UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

☑ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2024

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 1-38300

CANNAE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Nevada	**82-1273460**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
1701 Village Center Circle, Las Vegas, Nevada	**89134**
(Address of principal executive offices)	(Zip Code)

(702) 323-7330

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Cannae Common Stock, $0.0001 par value	**CNNE**	**New York Stock Exchange**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☑ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☑ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer	☑	Accelerated filer	☐	Non-accelerated filer	☐	Smaller reporting company	☐	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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☑

As of July 31, 2024 there were 62,734,645 shares of the Registrant's common stock outstanding.

FORM 10-Q
QUARTERLY REPORT
QUARTER ENDED JUNE 30, 2024
TABLE OF CONTENTS

Table of Contents

Part I: FINANCIAL INFORMATION

Item 1. Condensed Consolidated Financial Statements

CANNAE HOLDINGS, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In millions)
(Unaudited)

	June 30, 2024	December 31, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	$ 45.7	$ 106.2
Short-term investments	8.9	15.6
Other current assets	20.8	29.5
Income taxes receivable	25.3	26.0
Total current assets	100.7	177.3
Investments in unconsolidated affiliates	1,519.6	1,718.8
Equity securities, at fair value	125.8	290.9
Lease assets	139.8	143.5
Property and equipment, net	64.3	58.7
Goodwill	53.4	53.4
Deferred tax asset	63.2	82.0
Other intangible assets, net	15.9	16.8
Other long-term investments and non-current assets	141.3	145.3
Total assets	$ 2,224.0	$ 2,686.7
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable and other accrued liabilities, current	$ 70.4	$ 74.2
Lease liabilities, current	14.1	13.9
Deferred revenue	14.3	16.9
Notes payable, current	0.5	2.5
Total current liabilities	99.3	107.5
Lease liabilities, long-term	137.1	142.2
Notes payable, long-term	77.7	102.5
Accounts payable and other accrued liabilities, long-term	26.4	25.3
Total liabilities	340.5	377.5
Commitments and contingencies - see Note H		
Equity:		
Cannae common stock, 0.0001 par value; authorized 115,000,000 shares as of June 30, 2024 and December 31, 2023; issued of 94,246,958 and 92,844,329 shares as of June 30, 2024 and December 31, 2023, respectively, and outstanding of 62,470,771 and 70,367,088 shares as of June 30, 2024 and December 31, 2023, respectively	—	—
Preferred stock, 0.0001 par value; authorized 10,000,000 shares; issued and outstanding, none as of June 30, 2024 and December 31, 2023	—	—
Retained earnings	642.0	901.3
Additional paid-in capital	1,997.9	1,977.0
Less: Treasury stock, 31,776,187 and 22,477,241 shares as of June 30, 2024 and December 31, 2023, respectively, at cost	(721.6)	(533.9)
Accumulated other comprehensive loss	(17.6)	(19.9)
Total Cannae shareholders' equity	1,900.7	2,324.5
Noncontrolling interests	(17.2)	(15.3)
Total equity	1,883.5	2,309.2
Total liabilities and equity	$ 2,224.0	$ 2,686.7

See Notes to Condensed Consolidated Financial Statements

CANNAE HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except per share data)
(Unaudited)

	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
Revenues:				
Restaurant revenue	$ 107.6	$ 145.2	$ 214.1	$ 293.7
Other operating revenue	10.4	7.6	14.6	13.4
Total operating revenues	118.0	152.8	228.7	307.1
Operating expenses:				
Cost of restaurant revenue	92.1	128.3	186.3	259.9
Personnel costs	19.2	11.3	42.4	26.9
Depreciation and amortization	3.4	4.6	6.7	9.7
Other operating expenses	26.3	28.2	56.9	52.9
Total operating expenses	141.0	172.4	292.3	349.4
Operating loss	(23.0)	(19.6)	(63.6)	(42.3)
Other income (expense):				
Interest, investment and other income	0.7	2.7	2.8	5.5
Interest expense	(2.0)	(4.0)	(4.6)	(8.4)
Recognized (losses) gains, net	(145.1)	(42.2)	(153.7)	9.9
Total other (expense) income	(146.4)	(43.5)	(155.5)	7.0
Loss before income taxes and equity in losses of unconsolidated affiliates	(169.4)	(63.1)	(219.1)	(35.3)
Income tax (benefit) expense	(33.7)	(21.8)	19.7	(19.2)
Loss before equity in losses of unconsolidated affiliates	(135.7)	(41.3)	(238.8)	(16.1)
Equity in losses of unconsolidated affiliates	(19.3)	(49.1)	(8.0)	(81.2)
Net loss	(155.0)	(90.4)	(246.8)	(97.3)
Less: Net loss attributable to noncontrolling interests	—	(3.2)	(1.9)	(6.0)
Net loss attributable to Cannae Holdings, Inc. common shareholders	$ (155.0)	$ (87.2)	$ (244.9)	$ (91.3)
Earnings per share				
Basic				
Net loss per share	$ (2.49)	$ (1.16)	$ (3.68)	$ (1.21)
Diluted				
Net loss per share	$ (2.49)	$ (1.16)	$ (3.68)	$ (1.21)
Weighted Average Shares Outstanding				
Weighted average shares outstanding Cannae Holdings common stock, basic basis	62.2	75.4	66.5	75.7
Weighted average shares outstanding Cannae Holdings common stock, diluted basis	62.2	75.4	66.5	75.7

See Notes to Condensed Consolidated Financial Statements

CANNAE HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) EARNINGS
(In millions)
(Unaudited)

	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
Net loss	$ (155.0)	$ (90.4)	$ (246.8)	$ (97.3)
Other comprehensive earnings (loss), net of tax:				
Unrealized (loss) earnings of investments in unconsolidated affiliates (1)	(1.1)	3.0	(1.8)	4.2
Reclassification adjustments for unrealized gains and losses of unconsolidated affiliates, net of tax, included in net earnings (2)	—	—	4.1	—
Other comprehensive (loss) earnings	(1.1)	3.0	2.3	4.2
Comprehensive loss	(156.1)	(87.4)	(244.5)	(93.1)
Less: Comprehensive loss attributable to noncontrolling interests	—	(3.2)	(1.9)	(6.0)
Comprehensive loss attributable to Cannae Holdings, Inc. common shareholders	$ (156.1)	$ (84.2)	$ (242.6)	$ (87.1)

(1) Net of income tax (benefit) expense of $(0.3) million and $0.8 million for the three months ended June 30, 2024 and 2023, respectively, and $(0.5) million and $1.1 million for the six months ended June 30, 2024 and 2023, respectively.

