FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| | | | | | or S | ecti | ion 30(h) | of the I | nvestme | nt Co | mpany Act o | of 19 | 940 | | | | | | |
|---|---|--|--|-----------------|--|---|---|---|--|--|--------------------|---|---|---|---|---|---|--|------------|
| | | | | | | | Issuer Name and Ticker or Trading Symbol <u>eridian HCM Holding Inc.</u> [CDAY] | | | | | | | | | ip of Reportin plicable) ctor | ig Pers | . , | |
| (Last) 1701 VII | Last) (First) (Middle) 701 VILLAGE CENTER CIRCLE | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 05/23/2019 | | | | | | | | | | er (give title | | | (specify |
| (Street) LAS VEGAS NV 89314 (City) (State) (Zip) | | | | 4. lf | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | Individual or Joint/Group Filing (Check Applicable ine) Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | |
| | | Tabl | e I - No | n-Deriv | ative | Se | curitie | s Acc | uired | . Dis | posed o | f. o | r Ben | efici | ally Own | ed | | | |
| 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) | | | | | | 2A. Deemed Execution Date, | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, | | (A) or | 5. Am Secur Benef Owne | ount of ities ficially d Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | Code | v | Amount | | (A) or (D) | Price | Trans | ported ansaction(s) str. 3 and 4) | | | (Instr. 4) |
| Common Stock 05/23/20 | | | | | | 019 | | S | | 2,000,00 | 0 D \$50 | | .25 30, | 30,739,227 | | Ι | See Note ⁽¹⁾ | | |
| | | Та | | | | | | | | | osed of, o | | | | y Owned | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deen Executio if any (Month/D | ned on Date, | 4. Transac Code (I 8) | ctio | 5. Number of | | 6. Date Exercis Expiration Dat (Month/Day/Ye | | sable and | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | Code | v | (A) | (D) | Date Exercisa | able | Expiration Date | Titl | Amount or Number of itle Shares | | | | | | |
| | d Address of Holding | Reporting Person* S, Inc. | , | · | | | | | | • | | | • | | | | | | • |
| (Last) 1701 VILLAGE CE | | First) (Midd | | idle) | | _ | | | | | | | | | | | | | |
| (Street) LAS VEGAS | | NV | 893 | 314 | | | | | | | | | | | | | | | |

Explanation of Responses:

(State)

(First)

NV

(State)

1. Name and Address of Reporting Person* Cannae Holdings, LLC

1701 VILLAGE CENTER CIRCLE

(Zip)

(Middle)

89314

(Zip)

Remarks:

(City)

(Last)

(Street)

(City)

LAS VEGAS

^{1.} Directly owned by Cannae Holdings, LLC, a wholly owned subsidiary of Cannae Holdings, Inc.

Cannae Holdings, LLC by /s/ 05/28/2019
Michael L. Gravelle, Managing
Director, General Counsel and
Corporate Secretary

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.