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

## SCHEDULE 13G

(Amendment No.\_\_)

**Under the Securities Exchange Act of 1934** 

# **DUN & BRADSTREET HOLDINGS, INC.**

(Name of Issuer)

Common Stock, par value \$0.0001 per share (Title of Class of Securities)

> 26484T106 (CUSIP Number)

**December 31, 2020** (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

	Rule 13d-1(c)
$\boxtimes$	Rule 13d-1(d)
	mainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject
class of	securities, and for any subsequent amendment containing information which would alter the disclosures provided in a

prior cover page. The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of

the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	NAMES OF REPORTING PERSONS						
1	Cannae Holdings, Inc.						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
2	(a)□ 						
	(b)⊠ SEC USE ONLY						
3	SEC USE ONLI						
	CITIZENSHIP OR PLACE OF ORGANIZATION						
4		CITIZENSHIP OR PLACE OF ORGANIZATION					
•	Delaware						
		_	SOLE VOTING POWER				
	5	5	0 (1) (See Item 4)				
	LLY EACH	_	SHARED VOTING POWER				
NUMBER OF SE BENEFICIAL		6	76,552,330 (1) (See Item 4)				
OWNED BY E REPORTING PI			SOLE DISPOSITIVE POWER				
WITH		7	0 (1) (See Item 4)				
	-		SHARED DISPOSITIVE POWER				
		8	76,552,330 (1) (See Item 4)				
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
9	76,552,330 (1) (See Item 4)						
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
10							
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11	18.1% (1) (See Item 4)						
	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
12	СО						

<sup>(1)</sup> See Item 4 of this Schedule 13G. Includes all shares of common stock beneficially owned by Cannae Holdings, LLC ("CHL"). CHL is a wholly-owned subsidiary of Cannae Holdings, Inc. ("Cannae").

1	NAMES OF REPORTING PERSONS						
•	Cannae Holdings, LLC						
,	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
2	(a)□ (b)⊠						
	SEC USE ONLY						
3							
	CITIZENSHIP OR PLACE OF ORGANIZATION						
4	Delaware						
	LLY EACH	_	SOLE VOTING POWER				
		5	0 (1) (See Item 4)				
		-	SHARED VOTING POWER				
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WITH		7	0 (1) (See Item 4)				
	•		SHARED DISPOSITIVE POWER				
		8	76,552,330 (1) (See Item 4)				
_	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
9	76,552,330 (1) (See Item 4)						
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
10							
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11	18.1% (1) (See Item 4)						
	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
12	00						

<sup>(1)</sup> See Item 4 of this Schedule 13G. Includes all shares of common stock beneficially owned by DNB Holdco, Inc. and its wholly-owned subsidiary ("DNB Holdco").

4	NAMES OF REPORTING PERSONS						
1	DNB Holdco, LLC						
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
2	(a)□						
	(b)⊠						
3	SEC USE ONLY						
3							
_	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION					
4	Delaware						
	•		SOLE VOTING POWER				
		5	0 (1) (See Item 4)				
	LLY		SHARED VOTING POWER				
NUMBER OF SI BENEFICIAL		6	76,552,330 (1) (See Item 4)				
OWNED BY E REPORTING PI			SOLE DISPOSITIVE POWER				
WITH		7	0 (1) (See Item 4)				
	=		SHARED DISPOSITIVE POWER				
		8	76,552,330 (1) (See Item 4)				
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
9	76,552,330 (1) (See Item 4)						
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)						
10							
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11	18.1% (1) (See Item 4)						
	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)						
12	00						

(1) See Item 4 of this Schedule 13G.

#### Item 1(a). Name of Issuer:

Dun & Bradstreet Holdings, Inc. ("Issuer")

## Item 1(b). Address of Issuer's Principal Executive Offices:

104 JFK Parkway Short Hills, NJ 07078

### Item 2(a). Name of Person Filing:

This statement is being filed on behalf of Cannae Holdings, Inc. ("Cannae"), Cannae Holdings, LLC ("CHL") and DNB Holdco, LLC ("DNB Holdco) (collectively, the "Reporting Persons"). DNB Holdco is a wholly-owned subsidiary of CHL, which, in turn, is a wholly-owned subsidiary of Cannae.