(2) Net of income tax expense of $1.1 million for the six months ended June 30, 2024.

See Notes to Condensed Consolidated Financial Statements

CANNAE HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
(In millions)
(Unaudited)

	Common Stock Shares	Common Stock $	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comp (Loss) Earnings	Treasury Stock Shares	Treasury Stock $	Non-controlling Interests	Total Equity
Balance, March 31, 2023	92.8	$ —	$ 1,945.8	$ 1,210.6	$ (16.9)	16.3	$ (414.1)	$ (6.8)	$ 2,718.6
Other comprehensive earnings — unrealized earnings of investments in unconsolidated affiliates, net of tax	—	—	—	—	3.0	—	—	—	3.0
Treasury stock repurchases	—	—	—	—	—	3.1	(60.4)	—	(60.4)
Stock-based compensation, consolidated subsidiaries	—	—	0.9	—	—	—	—	—	0.9
Stock-based compensation, unconsolidated affiliates	—	—	10.3	—	—	—	—	—	10.3
Net loss	—	—	—	(87.2)	—	—	—	(3.2)	(90.4)
Balance, June 30, 2023	92.8	$ —	$ 1,957.0	$ 1,123.4	$ (13.9)	19.4	$ (474.5)	$ (10.0)	$ 2,582.0
Balance, March 31, 2024	94.2	$ —	$ 1,984.7	$ 804.6	$ (16.5)	21.8	$ (490.5)	$ (17.2)	$ 2,265.1
Other comprehensive earnings — unrealized losses of investments in unconsolidated affiliates, net of tax	—	—	—	—	(1.1)	—	—	—	(1.1)
Treasury stock repurchases	—	—	—	—	—	10.0	(231.1)	—	(231.1)
Stock-based compensation, consolidated subsidiaries	—	—	7.9	—	—	—	—	—	7.9
Stock-based compensation, unconsolidated affiliates	—	—	5.3	—	—	—	—	—	5.3
Dividends declared	—	—	—	(7.6)	—	—	—	—	(7.6)
Net loss	—	—	—	(155.0)	—	—	—	—	(155.0)
Balance, June 30, 2024	94.2	$ —	$ 1,997.9	$ 642.0	$ (17.6)	31.8	$ (721.6)	$ (17.2)	$ 1,883.5

See Notes to Condensed Consolidated Financial Statements

CANNAE HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY - CONTINUED
(In millions)
(Unaudited)

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comp (Loss) Earnings	Treasury Stock		Non-controlling Interests	Total Equity
	Shares	$				Shares	$		
Balance, December 31, 2022	92.5	$ —	$ 1,936.2	$ 1,214.7	$ (18.1)	16.3	$ (414.0)	$ (3.9)	$ 2,714.9
Other comprehensive earnings — unrealized losses of investments in unconsolidated affiliates, net of tax	—	—	—	—	4.2	—	—	—	4.2
Treasury stock repurchases	—	—	—	—	—	3.1	(60.4)	—	(60.4)
Issuance of restricted stock	0.3	—	—	—	—	—	—	—	—
Payment for shares withheld for taxes and in treasury	—	—	—	—	—	—	(0.1)	—	(0.1)
Stock-based compensation, consolidated subsidiaries	—	—	1.5	—	—	—	—	—	1.5
Stock-based compensation, unconsolidated affiliates	—	—	19.3	—	—	—	—	—	19.3
Subsidiary dividends paid to noncontrolling interests	—	—	—	—	—	—	—	(0.1)	(0.1)
Net loss	—	—	—	(91.3)	—	—	—	(6.0)	(97.3)
Balance, June 30, 2023	92.8	$ —	$ 1,957.0	$ 1,123.4	$ (13.9)	19.4	$ (474.5)	$ (10.0)	$ 2,582.0
Balance, December 31, 2023	92.8	$ —	$ 1,977.0	$ 901.3	$ (19.9)	22.5	$ (533.9)	$ (15.3)	$ 2,309.2
Other comprehensive earnings — unrealized earnings of investments in unconsolidated affiliates, net of tax	—	—	—	—	(1.8)	—	—	—	(1.8)
Reclassification adjustments for unrealized gains and losses on unconsolidated affiliates, net of tax, included in net loss	—	—	—	—	4.1	—	—	—	4.1
Treasury stock repurchases	—	—	—	—	—	10.0	(231.1)	—	(231.1)
Issuance of restricted stock and shares held in trust	1.4	—	—	—	—	1.2	—	—	—
Payment for shares withheld for taxes and in treasury	—	—	—	—	—	—	(0.6)	—	(0.6)
Stock-based compensation, consolidated subsidiaries	—	—	11.3	—	—	—	—	—	11.3
Stock-based compensation, unconsolidated affiliates	—	—	9.6	—	—	—	—	—	9.6
Treasury shares issued for investment in JANA	—	—	—	(6.8)	—	(1.9)	44.0	—	37.2
Dividends declared	—	—	—	(7.6)	—	—	—	—	(7.6)
Net loss	—	—	—	(244.9)	—	—	—	(1.9)	(246.8)
Balance, June 30, 2024	94.2	$ —	$ 1,997.9	$ 642.0	$ (17.6)	31.8	$ (721.6)	$ (17.2)	$ 1,883.5

See Notes to Condensed Consolidated Financial Statements

CANNAE HOLDINGS, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)
(Unaudited)

	Six Months Ended June 30, 2024	Six Months Ended June 30, 2023
Cash flows from operating activities:		
Net loss	$ (246.8)	$ (97.3)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	6.7	9.7
Equity in losses of unconsolidated affiliates	8.0	81.2
Distributions from investments in unconsolidated affiliates	1.1	0.2
Recognized (gains) losses and asset impairments, net	154.4	(5.8)
Lease asset amortization	6.7	9.7
Stock-based compensation expense	11.3	1.5
Changes in assets and liabilities:		
Other assets	5.9	4.3
Lease liabilities	(7.5)	(12.4)
Accounts payable, accrued liabilities, deferred revenue and other liabilities	(5.0)	(2.9)
Income taxes	19.0	(22.8)
Net cash used in operating activities	(46.2)	(34.6)
Cash flows from investing activities:		
Proceeds from sales of Dayforce shares	208.0	78.0
Additions to property and equipment and other intangible assets	(2.9)	(4.7)
Proceeds from sales of property and equipment	3.4	—
Proceeds from sale of investments in unconsolidated affiliates and other long term investments	100.9	—
Additional investments in unconsolidated affiliates	(33.9)	(96.1)
Purchases of other long term investments	(38.1)	(17.4)
Distributions from investments in unconsolidated affiliates	8.4	7.9
Purchases of short-term investment securities	(64.6)	(130.1)
Proceeds from sale and maturity of short-term investment securities	71.3	111.4
Net cash provided by (used in) investing activities	252.5	(51.0)
Cash flows from financing activities:		
Borrowings	0.4	7.8
Debt service payments	(27.7)	(2.0)
Payment for vested shares withheld for taxes and in treasury	(0.6)	(0.1)
Dividends paid	(7.5)	—
Treasury stock repurchases	(231.4)	(55.1)
Net cash used in financing activities	(266.8)	(49.4)
Net decrease in cash and cash equivalents	(60.5)	(135.0)
Cash and cash equivalents at beginning of period	106.2	247.7
Cash and cash equivalents at end of period	$ 45.7	$ 112.7

