

**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): **November 12, 2019**

**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 1.01 Entry into a Material Definitive Agreement.**

On November 13, 2019, Cannae Holdings, Inc. (the “Company” or “Cannae”) announced that it entered into an agreement to participate in a health care joint venture with an investment vehicle advised by an affiliate of Carlyle Investment Management, L.L.C. (“Carlyle”) and another investor with deep health care services experience. The joint venture, which was recently incorporated as Coding Solutions Topco, Inc. (the “JV”), will focus on acquiring, integrating and operating synergistic health care services companies in the provider and payer space. To effect the transaction, T-System Group, Inc., a Delaware corporation (“T-System”), an indirect subsidiary of Cannae, entered into an Agreement and Plan of Merger (the “Merger Agreement”), dated as of November 12, 2019, with Coding Solutions Acquisition, Inc., a Delaware corporation and wholly-owned subsidiary of the JV (“Parent”), and Coding Solutions Merger Sub, Inc., a Delaware corporation and wholly owned subsidiary of Parent (“Merger Sub”), providing for the merger of Merger Sub with and into T-System (the “Merger”), with T-System surviving the Merger as a wholly-owned subsidiary of Parent. Parent and Merger Sub are direct or indirect subsidiaries of the JV.

In connection with the Merger Agreement, certain of the JV partners will obtain financing, including pursuant to (i) an equity commitment letter (the “Equity Commitment Letter”), where investment funds affiliated with Carlyle and certain other JV partners have committed, on customary terms and conditions, to invest or cause to be invested up to \$190.6 million in the equity capital of Parent (such transaction, the “Equity Financing”) for the purpose of providing equity capital to Parent for the cash portion of the purchase price due at Closing (defined below) and other strategic purposes including the consummation of the other Contemplated Transactions (defined below) and (ii) Parent entered into a debt commitment letter (the “Debt Commitment Letter” and collectively the “Commitment Letters”) secured from a consortium of banks for a \$110 million senior secured first-lien term loan and a \$30 million senior secured first-lien revolving credit facility, which is not expected to be syndicated by other lenders (such transaction, the “Debt Financing” and collectively with the Equity Financing, the “Financing”).

Cannae believes the Merger and Financing will enable the JV to acquire other complementary health care services companies, including T-System’s previously announced definitive agreement to acquire a leading provider of coding and clinical documentation services to domestic health care providers (the “Coding Company Agreement”).

Following the closing of the Merger (the “Closing”), it is anticipated that Cannae will be a minority shareholder of the JV through a customary rollover agreement (the “Rollover Agreement”) contemplated by the Merger Agreement and have all of its T-System intercompany debt repaid, which totaled approximately \$61 million as of September 30, 2019.

The Closing is conditioned on, in the case of T-System, the Debt Commitment Letter remaining in full force in effect or, in the case of Parent and Merger Sub’s obligations, the satisfaction or waiver of the conditions set forth in the Debt Commitment Letter. The Debt Financing is subject to customary conditions, including that the customary closing conditions for the Merger, the Coding Company Agreement and another potential acquisition contemplated by the JV (together with the Coding Company Agreement, the “Contemplated Transactions”) shall be satisfied or waived. The Merger and the consummation of the Coding Company Agreement are anticipated to occur concurrently and have similar conditions to closing. Specifically, the Closing of the Merger is subject to other closing conditions, including (i) subject to certain materiality and other qualifications, the accuracy of the representations and warranties made by T-System, Parent and Merger Sub under the Merger Agreement, (ii) the performance in all material respects by each of T-System and Parent and Merger Sub of their obligations under the Merger Agreement, (iii) in the case of the Parent and Merger Sub’s obligations to complete the Merger, (A) the absence of any material adverse effect with respect to the business of T-System since the date of the Merger Agreement, and (B) the consummation of the transactions contemplated by the Rollover Agreements in accordance with the Rollover Agreements; and (iv) other customary conditions and the delivery of customary deliverables.

Each of T-System and Parent have the right to terminate the Merger Agreement under certain circumstances, including, among others, (i) upon mutual consent, (ii) upon a material breach by the other parties to the Merger Agreement that is not cured or curable, (iii) upon a final, non-appealable order of any governmental authority that prevents the consummation of the Merger or that makes the consummation of the Merger illegal or (iv) if the Closing has not occurred by February 28, 2020.