An agreement among the Reporting Persons that this Schedule 13G is filed on behalf of each of them is attached hereto as Exhibit 1.

## Item 2(b). Address of Principal Business Office or, if none, Residence:

The principal business office of each Reporting Person is:

1701 Village Center Circle Las Vegas, NV 89134

## Item 2(c). Citizenship:

Cannae is a Delaware corporation. CHL and DNB Holdco are Delaware limited liability companies.

## Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.0001 per share ("Common Stock"), of the Issuer

## Item 2(e). CUSIP Number:

26484T106

## **Item 3.** Not applicable.

## Item 4 Ownership

(a)-(c) The responses of the Reporting Persons to Rows 5, 6, 7, 8, 9 and 11 in each of their respective cover pages which relate to the beneficial ownership of the Common Stock of the Issuer, as of December 31, 2020, are incorporated herein by reference. As of December 31, 2020, Cannae beneficially owned an aggregate of 76,552,330 shares of Common Stock (which includes all of the shares of Common Stock owned by DNB Holdco and its wholly-owned subsidiary), representing approximately 18.1% of the shares of Common Stock outstanding (423,039,089 shares of Common Stock outstanding as of October 31, 2020, as reported in the Issuer's Quarterly Report on Form 10-Q for the period ended September 30, 2020, filed with the Securities and Exchange Commission on November 5, 2020).

Due to that certain letter agreement, dated as of June 30, 2020, by and among DNB Holdco, LLC, certain entities affiliated with Thomas H. Lee Partners, L.P., CC Star Holdings, LP, Bilcar, LLC and Black Knight Infoserv, LLC (collectively, the "Letter Agreement Parties"), the Letter Agreement Parties may be deemed to constitute a "group", within the meaning of Section 13(d)(3) of the Exchange Act that beneficially owns, in the aggregate, 268,283,803 shares representing 62.80% of outstanding Common Stock based on the information concerning beneficial ownership provided to DNB Holdco by each of the other Letter Agreement Parties. It is the understanding of the DNB Holdco that each of the other Letter Agreement Parties will be filing a separate Schedule 13G pursuant to Rule 13d-1(k)(2). The Reporting Persons expressly disclaim beneficial ownership over any shares of Common Stock that they may be deemed to beneficially own solely by reason of the Letter Agreement. Except as disclosed herein, this Schedule 13G does not reflect any shares of Common Stock beneficially owned by the other Parties.

## Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

#### Item 6. Ownership of More Than Five Percent on Behalf of Another Person

The responses of the Reporting Persons to Items 2(a) and 4 are incorporated herein by reference.

# Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company

Not applicable.

## Item 8. Identification and Classification of Members of the Group

The responses of the Reporting Persons to Item 4 is incorporated herein by reference.

## Item 9. Notice of Dissolution of Group

Not applicable.

#### Item 10. Certification

Not applicable.

## **Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 12, 2021

CANNAE HOLDINGS, INC.

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President, General Counsel and Corporate

Secretary

CANNAE HOLDINGS, LLC

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Managing Director, General Counsel and Corporate

Secretary

DNB HOLDCO, LLC

By /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President and General Counsel

# EXHIBIT INDEX

Exhibit No. Description

<u>1</u> Joint Filing Agreement by and among the Reporting Persons

#### JOINT FILING AGREEMENT

This will confirm the agreement by and among all the undersigned that the Schedule 13G filed on or about this date and any amendments thereto with respect to the beneficial ownership by the undersigned of shares of common stock, \$0.01 par value per share, of Dun & Bradstreet Holdings, Inc. is being filed on behalf of each of the undersigned in accordance with Rule 13d-1(k)(1). This agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: February 12, 2021

CANNAE HOLDINGS, INC.

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President, General Counsel and Corporate

Secretary

CANNAE HOLDINGS, LLC

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Managing Director, General Counsel and Corporate Secretary

DNB HOLDCO, LLC

By /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President and General Counsel