

Section 1: 8-K (8-K)

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): September 30, 2020

S&P Global Inc.

(Exact Name of Registrant as specified in its charter)

New York

1-1023

13-1026995

(State or other jurisdiction of incorporation or
organization)

(Commission File No.)

(IRS Employer Identification No.)

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

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

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

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

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

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

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

Emerging growth company

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

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

Departure of Directors

(b) Charles E. Haldeman, Jr., age 71, a member of the Board of Directors (the “Board”) of S&P Global Inc. (the “Company”) since 2012, advised the Company on September 30, 2020 that he plans to retire from the Board at the end of his current term and will not to stand for re-election at the Company’s 2021 Annual Meeting of Shareholders.

Mr. Haldeman’s decision not to stand for re-election was made in accordance with the Board’s refreshment policies under its Corporate Governance Guidelines, which provide for retirement from re-election after reaching age 72, and for the avoidance of doubt did not involve any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Election of Directors

(d) On September 30, 2020 the Board, on recommendation of its Nominating and Corporate Governance Committee, also elected Ian P. Livingston to serve as a Director of the Company, effective immediately, further to its proactive succession planning to fill the anticipated vacancy created by Mr. Haldeman’s upcoming retirement. Mr. Livingston was appointed to serve on the Board’s Audit Committee and Compensation and Leadership Development Committee. As a Director, Mr. Livingston will receive the standard compensation package for the Company’s non-employee Directors, prorated for his first year of service, and will also be eligible to participate in the Company’s Director Deferred Stock Ownership Plan and Director Deferred Compensation Plan, included as Appendix B to the Company’s Proxy Statement filed with the Securities and Exchange Commission on March 25, 2019 and as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, respectively. The Company’s Director compensation program and plans are described in the Company’s most recent Proxy Statement filed on March 30, 2020.

Item 8.01. Other Events.

Mr. Haldeman, who has served as the independent Non-Executive Chairman of the Board since 2015, also plans to retire from his position as Non-Executive Chairman of the Board, effective October 1, 2020, to help facilitate a smooth and orderly transition of Board leadership prior to the end of his current term. Mr. Haldeman will continue to serve as a member of the Board’s Finance Committee, Nominating and Corporate Governance Committee and Executive Committee, with the new Non-Executive Chairman succeeding him as the Executive Committee Chair, until the Annual Meeting.

In connection with Mr. Haldeman’s decision to retire as Non-Executive Chairman of the Board, the Board, on recommendation of its Nominating and Corporate Governance Committee, appointed Richard E. Thornburgh to succeed Mr. Haldeman as the independent Non-Executive Chairman of the Board, effective as of October 1, 2020. Mr. Thornburgh, age 68, has served as a Director of the Company since 2011 and Chair of the Board’s Finance Committee since 2016.

The Board, on recommendation of its Nominating and Corporate Governance Committee, appointed Marco Alverà to succeed Mr. Thornburgh as Chair of the Finance Committee, effective October 1, 2020.

A copy of the Company’s press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is filed with this report:

(99.1) [Press release dated September 30, 2020.](#)

SIGNATURES

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

S&P Global Inc.

/s/ *Alma Rosa Montanez*

By: Alma Rosa Montanez

Assistant Corporate Secretary & Associate General Counsel

Dated: September 30, 2020

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Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

S&P Global Names Richard Thornburgh Non-Executive Chairman of the Board; Announces Retirement of Charles Haldeman, Jr.

Company Adds Ian P. Livingston to its Board of Directors

New York, September 30, 2020 – S&P Global (NYSE: SPGI) announced today that its Board of Directors has named **Richard E. “Dick” Thornburgh** to succeed **Charles E. “Ed” Haldeman, Jr.** as the Non-Executive Chairman of the Board, effective October 1, 2020.

Mr. Haldeman, age 71, a member of the Board of Directors of S&P Global since 2012, advised the Company that pursuant to the Board’s refreshment policies under its Corporate Governance Guidelines, he will retire from the Board at the end of his current term and will not stand for re-election at the Company’s 2021 Annual Meeting of Shareholders. Mr. Haldeman, who has served as the Non-Executive Chairman of the Board since 2015, will retire from his position as Non-Executive Chairman of the Board, effective October 1, 2020, prior to the end of his current term, to help facilitate a smooth and orderly transition of Board leadership.

