
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 26, 2018 (June 25, 2018)

CANNAE HOLDINGS, INC.

(Exact name of Registrant as Specified in its Charter)

1-38300

(Commission File Number)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

82-1273460
(IRS Employer Identification Number)

1701 Village Center Circle
Las Vegas, Nevada 89134
(Addresses of Principal Executive Offices)

(702) 323-7330

(Registrant's Telephone Number, Including Area Code)
(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))

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 5.07. Submission of Matters to a Vote of Security Holders

The Cannae Holdings, Inc. (the "Company") Annual Meeting of Shareholders was held June 25, 2018. As of May 8, 2018, the record date for the Annual Meeting, 70,858,143 shares of common stock of the Company were outstanding and entitled to vote. A quorum of shares of common stock were present or represented at the Annual Meeting. The number of votes cast for, against or withheld, as well as abstentions, if applicable, with respect to each proposal is set out below:

1. To elect three Class I directors to serve until the 2021 Annual Meeting of Shareholders or until their successors are duly elected and qualified or their earlier death, resignation or removal.

| | <u>FOR</u> | <u>WITHHELD</u> | <u>BROKER NON-VOTES</u> |
|----------------------|------------|-----------------|-------------------------|
| William P. Foley, II | 56,896,956 | 3,997,008 | 8,524,596 |
| Frank R. Martire | 59,612,615 | 1,281,349 | 8,524,596 |
| Richard N. Massey | 60,392,261 | 501,703 | 8,524,596 |

Directors whose term of office as a director continued after the meeting are as follows:

Class II (term expires at the 2019 Annual Shareholders Meeting): James B. Stallings, Jr. and Frank P. Willey

Class III (term expires at the 2020 Annual Shareholders Meeting): Hugh R. Harris and C. Malcolm Holland

2. To approve a non-binding advisory resolution on the compensation paid to our named executive officers.

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> | <u>BROKER NON-VOTES</u> |
|------------|----------------|----------------|-------------------------|
| 60,313,498 | 540,825 | 39,641 | 8,524,596 |

3. To approve the frequency (every 1 year, 2 years or 3 years) with which we will hold future non-binding advisory votes on the compensation paid to our named executive officers.

| <u>1 YEAR</u> | <u>2 YEARS</u> | <u>3 YEARS</u> | <u>ABSTAIN</u> |
|---------------|----------------|----------------|----------------|
| 58,439,094 | 155,573 | 2,262,499 | 36,798 |

4. To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the 2018 fiscal year.

| <u>FOR</u> | <u>AGAINST</u> | <u>ABSTAIN</u> |
|------------|----------------|----------------|
| 69,239,525 | 133,628 | 45,407 |

SIGNATURE

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

Canna Holdings, Inc.

Date: June 26, 2018

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

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