**

**Director Compensation**

Our nonemployee directors receive compensation for their service on our Board of Directors, subject to and in accordance with the IHS Markit Ltd. Non-Employee Director Equity Compensation Policy (the “Director Compensation Policy”).

Beginning November 1, 2020, each of our nonemployee directors will receive annual cash retainers and equity awards, as described in the table below. The cash retainers received by the nonemployee directors may be converted into deferred stock units.

<b>Annual Director Compensation</b>	<b>Beginning November 1, 2020</b>
Annual Board Retainer	\$90,000
Lead Independent Director Retainer	\$50,000
Committee Chair Retainer	\$30,000
Annual Equity Award (1)	\$180,000

(1) On the day of the Company’s annual general meeting of shareholders each year, each nonemployee director shall receive an award consisting of restricted stock units whose underlying shares shall have, on the date of grant, a fair market value equal to \$180,000. Such awards will vest on the earlier to occur of: (i) the date of the first annual general meeting of shareholders occurring in the fiscal year immediately following the grant date and (ii) the first anniversary of the grant date, unless the Board expressly determines otherwise. Directors may choose to defer receipt of the shares underlying the restricted stock units until after their termination of service.

Non-Employee Director Compensation (cash and equity) shall be prorated for any partial period of service in accordance with the Director Compensation Policy.

All equity awards for nonemployee directors will be issued pursuant to the IHS Markit Ltd. 2014 Equity Incentive Award Plan and the Director Compensation Policy.

We provide liability insurance for our directors and officers. In addition, our nonemployee directors are reimbursed for reasonable expenses.