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

# **SCHEDULE 13G**

(Amendment No. 2)

**Under the Securities Exchange Act of 1934\*** 

# CERIDIAN HCM HOLDING INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

15677J108 (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)

[x] Rule 13d-1(d)

\*The remainder 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).

	NAME OF F	NAME OF REPORTING PERSON					
1	Cannae Hol	Cannae Holdings, Inc.					
1							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
	(a)						
	(b) x						
2							
3	SEC USE ONLY						
	CITIZENSHIP OR PLACE OF ORGANIZATION						
4							
4	Delaware						
			SOLE VOTING POWER				
		5					
			0 (1) (See Item 4)				
NUMBER OF SHARES BENEFICIALLY OWNED BY			SHARED VOTING POWER				
		6					
		U	14,000,000 (1) (See Item 4)				
RE	EACH PORTING						
P	ERSON	7	SOLE DISPOSITIVE POWER				
,	WITH:	/	0 (1) (See Item 4)				
			SHARED DISPOSITIVE POWER				
			14,000,000 (1) (See Item 4)				
		8	14,000,000 (1) (See Reili 4)				
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
	ACCRECATE ANACON DESIGNATED OF ENGINEE ON THE ONE OF ENGINEER OF E						
9	14,000,000 (1) (See Item 4)						
	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*						
10							
10	N/A						
	PERCENT C	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
11	9.5% (1) (See Item 4)						
	TYPE OF REPORTING PERSON*						
10							
<b>12</b>	CO						

<sup>(1)</sup> As of December 31, 2020. See Item 4 of this Schedule 13G/A. Includes all shares of common stock beneficially owned by Cannae Holdings, LLC ("CHL"). CHL is a wholly-owned subsidiary of Cannae Holdings, Inc.

	NAME OF REPORTING PERSON						
	Cannae Holdings, LLC						
1							
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*						
2	(b) x						
3	SEC USE ONLY						
	CITIZENSHIP OR PLACE OF ORGANIZATION						
4							
4	Delaware						
			SOLE VOTING POWER				
NUMBER OF SHARES BENEFICIALLY OWNED BY		5	0 (1) (See Item 4)				
			SHARED VOTING POWER				
		6	14,000,000 (1) (See Item 4)				
EACH REPORTING							
PERSON		7	SOLE DISPOSITIVE POWER 0 (1) (See Item 4)				
WITH:		_	SHARED DISPOSITIVE POWER				
		8	14,000,000 (1) (See Item 4)				
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
9	14 000 000 (1) (See Item 4)						
	14,000,000 (1) (See Item 4) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*						
10							
10	N/A						
	PERCENI (	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9					
11	9.5% (1) (See Item 4)						
	TYPE OF REPORTING PERSON*						
12	00						

<sup>(1)</sup> As of December 31, 2020. See Item 4 of this Schedule 13G/A. Includes all shares of common stock owned by CHL and its wholly-owned subsidiaries.

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

Ceridian HCM Holding Inc. ("Issuer").

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

3311 East Old Shakopee Road Minneapolis, Minnesota 55425

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

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

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An agreement among the Reporting Persons that this Schedule 13G/A is filed on behalf of each of them was previously filed as an exhibit to the Reporting Persons' Schedule 13G.

## 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, Nevada 89134

#### Item 2(c). Citizenship

Cannae is a Delaware corporation. CHL is a Delaware limited liability company.

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

Common Stock, par value \$0.01 per share ("Common Stock"), of the Issuer.

#### Item 2(e). CUSIP Number

15677J108

# **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 14,000,000 shares of Common Stock (which includes all of the shares of Common Stock owned by CHL), representing approximately 9.5% of the shares of Common Stock outstanding (based on 147,803,003 shares of Common Stock outstanding as of October 30, 2020, as reported by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2020).

# 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

Not applicable.

#### Item 9. Notice of Dissolution of Group

Not applicable.

# Item 10. Certification

Not applicable.

# **SIGNATURES**

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 5, 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