See Notes to Condensed Consolidated Financial Statements

CANNAE HOLDINGS, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note A — Basis of Financial Statements

The following describes the significant accounting policies of Cannae Holdings, Inc. and its subsidiaries (collectively, "we," "us," "our," "Cannae," "CNNE," or the "Company"), which have been followed in preparing the accompanying Condensed Consolidated Financial Statements.

Description of the Business

We primarily acquire interests in operating companies and are engaged in actively managing and operating a core group of those companies, which we are committed to supporting for the long term. From time to time, we also seek to take meaningful equity ownership stakes where we have the ability to control or significantly influence quality companies, and we bring the strength of our operational expertise to each of our subsidiaries. We are a long-term owner that secures control and governance rights of other companies primarily to engage in their lines of business and we have no preset time constraints dictating when we sell or dispose of our businesses. We believe that our long-term ownership and active involvement in the management and operations of companies helps maximize the value of those businesses for our shareholders. Our primary assets as of June 30, 2024 include our ownership interests in Dun & Bradstreet Holdings, Inc. ("Dun & Bradstreet" or "D&B"); Dayforce, Inc., ("Dayforce", formerly known as Ceridian HCM Holding, Inc.); Alight, Inc. ("Alight"); Paysafe Limited ("Paysafe"); Sightline Payments Holdings, LLC ("Sightline"); System1, Inc. ("System1"); Black Knight Football Club US, LP ("Black Knight Football" or "BKFC", formerly known as Black Knight Football and Entertainment, LP); Computer Services, Inc. ("CSI"); JANA Partners Capital, LLC and JANA Partners Management, LP (together, "JANA"); High Sierra Distillery, LP ("Minden Mill"); AmeriLife Group, LLC ("AmeriLife"); O'Charley's Holdings, LLC ("O'Charley's"); 99 Restaurants Holdings, LLC ("99 Restaurants"); and various other controlled subsidiary companies and minority equity ownership interests.

See Note E - *Segment Information* for further discussion of the businesses comprising our reportable segments.

We conduct our business through our wholly-owned subsidiary Cannae Holdings, LLC ("Cannae LLC"), a Delaware limited liability company. Our board of directors ("Board") oversees the management of the Company, Cannae LLC and its businesses, and the performance of our external manager, Trasimene Capital Management, LLC ("Trasimene" or our "Manager").

Principles of Consolidation and Basis of Presentation

The accompanying Condensed Consolidated Financial Statements are prepared in accordance with generally accepted accounting principles in the United States ("GAAP") and the instructions to Form 10-Q and Article 10 of Regulation S-X and include the historical accounts as well as wholly-owned and majority-owned subsidiaries of the Company. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. All adjustments made were of a normal, recurring nature. This report should be read in conjunction with our Annual Report on Form 10-K (our "Annual Report") for the year ended December 31, 2023.

All intercompany profits, transactions and balances have been eliminated. Our ownership interests in non-majority-owned partnerships and affiliates are accounted for under the equity method of accounting or as equity securities. Earnings attributable to noncontrolling interests recorded on the Condensed Consolidated Statements of Operations represents the portion of our majority-owned subsidiaries' net earnings or loss that is owned by noncontrolling shareholders of such subsidiaries. Noncontrolling interest recorded on the Condensed Consolidated Balance Sheets represents the portion of equity owned by noncontrolling shareholders in our consolidated subsidiaries.

Management Estimates

The preparation of these Condensed Consolidated Financial Statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Condensed Consolidated Financial Statements and the reported amounts of revenues and expenses during the reporting period. Significant estimates made by management include the fair value measurements (See Note B - *Investments* and Note C - *Fair Value Measurements*). Actual results could differ from estimates.

Recent Developments

Dayforce

In the six months ended June 30, 2024, we sold 3.0 million shares of common stock of Dayforce for gross proceeds of $208.0 million.

We owned 1.0 million shares of Dayforce common stock as of June 30, 2024, which represented approximately 0.6% of its outstanding stock as of June 30, 2024.

Refer to Note B - *Investments* and Note C - *Fair Value Measurements* for further discussion of our accounting for our ownership interest in Dayforce and other equity securities.

Subsequent to June 30, 2024 through the date of this Quarterly Report, we sold 500,000 shares of common stock of Dayforce for proceeds of $26.2 million.

Dun & Bradstreet

On February 8, 2024 and April 30, 2024, the board of directors of D&B declared quarterly cash dividends of $0.05 per share of D&B common stock. In the six months ended June 30, 2024, we received $7.4 million of cash dividends from D&B which are recorded as a reduction to the basis of our recorded asset for D&B.

In March 2024, we completed the sale of 10.0 million shares of common stock of D&B. In connection with the sale, we received proceeds of $100.9 million.

As of June 30, 2024, we owned 69.0 million shares of D&B, which represented approximately 15.6% of its outstanding common stock.

See Note B - *Investments* for further discussion of our accounting for our ownership interest in D&B and other equity method investments.

Paysafe

In January 2024, we purchased 1.6 million shares of Paysafe for $23.4 million. As of June 30, 2024, we hold a 5.5% ownership interest in Paysafe.

Other Developments

On February 21, 2024, we announced a tender offer to purchase up to $200 million of shares of our common stock at a purchase price of not less than $20.75 per share and not greater than $23.75 per share (the "Tender Offer"). We conducted the Tender Offer through a procedure commonly referred to as a "modified Dutch auction." This procedure allows shareholders to select the price within a price range specified by us at which the shareholders are willing to sell their shares.