“It’s been an honor to serve as a member of the Board of Directors of S&P Global, including as Chairman,” says **Mr. Haldeman**. “I have been continuously impressed by the leadership and the employees of the Company and their commitment to serving their customers and keeping the market informed.”

“This is a bittersweet day for S&P Global. Ed has played an important role in the evolution and growth of the Company since he joined our Board eight years ago,” says **Douglas L. Peterson, President and CEO of S&P Global**. “His guidance, candor, and leadership on corporate governance issues strengthened our already very talented Board of Directors and helped make us the Company we are today.”

“At the same time, we are exceptionally fortunate to be able to elevate an accomplished, globally minded leader in Dick Thornburgh to Chairman of the Board,” continues Mr. Peterson. “Dick has been a valued member of our Board since 2011, knows our business and long-term growth potential exceptionally well and stands ready to provide outstanding leadership.”

Mr. Thornburgh has served as an independent Director of the Company since 2011 and Chair of the Board’s Finance Committee since 2016. He has

previously held key positions with Credit Suisse Group A.G., including Chief Financial Officer, Chief Risk Officer, Vice Chairman of the Board, chair of its Risk Committee and member of the Executive Board. He has also served as Non-Executive Director and Chairman of Credit Suisse Holdings (USA), Inc. and Executive Vice Chairman of Credit Suisse First Boston (CSFB), the investment banking arm of Credit Suisse Group A.G. Mr. Thornburgh is currently senior advisor to Corsair Capital and a Director of Repay Holdings Corporation, serving on its Nominating and Corporate Governance Committee and its Technology Committee.

“I look forward to continuing my work on the Board of S&P Global, and it is an honor for me to take on the role of Chairman,” says **Mr. Thornburgh**. “Over the past nine years I have seen the Company successfully address significant strategic challenges and opportunities, while transforming from a conglomerate to an operating company model. Through that period S&P Global focused on innovation and growth to better serve our clients, continued to invest in and support our employees and communities while improving shareholder value.”

Until his term on the Board ends, Mr. Haldeman will continue to serve as a member of the Board’s Finance Committee, Nominating and Corporate Governance Committee and Executive Committee, with Mr. Thornburgh replacing him as the Executive Committee Chair.

In connection with this transition, the Board appointed **Marco Alverà** to replace Mr. Thornburgh as Chair of the Finance Committee, effective October 1, 2020.

The Board also elected **Lord Ian P. Livingston** to serve as a Director of the Company, effective immediately, to fill the anticipated vacancy created by Mr. Haldeman's upcoming retirement. Lord Livingston will serve on the Board's Audit Committee and Compensation and Leadership Development Committee.

Lord Livingston is currently Chairman of Dixons Carphone plc, one of Europe's leading consumer electronics retailers. He is also a member of the House of Lords of the United Kingdom having been Minister of State for Trade and Investment, responsible for promoting the United Kingdom's exports and inward foreign investment and trade policy from 2013 to 2015. He has also served as Chairman of Man Group plc from 2016-2019. He was the CEO of BT Group plc from 2008 to 2013 where he led a substantial improvement in performance, profitability and stock price. Along with previous executive director roles, including Group CFO, at BT Group and Dixons Group plc, he served as non-executive director of The Celtic Football Club, and the luxury hotel groups, Belmond Ltd and Hilton Group plc.

"We are delighted to add Ian to our Board," says **Mr. Peterson**. "He is an experienced leader and executive who will bring deep insights into technological innovation, global business, and policy to our Company."

About S&P Global

S&P Global (NYSE: SPGI) is the world's foremost provider of credit ratings, benchmarks and analytics in the global capital and commodity markets, offering ESG solutions, deep data and insights on critical economic, market and business factors. We've been providing essential intelligence that unlocks opportunity, fosters growth and accelerates progress for more than 160 years. Our divisions include S&P Global Ratings, S&P Global Market Intelligence, S&P Dow Jones Indices and S&P Global Platts.

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Media Contacts

David R Guarino
Chief Communications Officer
S&P Global
Dave.Guarino@spglobal.com
201 755 5334

Christopher Krantz
EMEA Regional Communications Lead
S&P Global
Christopher.Krantz@spglobal.com
+44 20 7176 0060

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