T-System and Parent have agreed to indemnify each other for losses resulting from certain specified breaches of the Merger Agreement and for certain other liabilities, subject to certain limitations.

A copy of the Merger Agreement will be filed as an exhibit to the Company’s Annual Report on Form 10-K for its year ended December 31, 2019.

**Item 8.01 Other Events.**

On November 13, 2019, the Company issued a press release announcing the entry into the Merger Agreement and the joint venture. A copy of the joint press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

**(d) Exhibits**

<b>Exhibit</b>	<b>Description</b>
99.1	<a href="#">Joint Press Release, dated as of November 13, 2019</a>
101	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

**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: November 18, 2019

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

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



## Cannae Holdings, Inc. Enters Into an Agreement to Participate in a Health Care Joint Venture

November 13, 2019

LAS VEGAS--(BUSINESS WIRE)--Nov. 13, 2019-- Cannae Holdings, Inc. (NYSE:CNNE) ("Cannae" or the "Company") today announced that it has entered into an agreement to participate in a health care joint venture with an investment vehicle advised by an affiliate of The Carlyle Group and another investor with deep health care services experience. The joint venture will focus on acquiring, integrating and operating synergistic health care services companies in the provider and payer space.

Cannae will contribute its T-System business to the joint venture and Cannae's joint venture partners will contribute equity capital to enable it to acquire other complementary health care services companies. As part of this effort, T-System has also entered into a definitive agreement to acquire a leading provider of coding and clinical documentation services to domestic health care providers which will be funded by the joint venture.

At closing, it is anticipated that Cannae will be a minority shareholder of the joint venture and have all of its T-System intercompany debt repaid, which totaled approximately \$60 million as of September 30, 2019. The investment vehicle affiliated with The Carlyle Group will be the majority controlling shareholder of the joint venture. The closing of the foregoing transactions are expected to occur no later than the first quarter 2020, subject to the satisfaction of customary closing conditions.

### **About Cannae Holdings, Inc.**

Cannae (NYSE:CNNE) is a diversified holding company with over \$1 billion in book value in assets and boasts a strong track record of investing in a diverse range of assets. Cannae holds majority and minority equity investment stakes in a number of entities, including Ceridian HCM Holding Inc., The Dun & Bradstreet Corporation, American Blue Ribbon Holdings, LLC, 99 Restaurants Holdings, LLC and T-System Holding, LLC. Principals at Cannae have successfully acquired over 100 companies with aggregate consideration in excess of \$30 billion for Fidelity National Financial, Inc., Cannae and related companies over the last 20 years. More information about Cannae can be found at [www.cannaeholdings.com](http://www.cannaeholdings.com).

### **Forward-Looking Statements and Risk Factors**

This press release contains forward-looking statements that involve a number of risks and uncertainties. Statements that are not historical facts, including statements regarding our expectations, hopes, intentions or strategies regarding the future are forward-looking statements. Forward-looking statements are based on management's beliefs, as well as assumptions made by, and information currently available to, management. Because such statements are based on expectations as to future financial and operating results and are not statements of fact, actual results may differ materially from those projected. We undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. The risks and uncertainties which forward-looking statements are subject to include, but are not limited to:

changes in general economic, business and political conditions, including changes in the financial markets; our potential inability to find suitable acquisition candidates, acquisitions in lines of business that will not necessarily be limited to our traditional areas of focus, or difficulties in integrating acquisitions; significant competition that our operating subsidiaries face; compliance with extensive government regulation of our operating subsidiaries; risks associated with our split-off from Fidelity National Financial, Inc., including limitations on our strategic and operating flexibility related to the tax-free nature of the split-off and the Investment Company Act of 1940; and risks and uncertainties related to the success of our externalization.

This press release should be read in conjunction with the risks detailed in the "Statement Regarding Forward-Looking Information," "Risk Factors" and other sections of the Company's Form 10-Q, 10-K and other filings with the Securities and Exchange Commission.

View source version on businesswire.com: <https://www.businesswire.com/news/home/20191113005197/en/>

Source: Cannae Holdings, Inc.

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