On April 1, 2024, the Tender Offer expired and the Company accepted for purchase an aggregate of 9,672,540 shares of its common stock that were properly tendered and not properly withdrawn at or below a purchase price of $22.95 per share for an aggregate cost of $222.0 million, excluding fees and expenses. Included in the 9,672,540 shares of Cannae common stock we accepted for purchase in the Tender Offer are 957,943 shares that Cannae elected to purchase pursuant to its right to purchase up to an additional 2% of its outstanding common stock.

On February 21, 2024, we issued 1.85 million shares of common stock of the Company from the Company's treasury and paid $18.3 million in cash, in the aggregate, to certain partners of JANA in exchange for a 19.99% equity interest in JANA. The transaction is valued at $55.5 million based on the closing price of the Company's common stock on February 21, 2024. Cannae also committed to invest $50 million into JANA funds (the "JANA Fund Commitment"). JANA is an investment manager founded in 2001. We account for our ownership interest in JANA as an unconsolidated affiliate using the equity method of accounting and record our ratable share of JANA's net income or loss on a three-month lag.

On February 26, 2024, the Company, Cannae LLC and Trasimene entered into a Third Amended and Restated Management Services Agreement (the "Third Amended MSA"). The Third Amended MSA amends the management services agreement primarily to (i) provide for a termination of the agreement by the Company effective June 30, 2027, (ii) reduce the management fee to a fixed amount of $7.6 million annually effective beginning July 2, 2024 and (iii) provide for payment of the termination fee under the agreement of $20 million to be paid by the Company to Trasimene in installments of $6.7 million annually over the three-year period ended July 1, 2026. The Third Amended MSA has a termination date of June 30, 2027 unless earlier terminated by the Company or Trasimene.

The following dividends were declared by our Board in 2024:

Declaration Date	Record Date	Payment Date	Dividends Per Share
May 9, 2024	June 14, 2024	June 28, 2024	$0.12
July 30, 2024	September 16, 2024	September 30, 2024	$0.12

Related Party Transactions

During the three and six months ended June 30, 2024, we incurred management fee expenses with our Manager of $9.1 million and $18.2 million, respectively, and during the six months ended June 30, 2024 we incurred $6.6 million of termination fees with our Manager. During the three months and six ended June 30, 2023, we incurred management fee expenses with our Manager of $9.6 million and $18.9 million, respectively. These expenses are recorded in Other operating expenses on our Condensed Consolidated Statement of Operations.

Earnings Per Share

Basic earnings per share, as presented on the Condensed Consolidated Statement of Operations, is computed by dividing net earnings available to common shareholders by the weighted average number of common shares outstanding during the period.

In periods when earnings are positive, diluted earnings per share is calculated by dividing net earnings available to common shareholders by the weighted average number of common shares outstanding plus the impact of assumed conversions of potentially dilutive securities. For periods when we recognize a net loss, diluted loss per share is equal to basic loss per share as the impact of assumed conversions of potentially dilutive securities is considered to be antidilutive. We have granted certain shares of restricted stock and restricted stock units that have been treated as common share equivalents for purposes of calculating diluted earnings per share for periods in which positive earnings have been reported.

Instruments that provide the ability to purchase shares of our common stock that are antidilutive are excluded from the computation of diluted earnings per share. For the three and six months ended June 30, 2024, there were 0.1 million, respectively, antidilutive shares of restricted stock outstanding that were excluded from the calculation of diluted earnings per share. For the three and six months ended June 30, 2023, there were no antidilutive shares of restricted stock outstanding that were excluded from the calculation of diluted earnings per share.

Income Taxes

Our effective tax rate was 19.9% and 34.5% in the three months ended June 30, 2024 and 2023, respectively, and (9.0)% and 54.4% in the six months ended June 30, 2024 and 2023, respectively. The change in the effective tax rate in the three-month period ended June 30, 2024 compared to the corresponding prior year period was primarily attributable to the varying impact of equity in losses of unconsolidated affiliates on income tax expense (benefit) and the impairment recorded to our investment in Sightline. The change in the effective tax rate in the six-month period ended June 30, 2024 compared to the corresponding prior year period was primarily attributable to recording of a valuation allowance in the current period of $58.8 million on our federal net operating loss carryforwards and certain deferred taxes related to our consolidated partnerships, the varying impact of equity in losses of unconsolidated affiliates on income tax expense (benefit), and the impairment recorded to our investment in Sightline.

We have a Deferred tax asset of $63.2 million and $82.0 million as of June 30, 2024 and December 31, 2023, respectively. The $18.8 million change in deferred taxes in the six months ended June 30, 2024 is primarily attributable to recording of a valuation allowance of $58.8 million primarily related to our federal net operating loss carryforwards and certain deferred taxes related to our consolidated partnerships, partially offset by the tax impact of sales of Dayforce and impairment of Sightline.

Stock-Based Compensation

On February 28, 2024, we issued 1.2 million restricted stock units ("RSUs") with a grant date fair value of $24.8 million as compensation to certain employees of the Company and issued 1.2 million shares of the Company's common stock to rabbi trusts that grant the holders of the RSUs pass-through voting rights. The RSUs vest in varying increments over a three-year period and, upon vesting, a number of shares of Company common stock equivalent to the number of vested RSUs will be released from the rabbi trusts to the employee. If the RSUs do not vest, the shares held in the rabbi trusts return to the Company. The Company is the primary beneficiary of the rabbi trusts prior to vesting of the RSUs and accordingly the shares of Company common stock held by the rabbi trusts are treated as treasury stock in the Company's condensed consolidated balance sheet and statement of equity for the period ended June 30, 2024. Compensation cost associated with the RSUs is measured based on their grant-date fair value derived from quoted market prices and is recorded over the service period of the awards.

Recent Accounting Pronouncements

We have reviewed the recently issued accounting pronouncements and we did not identify any that are expected to, if currently adopted, have a material impact on our financial position or results of operations.

