

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): **June 19, 2020**

**CANNAE HOLDINGS, INC.**  
(Exact name of Registrant as Specified in its Charter)

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

**1-38300**  
(Commission File Number)

**82-1273460**  
(IRS Employer Identification No.)

**1701 Village Center Circle**  
**Las Vegas, Nevada 89134**  
(Addresses of principal executive offices)

**(702) 323-7330**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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 each exchange on which registered</u>
<b>Cannae Common Stock, \$0.0001 par value</b>	<b>CNNE</b>	<b>New York Stock Exchange</b>

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 8.01. Other Events.**

On June 19, 2020, Cannae Holdings, Inc. (the “Company”) completed the sale (the “Sale”) of an additional 1,650,000 shares of common stock, par value \$0.0001 per share (the “Common Stock”), of the Company, pursuant to the full exercise of the underwriters’ option to purchase additional shares of Common Stock granted to the underwriters in the underwriting agreement, dated as of June 10, 2020, by and between the Company and BofA Securities, Inc., as a representative of the underwriters named in Schedule 1 thereto (the “Underwriting Agreement”). The net proceeds to the Company from the Sale were approximately \$59.4 million, after deducting the underwriting discount. The net proceeds from the Sale are in addition to the previously announced \$395.7 million in net proceeds received by the Company in the related public offering. The legal opinion of Weil, Gotshal & Manges LLP relating to the shares of Common Stock issued pursuant to the Sale is filed as Exhibit 5.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

<b>Exhibit</b>	<b>Description</b>
<a href="#">5.1</a>	<a href="#">Opinion of Weil, Gotshal &amp; Manges LLP.</a>
<a href="#">23.1</a>	<a href="#">Consent of Weil, Gotshal &amp; Manges LLP (included in its opinion filed as Exhibit 5.1).</a>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

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**SIGNATURE**

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

**Cannae Holdings, Inc.**

Date: June 19, 2020

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President, General Counsel, and Corporate Secretary

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**Weil, Gotshal & Manges LLP**

767 Fifth Avenue  
New York, NY 10153-0119  
+1 212 310 8000 tel  
+1 212 310 8007 fax

June 19, 2020

Cannae Holdings, Inc.  
1701 Village Center Circle  
Las Vegas, Nevada 89134

Ladies and Gentlemen:

We have acted as counsel to Cannae Holdings, Inc., a Delaware corporation (the "Company"), in connection with the issuance and sale by the Company of 1,650,000 shares (the "Shares") of the Company's Common Stock, par value \$0.0001 per share (the "Common Stock") pursuant to the underwriters' option to purchase additional shares of Common Stock.

In so acting, we have examined originals or copies (certified or otherwise identified to our satisfaction) of (i) the Amended and Restated Certificate of Incorporation of the Company incorporated by reference as Exhibit 3.1 to the Company's Current Report on Form 8-K, filed November 20, 2017; (ii) the Amended and Restated Bylaws of the Company incorporated by reference as Exhibit 3.2 to the Company's Current Report on Form 8-K, filed November 20, 2017; (iii) the Company's Registration Statement on Form S-3 (File No. 333-235303) (as amended, the "Registration Statement"), under the Securities Act of 1933, as amended (the "Securities Act"); (iv) the prospectus, dated November 27, 2019, contained within the Registration Statement (the "Base Prospectus"); (v) the preliminary prospectus supplement related to the Shares, dated June 10, 2020; (vi) the prospectus supplement related to the Shares, dated June 10, 2020 (the "Prospectus Supplement"); (vii) the form of Common Stock Certificate of the Company; (viii) the Underwriting Agreement related to the Shares, dated as of June 10, 2020 (the "Agreement"), between the Company and BofA Securities, Inc., as representative (the "Representative") of the underwriters named in Schedule 1 to the Agreement; (ix) the notice from the Representative, dated June 17, 2020, exercising the option to purchase the Shares pursuant to Section 2(b) of the Agreement; and (x) such corporate agreements, documents and other instruments and such certificates or comparable documents of public officials and of officers and representatives of the Company and have made such inquiries of such officers and representatives, as we have deemed relevant and necessary as a basis for the opinions hereinafter set forth. We refer to the Base Prospectus as supplemented by the Prospectus Supplement as the ("Prospectus").

In such examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, conformed or photostatic copies and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, we have relied upon certificates or comparable documents of officers and representatives of the Company.

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Based on the foregoing, and subject to the qualifications stated herein, we are of the opinion that the Shares are validly issued, fully paid and non-assessable.

The opinions expressed herein are limited to the corporate laws of the State of Delaware, and we express no opinion as to the effect on the matters covered by this letter of the laws of any other jurisdiction.

We hereby consent to the use of this letter as an exhibit to the Registration Statement and to any and all references to our firm in the Prospectus which is a part of the Registration Statement. In giving such consent we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Weil, Gotshal & Manges LLP

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