

**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 15, 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>
Cannae Common Stock, \$0.0001 par value	CNNE	New York Stock Exchange

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 5.02 **Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 15, 2019, the Board of Directors of Cannae Holdings, Inc. (the “Company”) appointed Richard N. Massey to serve as Chief Executive Officer of the Company. Mr. Massey has served as a director of Cannae since June 2018, and is a Senior Managing Director of Trasimene Capital Management, LLC (“Trasimene”), which provides certain management services to the Company.

As Chief Executive Officer, Mr. Massey will no longer receive board retainers or fees. He will receive an annual base salary of \$1, and will be eligible for standard benefits available to our executives. As a Senior Managing Director and member of Trasimene, Mr. Massey is also eligible to receive management fee payments, although no such payments have been made in 2019.

Mr. Massey has been a partner of Westrock Capital Partners and Bear State Advisors, both multifamily investment offices. Mr. Massey was Chief Strategy Officer and General Counsel of Alltel Corporation from January 2006 to January 2009. From 2000 until 2006, Mr. Massey served as Managing Director of Stephens Inc., a private investment bank, during which time his financial advisory practice focused on software and information technology companies. Mr. Massey also serves as a director of The Dun & Bradstreet Corporation, which is a Cannae portfolio company, as well as Fidelity National Financial, Inc., Black Knight, Inc. and FGL Holdings. He is also a director of the Oxford American Literary Project and Chairman of the Board of the Arkansas Razorback Foundation.

Item 8.01 **Other Events.**

On November 19, 2019, the Company issued a press release announcing the appointment of Mr. Massey as Chief Executive Officer. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. **Financial Statements and Exhibits**

(d) Exhibits

Exhibit	Description
99.1	Press Release, dated as of November 19, 2019
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 19, 2019

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

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



Cannae Holdings, Inc. Announces Appointment of Richard N. Massey as Chief Executive Officer

Las Vegas, November 19, 2019 -- Cannae Holdings, Inc. (NYSE:CNNE) (“Cannae” or the “Company”) today announced the board of directors has appointed Richard N. Massey as Chief Executive Officer effective November 15, 2019. In addition to the role of Chief Executive Officer, Mr. Massey will remain on the board of directors of Cannae and as Senior Managing Director of Trasimene Capital Management, LLC.

“We are very pleased that Rick will be joining our team as CEO, an incredible opportunistic milestone for Cannae,” commented William P. Foley, II, Chairman of Cannae. “As a seasoned leader with extensive experience, Rick has the ability to advance the growth strategy of Cannae and will be instrumental in the Company’s execution of its initiatives.”

Mr. Massey has more than three decades of significant related experience, most recently as a partner of Westrock Capital Partners and Bear State Advisors, both multifamily investment offices. Mr. Massey was Chief Strategy Officer and General Counsel of Alltel Corporation from January 2006 to January 2009, the fifth largest wireless carrier in the United States, before being sold for approximately \$29 billion in 2009. Previously, from 2000 until 2006, Mr. Massey served as Managing Director of Stephens Inc., a private investment bank, during which time his financial advisory practice focused on software and information technology companies. Mr. Massey also serves as a director of The Dun & Bradstreet Corporation, which is a Cannae portfolio company, as well as a director of Fidelity National Financial, Inc., Black Knight, Inc. and FGL Holdings. He is also a director of the Oxford American Literary Project and Chairman of the Board of the Arkansas Razorback Foundation.

“I am excited and honored to join Bill Foley, one of the greatest investor operators of his generation and the management team at Cannae during such an important time of growth for the Company, a once in a lifetime opportunity,” commented Rick Massey. I have been fortunate to work closely with the Cannae portfolio companies and management team over the course of many years during my time on the boards of FNF and Cannae.”

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.

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.

SOURCE: Cannae Holdings, Inc.

CONTACT: Jamie Lillis, Managing Director, Solebury Trout, 203-428-3223, jlillis@soleburytrout.com