Note B — Investments

Investments in Unconsolidated Affiliates

Investments in unconsolidated affiliates recorded using the equity method of accounting as of June 30, 2024 and December 31, 2023 consisted of the following:

	Ownership at June 30, 2024	June 30, 2024	December 31, 2023
		(in millions)	
Dun & Bradstreet	15.6 %	$ 700.5	$ 827.7
Alight	9.7 %	492.1	507.2
Sightline	33.0 %	13.7	158.3
Black Knight Football	45.5 %	104.6	112.3
CSI	6.4 %	88.2	47.1
Other	various	120.5	66.2
Total		$ 1,519.6	$ 1,718.8

The aggregate fair value of our direct ownership in the common stock of unconsolidated affiliates that have quoted market prices as of June 30, 2024 consisted of the following:

	June 30, 2024
	(in millions)
Dun & Bradstreet	$ 639.4
Alight	387.3
System1	41.1

Equity in (losses) earnings of unconsolidated affiliates for the three and six months ended June 30, 2024 and 2023 consisted of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
	(in millions)			
Dun & Bradstreet (1)	$ (4.7)	$ (5.6)	$ (11.0)	$ (13.9)
Alight	2.2	(7.0)	(9.1)	(14.1)
Sightline (2)	(0.2)	(5.0)	(3.7)	(9.1)
Black Knight Football	(17.9)	(15.6)	(25.3)	(16.9)
CSI	0.2	—	41.1	—
Other	1.1	(15.9)	—	(27.2)
Total	$ (19.3)	$ (49.1)	$ (8.0)	$ (81.2)

(1) Equity in losses for D&B includes $2.1 million of loss for the three months ended June 30, 2024 and 2023, respectively, and $4.3 million of loss in the six months ended June 30, 2024 and 2023, respectively, related to amortization of Cannae's basis difference between the book value of its ownership interest and ratable portion of the underlying equity in net assets of D&B.
(2) Equity in losses for Sightline includes $1.5 million and $1.9 million of loss in the three months ended June 30, 2024 and 2023, respectively, and $2.9 million and $3.9 million of loss in the six months ended June 30, 2024 and 2023, respectively, related to amortization of Cannae's basis difference between the book value of its investment and ratable portion of the underlying equity in net assets of Sightline.

Dun & Bradstreet

Summarized statement of operations information for D&B for the relevant dates and time periods included in Equity in losses of unconsolidated affiliates in our Statements of Operations is presented below.

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
	(In millions)			
Total revenues	$ 576.2	$ 554.7	$ 1,140.7	$ 1,095.1
Operating income	37.1	16.5	53.7	24.4
Loss before income taxes	(19.3)	(37.0)	(86.3)	(82.4)
Net loss	(15.7)	(18.8)	(37.6)	(51.6)
Net earnings attributable to noncontrolling interest	0.7	0.6	2.0	1.5
Net loss attributable to Dun & Bradstreet	(16.4)	(19.4)	(39.6)	(53.1)

Alight

Summarized statement of operations information for Alight for the relevant dates and time periods included in Equity in losses of unconsolidated affiliates in our Statements of Operations is presented below.

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
	(In millions)			
Total revenues	$ 538.0	$ 561.0	$ 1,097.0	$ 1,147.0
Gross profit	167.0	187.0	349.0	374.0
Net loss from continuing operations	(4.0)	(72.0)	(125.0)	(156.0)
Net earnings from discontinued operations	27.0	—	32.0	10.0
Net loss attributable to noncontrolling interests	—	(5.0)	(2.0)	(11.0)
Net earnings (loss) attributable to Alight	23.0	(67.0)	(91.0)	(135.0)

Sightline

As of June 30, 2024, the book value of our investment in Sightline accounted for under the equity method of accounting prior to any impairment was $154.7 million. Based on a valuation using a hybrid discounted cash flow and market comparison approach and adjusted for the risk of a capital shortfall at the business, the aggregate fair market value of our ownership of Sightline equity was approximately $13.7 million as of June 30, 2024. The fair value measurement is considered a level 3 fair value measure. The primary inputs in the valuation were the forecasted results of operations of Sightline, the discount rate used in the discounted cash flow analysis and the adjustment for risk of capital shortfall. The primary significant unobservable input used was the 35% discount rate used in the discounted cash flow analysis and the 50% adjustment for the risk of capital shortfall.

Due to the quantum of the decrease in the fair market value of our ownership interest subsequent to our acquisition, declines in the forecasted results of operations and liquidity of Sightline, and the uncertainty of the ability of Sightline to raise new capital, management determined the decrease in value of our investment in Sightline was other-than-temporary as of June 30, 2024. Accordingly, we recorded an impairment of $141.0 million which is included in Recognized (losses) gains, net, on our Consolidated Statement of Operations for the year ended June 30, 2024.

Equity Securities

Recognized (losses) gains, net on the Condensed Consolidated Statements of Operations consisted of the following (losses) gains on equity securities for the three and six months ended June 30, 2024 and 2023:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
	(in millions)			
Net (losses) gains recognized during the period on equity securities	$ (10.0)	$ (40.3)	$ 5.5	$ 18.9
Less: net (losses) gains recognized during the period on equity securities sold, transferred or disposed during the period	(2.2)	—	4.1	13.8
Unrealized (losses) gains recognized during the reporting period on equity securities held at the reporting date	$ (7.8)	$ (40.3)	$ 1.4	$ 5.1

Equity Security Investments Without Readily Determinable Fair Values

We account for our investments in AmeriLife and certain other ownership interests at cost less impairment, if any, plus or minus changes resulting from observable price changes in orderly market transactions. As of June 30, 2024 and December 31, 2023, we have $124.5 million and $121.9 million, respectively, recorded for such investments, which is included in Other long term investments and noncurrent assets on our Condensed Consolidated Balance Sheets.

During the three months ended June 30, 2024, we recorded a gain of $2.6 million to an investment without a readily determinable fair value. The amount of the gain was determined based on an observable third-party purchase of equity in the investee. During the three months ended June 30, 2023, we recorded an impairment of $9.0 million to an investment without a readily determinable fair value. The amount of the impairment was determined based on the valuation of the investee implied by a contemplated sale of its assets to a third-party as of June 30, 2023.

Note C — Fair Value Measurements

The fair value hierarchy established by the accounting standards on fair value measurements includes three levels, which are based on the priority of the inputs to the valuation technique. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the financial instruments fall within different levels of the hierarchy, the categorization is based on the lowest level input that is significant to the fair value measurement of the instrument. Financial assets and liabilities that are recorded in the Consolidated Balance Sheets are categorized based on the inputs to the valuation techniques as follows:

Level 1. Financial assets and liabilities whose values are based on unadjusted quoted prices for identical assets or liabilities in an active market that we have the ability to access.

Level 2. Financial assets and liabilities whose values are based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3. Financial assets and liabilities whose values are based on model inputs that are unobservable.

