

INFORMATION HOLDINGS INC  
Form S-8 POS  
November 30, 2004

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO

**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

**INFORMATION HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or  
organization)

**06-1518007**  
(I.R.S. Employer Identification No.)

**2777 Summer Street, Suite 602**  
**Stamford, Connecticut**  
(Address of Principal Executive Offices)

**06905**  
(Zip Code)

**(203) 961-9106**  
(Registrant's telephone number, including area code)

**Information Holdings Inc. 1998 Stock Option Plan, as amended**

(Full title of the plan)

**Mason P. Slaine**  
**President and Chief Executive Officer**

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**2777 Summer Street, Suite 602  
Stamford, Connecticut 06905**

**Telephone: (203) 961-9106**

(Name and address, including zip code, of agent for service)

(Telephone number, including area code, of agent for service)

COPY TO:

**Steven Gartner, Esq.  
Willkie Farr & Gallagher LLP  
787 Seventh Avenue  
New York, New York 10019  
(212) 728-8000**

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**EXPLANATORY NOTE**

Pursuant to a Form S-8 registration statement (File No. 333-69024) filed with the Securities and Exchange Commission (the **SEC**) on September 6, 2001 (the **Registration Statement**), Information Holdings Inc. (the **Company**) registered 600,000 shares of its common stock, \$0.01 par value per share ( **Common Stock** ), issuable in connection with the Company's 1998 Stock Option Plan, as amended.

On November 29, 2004, the Company consummated a merger (the **Merger**) with Thyme Corporation, a Delaware corporation and wholly-owned subsidiary of The Thomson Corporation, an Ontario, Canada corporation. The Merger was approved by the Company's stockholders at a special meeting of stockholders held on August 31, 2004. As a result of the Merger, each outstanding share of Common Stock has been converted, subject to any perfected appraisal rights, into the right to receive \$28.00 in cash, without interest.

The purpose of this Amendment No. 1 to the Registration Statement is to terminate the Registration Statement and to deregister all of the shares of Common Stock originally registered thereby which remain outstanding as of such termination.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Stamford, Connecticut, on the day of November 29, 2004.

**INFORMATION HOLDINGS INC.**

By: /s/ Mason P. Slaine  
Name: Mason P. Slaine  
Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated:

/s/ Mason P. Slaine  
Mason P. Slaine  
President, Chief Executive Officer and  
Director  
(Principal Executive Officer)  
November 29, 2004

/s/ Vincent A. Chippari  
Vincent A. Chippari  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial and Accounting Officer)  
November 29, 2004

/s/ Michael E. Danziger  
Michael E. Danziger  
Director  
November 29, 2004

/s/ David R. Haas  
David R. Haas  
Director  
November 29, 2004

/s/ Keith B. Jarrett  
Keith B. Jarrett  
Director  
November 29, 2004

/s/ Sidney Lapidus  
Sidney Lapidus  
Director  
November 29, 2004

/s/ Martin D. Payson  
Martin D. Payson  
Director  
November 29, 2004

/s/ John L. Vogelstein  
John L. Vogelstein  
Director  
November 29, 2004