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**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):**

**February 1, 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)

**81-1273460**

(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)

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.

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**Item 1.02. Termination of a Material Definitive Agreement**

On February 1, 2018, Cannae Holdings, LLC (“Cannae LLC”), a Delaware limited liability company and a subsidiary of Cannae Holdings, Inc. (the “Company”), Fidelity Newport Holdings, LLC, a Delaware limited liability company and a majority-owned subsidiary of Cannae LLC (“FNH” and, together with Cannae LLC, the “Sellers”), 99 Restaurants, LLC, a wholly-owned subsidiary of FNH (“99 Restaurants”), J. Alexander’s Holdings, Inc., a Tennessee corporation (“JAX”), J. Alexander’s Holdings, LLC, a Delaware limited liability company and direct, majority-owned subsidiary of JAX (“JAX OP”) and Nitro Merger Sub, Inc., a Tennessee corporation and wholly-owned subsidiary of JAX OP (“Merger Sub”) entered into a letter agreement to terminate their previously reported Agreement and Plan of Merger, dated as of August 3, 2017, by and among the Sellers, 99 Restaurants, JAX, JAX OP and Merger Sub (as amended on January 30, 2018, the “Merger Agreement”), pursuant to Section 9.1(b)(iii) thereof. The parties reached this decision following the conclusion of the special meeting of the shareholders of JAX (the “JAX Shareholders Meeting”) held on February 1, 2018.

**Item 8.01. Other Events**

The Company issued a press release on February 1, 2018 concerning the preliminary results of the JAX Shareholders Meeting, which is attached as Exhibit 99.1 to this report.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

See Exhibit Index.

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Name</b>  |
|--------------------|--|
| 99.1               | <a href="#"><u>Press release, dated February 1, 2018, commenting on preliminary results of special meeting of J. Alexander’s shareholders.</u></a> |

**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: February 2, 2018

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President, General  
Counsel and Corporate Secretary

# **Cannae Holdings, Inc. Comments on Preliminary Results of Special Meeting of J. Alexander's Shareholders**

February 01, 2018

LAS VEGAS--(BUSINESS WIRE)--Feb. 1, 2018-- Cannae Holdings, Inc. (NYSE:CNNE) ("Cannae" or the "Company") announced that J. Alexander's Holdings, Inc. ("J. Alexander's") announced today that it did not receive the requisite number of votes to approve the proposed merger of J. Alexander's and 99 Restaurants, LLC. Therefore, Cannae expects that the merger agreement will be terminated. The vote is subject to certification by the J. Alexander's Independent Inspector of Election.

While Cannae is disappointed in these voting results and believes that the merger would have created substantial value for both J. Alexander's and Cannae's shareholders, Cannae is extremely happy to keep 99 Restaurants as it is a terrific, well managed brand that generates substantial free cash flows and outperforms its peers.

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

Cannae holds majority and minority equity investment stakes in a number of entities, including Ceridian Holdings, LLC, American Blue Ribbon Holdings, LLC and T-System Holding LLC. 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.

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.

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