Recurring Fair Value Measurements

The following table presents our fair value hierarchy for those assets and liabilities measured at fair value on a recurring basis as of June 30, 2024 and December 31, 2023, respectively:

	June 30, 2024			
	Level 1	Level 2	Level 3	Total
	(In millions)			
Assets:				
Cash and cash equivalents	$ 45.7	$ —	$ —	$ 45.7
Short-term investments	8.9	—	—	8.9
Equity securities:				
Dayforce	49.6	—	—	49.6
Paysafe	59.8	—	—	59.8
Other	16.4	—	—	16.4
Total equity securities	125.8	—	—	125.8
Total assets	$ 180.4	$ —	$ —	$ 180.4

	December 31, 2023			
	Level 1	Level 2	Level 3	Total
	(In millions)			
Assets:				
Cash and cash equivalents	$ 106.2	$ —	$ —	106.2
Short-term investments	15.6	—	—	15.6
Equity securities:				
Dayforce	268.5	—	—	268.5
Paysafe	22.4	—	—	22.4
Total equity securities	290.9	—	—	290.9
Total assets	$ 412.7	$ —	$ —	$ 412.7

We had no material assets or liabilities valued on a recurring basis using Level 3 inputs as of June 30, 2024 and December 31, 2023.

Additional information regarding the fair value of our investment portfolio is included in Note B - *Investments*.

Note D — Variable Interest Entities

The Company, in the normal course of business, engages in certain activities that involve variable interest entities ("VIEs"), which are legal entities in which a group of equity investors individually lack any of the characteristics of a controlling interest. The primary beneficiary of a VIE is generally the enterprise that has both the power to direct the activities most significant to the economic performance of the VIE and the obligation to absorb losses or receive benefits that could potentially be significant to the VIE. The Company evaluates its interest in certain entities to determine if these entities meet the definition of a VIE and whether the Company is the primary beneficiary and should consolidate the entity based on the variable interests it holds both at inception and when there is a change in circumstances that requires a reconsideration. If the Company is determined to be the primary beneficiary of a VIE, it must account for the VIE as a consolidated subsidiary. If the Company is determined not to be the primary beneficiary of a VIE but holds a variable interest in the entity, such variable interests are accounted for under accounting standards as deemed appropriate. As of and for the periods ended June 30, 2024 and December 31, 2023, we are not the primary beneficiary of any VIEs.

Unconsolidated VIEs

The table below summarizes select information related to variable interests held by the Company as of June 30, 2024 and December 31, 2023, of which we are not the primary beneficiary:

	June 30, 2024		December 31, 2023	
	Total Assets	Maximum Exposure	Total Assets	Maximum Exposure
	(in millions)			
Investments in unconsolidated affiliates	$ 243.3	$ 243.3	$ 210.9	$ 210.9

Investments in Unconsolidated Affiliates

As of June 30, 2024 and December 31, 2023, we held variable interests in certain unconsolidated affiliates, which are primarily comprised of our ownership interests in BKFC, CSI and Minden Mill. Cannae does not have the power to direct the activities that most significantly impact the economic performance of these unconsolidated affiliates; therefore, we are not the primary beneficiary.

The principal risk to which these investments and funds are exposed is the credit risk of the underlying investees. Cannae has guaranteed certain payment obligations of BKFC related to investment commitments associated with its acquisitions of interests in football clubs. These BKFC obligations total an estimated amount between $41.6 million and $75.7 million as of June 30, 2024. These obligations are potentially payable at various increments over the next four years and vary based on certain performance criteria. The underlying obligation of BKFC to fund these amounts is contingent on the exercise of certain investment options by BKFC or other parties. Cannae is required to fund such payments solely to the extent BKFC is unable to meet these obligations. We do not provide any other implicit or explicit liquidity guarantees or principal value guarantees to these VIEs.

The assets are included in Investments in unconsolidated affiliates on the Condensed Consolidated Balance Sheets and accounted for under the equity method of accounting. See Note B - *Investments* for further discussion of our accounting for investments in unconsolidated affiliates.

Note E — Segment Information

On March 20, 2024, Alight entered into a definitive agreement to sell its professional services segment and its payroll and human capital management outsourcing businesses (the "Payroll & Professional Services Business"). The transaction closed on July 12, 2024. Beginning with the quarter ended March 31, 2024, Alight began accounting for the assets and liabilities of the disposed businesses as held for sale and its operating results as discontinued operations. Accordingly, Alight's results presented for the periods ended June 30, 2023 have been retrospectively revised to reflect the Payroll & Professional Services Business as held for sale and discontinued operations.

Summarized financial information concerning our reportable segments is shown in the following tables.

As of and for the three months ended June 30, 2024:

	Restaurant Group	Dun & Bradstreet	Alight	BKFC	Corporate and Other	Affiliate Elimination	Total
				(in millions)			
Restaurant revenues	$ 107.6	$ —	$ —	$ —	$ —	$ —	$ 107.6
Other operating revenues	—	576.2	538.0	49.4	10.4	(1,163.6)	10.4
Revenues from external customers	107.6	576.2	538.0	49.4	10.4	(1,163.6)	118.0
Interest, investment and other income (expense), including recognized gains (losses), net	1.0	2.6	83.0	0.5	(145.4)	(86.1)	(144.4)
Total revenues, other income (expense) and realized gains (losses), net	108.6	578.8	621.0	49.9	(135.0)	(1,249.7)	(26.4)
Depreciation and amortization	2.7	141.3	99.0	28.0	0.7	(268.3)	3.4
Interest expense	(1.3)	(59.0)	(33.0)	(3.3)	(0.7)	95.3	(2.0)
Earnings (loss) before income taxes and equity in earnings (losses) of unconsolidated affiliates	1.8	(19.3)	(2.0)	(34.0)	(171.2)	55.3	(169.4)
Income tax (benefit) expense	—	(2.9)	2.0	—	(33.7)	0.9	(33.7)
Earnings (loss) before equity in earnings (losses) of unconsolidated affiliates	1.8	(16.4)	(4.0)	(34.0)	(137.5)	54.4	(135.7)
Equity in earnings (losses) of unconsolidated affiliates	—	0.7	—	(3.7)	1.1	(17.4)	(19.3)
Net earnings (loss)	$ 1.8	$ (15.7)	$ (4.0)	$ (37.7)	$ (136.4)	$ 37.0	$ (155.0)
Assets	$ 279.0	$ 8,956.8	$ 10,473.0	$ 496.8	$ 1,945.0	$ (19,926.6)	$ 2,224.0
Goodwill	53.4	3,426.6	3,212.0	15.3	—	(6,653.9)	53.4

As of and for the three months ended June 30, 2023:

	Restaurant Group	Dun & Bradstreet	Alight	BKFC	Corporate and Other	Affiliate Elimination	Total
				(in millions)			
Restaurant revenues	$ 145.2	$ —	$ —	$ —	$ —	$ —	$ 145.2
Other operating revenues	—	554.7	561.0	39.1	7.6	(1,154.8)	7.6
Revenues from external customers	145.2	554.7	561.0	39.1	7.6	(1,154.8)	152.8
Interest investment and other income (expense), including recognized gains (losses), net	(0.2)	2.6	(11.0)	0.7	(39.3)	7.7	(39.5)
Total revenues, other income (expense) and recognized gains (losses), net	145.0	557.3	550.0	39.8	(31.7)	(1,147.1)	113.3
Depreciation and amortization	4.3	145.0	92.0	32.2	0.3	(269.2)	4.6
Interest expense	(1.3)	(56.1)	(33.0)	(1.9)	(2.7)	91.0	(4.0)
Loss before income taxes and equity in earnings (losses) of unconsolidated affiliates	(6.6)	(37.0)	(80.0)	(32.9)	(56.5)	149.9	(63.1)
Income tax benefit	—	(17.5)	(8.0)	—	(21.8)	25.5	(21.8)
Loss before equity in earnings (losses) of unconsolidated affiliates	(6.6)	(19.5)	(72.0)	(32.9)	(34.7)	124.4	(41.3)
Equity in earnings (losses) of unconsolidated affiliates	—	0.7	—	—	(20.9)	(28.9)	(49.1)
Net loss	$ (6.6)	$ (18.8)	$ (72.0)	$ (32.9)	$ (55.6)	$ 95.5	$ (90.4)
Assets	$ 318.4	$ 9,267.2	$ 10,772.0	$ 394.9	$ 2,677.2	$ (20,434.1)	$ 2,995.6
Goodwill	53.4	3,422.4	3,681.0	19.9	—	(7,123.3)	53.4

As of and for the six months ended June 30, 2024:

	Restaurant Group	Dun & Bradstreet	Alight	BKFC	Corporate and Other	Affiliate Elimination	Total
				(in millions)			
Restaurant revenues	$ 214.1	$ —	$ —	$ —	$ —	$ —	$ 214.1
Other operating revenues	—	1,140.7	1,097.0	102.1	14.6	(2,339.8)	14.6
Revenues from external customers	214.1	1,140.7	1,097.0	102.1	14.6	(2,339.8)	228.7
Interest, investment and other income, including recognized gains (losses), net	1.3	4.3	6.0	1.5	(152.2)	(11.8)	(150.9)
Total revenues, other income (expense) and recognized gains (losses), net	215.4	1,145.0	1,103.0	103.6	(137.6)	(2,351.6)	77.8
Depreciation and amortization	5.4	285.3	196.0	56.0	1.3	(537.3)	6.7
Interest expense	(2.6)	(144.3)	(64.0)	(6.8)	(2.0)	215.1	(4.6)
Loss before income taxes and equity in earnings (losses) of unconsolidated affiliates	(2.3)	(86.3)	(150.0)	(63.1)	(216.8)	299.4	(219.1)
Income tax (benefit) expense	—	(47.1)	(25.0)	—	19.7	72.1	19.7
Loss before equity in earnings (losses) of unconsolidated affiliates	(2.3)	(39.2)	(125.0)	(63.1)	(236.5)	227.3	(238.8)
Equity in earnings (losses) of unconsolidated affiliates	—	1.6	—	(6.5)	37.4	(40.5)	(8.0)
Net loss	$ (2.3)	$ (37.6)	$ (125.0)	$ (69.6)	$ (199.1)	$ 186.8	$ (246.8)
Assets	$ 279.0	$ 8,956.8	$ 10,473.0	$ 496.8	$ 1,945.0	$ (19,926.6)	$ 2,224.0
Goodwill	53.4	3,426.6	3,212.0	15.3	—	(6,653.9)	53.4

As of and for the six months ended June 30, 2023:

	Restaurant Group	Dun & Bradstreet	Alight	BKFC	Corporate and Other	Affiliate Elimination	Total
				(in millions)			
Restaurant revenues	$ 293.7	$ —	$ —	$ —	$ —	$ —	$ 293.7
Other operating revenues	—	1,095.1	1,147.0	45.9	13.4	(2,288.0)	13.4
Revenues from external customers	293.7	1,095.1	1,147.0	45.9	13.4	(2,288.0)	307.1
Interest investment and other income, including recognized gains (losses), net	(0.1)	4.6	(45.0)	0.7	15.5	39.7	15.4
Total revenues, other income (expense) and recognized gains (losses), net	293.6	1,099.7	1,102.0	46.6	28.9	(2,248.3)	322.5
Depreciation and amortization	8.9	290.4	185.0	38.4	0.8	(513.8)	9.7
Interest expense	(2.6)	(111.4)	(66.0)	(1.9)	(5.8)	179.3	(8.4)
(Loss) earnings before income taxes and equity in earnings (losses) of unconsolidated affiliates	(11.1)	(82.4)	(187.0)	(43.2)	(24.2)	312.6	(35.3)
Income tax expense (benefit)	0.5	(29.3)	(31.0)	—	(19.7)	60.3	(19.2)
(Loss) earnings before equity in earnings (losses) of unconsolidated affiliates	(11.6)	(53.1)	(156.0)	(43.2)	(4.5)	252.3	(16.1)
Equity in earnings (losses) of unconsolidated affiliates	—	1.5	—	—	(36.3)	(46.4)	(81.2)
Net loss	$ (11.6)	$ (51.6)	$ (156.0)	$ (43.2)	$ (40.8)	$ 205.9	$ (97.3)
Assets	$ 318.4	$ 9,267.2	10,772.0	$ 394.9	$ 2,677.2	$ (20,434.1)	$ 2,995.6
Goodwill	53.4	3,422.4	3,681.0	19.9	—	(7,123.3)	53.4

The activities in our segments include the following:

- *Restaurant Group.* This segment consists primarily of the operations of O'Charley's and 99 Restaurants in which we have 65.4% and 88.5% ownership interests, respectively. O'Charley's and 99 Restaurants and their affiliates are the owners and operators of the O'Charley's and Ninety Nine Restaurants restaurant concepts, respectively.
- *Dun & Bradstreet.* This segment consists of our 15.6% ownership interest in Dun & Bradstreet. Dun & Bradstreet is a leading global provider of business decisioning data and analytics. Clients embed D&B's trusted, end-to-end solutions into their daily workflows to inform commercial credit decisions, evaluate whether suppliers and other third parties are financially viable, reputable, compliant and resilient, enhance salesforce productivity and gain visibility into key markets. Dun & Bradstreet's solutions support its clients' mission critical business operations by providing proprietary

and curated data and analytics to help drive informed decisions and improved outcomes. Dun & Bradstreet's global commercial database contained comprehensive information on hundreds of millions of organizations. Our chief operating decision maker reviews the full financial results of Dun & Bradstreet for purposes of assessing performance and allocating resources. Thus, we consider Dun & Bradstreet a reportable segment and have included the full results of Dun & Bradstreet in the tables above. We account for Dun & Bradstreet using the equity method of accounting; therefore, its results do not consolidate into ours. Accordingly, we have presented the elimination of Dun & Bradstreet's results in the *Affiliate Elimination* section of the segment presentation above.

- *Alight*. This segment consists of our 9.7% ownership interest in Alight. Alight delivers human capital management solutions to many of the world's largest and most complex companies. This includes the implementation and administration of both employee wellbeing (e.g., health, wealth and leaves benefits) and global payroll solutions. In addition, Alight implements and runs human capital management software platforms on behalf of third-party providers. Alight's numerous solutions and services are utilized year-round by employees and their family members in support of their overall health, wealth and wellbeing goals. Participants can access their solutions digitally, including through a mobile application on Alight Worklife®, their intuitive, cloud-based employee engagement platform. Through Alight Worklife, Alight believes it is defining the future of employee wellbeing by providing an enterprise level, integrated offering designed to drive better outcomes for organizations and individuals. Our chief operating decision maker reviews the financial results of Alight for purposes of assessing performance and allocating resources. Thus, we consider Alight a reportable segment and have included the full results of Alight subsequent to our initial acquisition of an ownership interest in the tables above. We account for Alight using the equity method of accounting, and therefore, its results do not consolidate into ours. Accordingly, we have presented the elimination of Alight's results in the *Affiliate Elimination* section of the segment presentation above.
- *Black Knight Football.* This segment consists of our 45.5% ownership interest in BKFC. Black Knight Football is a partnership led by Bill Foley that owns and operates A.F.C. Bournemouth ("AFCB"), an English Premier League ("EPL" or the "Premier League") football club founded in 1899, a minority interest in FC Lorient ("FCL"), a French Ligue 1 football club founded in 1926, and a minority ownership interest in the Hibernian Football Club Limited, a Scottish Premiership football club founded in 1875. Black Knight Football aims to grow into a leading, multi-club operator of football assets across the world. We account for our ownership of BKFC using the equity method of accounting; therefore, its results of operations do not consolidate into ours. Accordingly, we have presented the elimination of BKFC's results in the *Affiliate Elimination* section of the segment presentation above. We report our equity in earnings or loss of BKFC on a three-month lag and we acquired our initial interest in BKFC on December 13, 2022. Accordingly, the segment tables above for the three and six months ended June 30, 2024 include our equity in Black Knight Football's losses and complete results of Black Knight Football for the three and six months ended March 31, 2024, and the segment tables for the three and six months ended June 30, 2023 includes our equity in Black Knight Football and complete results of Black Knight Football for the three months ended March 31, 2023 and the period from December 13, 2022 (the date we acquired our initial interest in BKFC) through March 31, 2023, respectively.
- *Corporate and Other.* This nonreportable segment consists of our share in the operations of certain controlled portfolio companies and other equity interests, activity of the corporate holding company and certain intercompany eliminations and taxes.

Note F — Revenue Recognition

Disaggregation of Revenue

Our revenue consists of:

		Three Months Ended June 30,	
		2024	2023
Revenue Stream	Segment	Total Revenue	
Restaurant revenue:		(in millions)	
Restaurant sales	Restaurant Group	$ 107.6	$ 145.2
Total restaurant revenue		107.6	145.2
Other operating revenue:			
Real estate and resort	Corporate and other	10.2	7.5
Other	Corporate and other	0.2	0.1
Total other operating revenue		10.4	7.6
Total operating revenues		$ 118.0	$ 152.8

Restaurant revenue includes food and beverage sales and gift card breakage, are net of applicable state and local sales taxes and discounts, and are recognized at a point in time as services are performed and goods are provided.

Other operating revenue consists of income generated by our resort operations, which includes sales of real estate, lodging rentals, food and beverage sales, and other income from various resort services offered. Revenue is recognized at a point in time upon closing of the sale of real estate or once goods and services have been provided and billed to the customer.

Contract Balances

The following table provides information about trade receivables and deferred revenue:

	June 30, 2024	December 31, 2023
	(In millions)	
Trade receivables, net	$ 5.6	$ 7.6
Deferred revenue (contract liabilities)	14.3	16.9

Deferred revenue is recorded primarily for restaurant gift card sales. The unrecognized portion of such revenue is recorded as Deferred revenue in the Condensed Consolidated Balance Sheets. Revenue of $2.4 million and $3.1 million was recognized in the three months ended June 30, 2024 and 2023, respectively, and $3.9 million and $4.8 million in the six months ended, respectively, that was included in Deferred revenue at the beginning of the period.

There was no impairment related to contract balances.

Note G — Notes Payable

Notes payable, net consists of the following:

	June 30, 2024	December 31, 2023
	(In millions)	
2020 Margin Facility	$ —	$ —
FNF Note	59.7	84.7
Other	18.5	20.3
Notes payable, total	$ 78.2	$ 105.0
Less: Notes payable, current	0.5	2.5
Notes payable, long term	$ 77.7	$ 102.5

At June 30, 2024, the carrying value of our outstanding notes payable approximates fair value.

2020 Margin Facility

On November 30, 2020, Cannae Funding C, LLC ("Borrower 1"), an indirect wholly-owned special purpose subsidiary of the Company, and Cannae Funding D, LLC ("Borrower 2"), an indirect wholly-owned special purpose subsidiary of the Company, entered into a Margin Loan Agreement (as amended from time to time, the "2020 Margin Facility") with the lenders from time to time party thereto and Royal Bank of Canada. On June 16, 2023, the 2020 Margin Facility was amended to, among other things, lower the immediate capacity from $250 million to $150 million. On August 17, 2023, the 2020 Margin Facility was amended to, among other things, (i) extend the maturity of the agreement to August 17, 2026, (ii) add 40 million shares of common stock of Alight to the pool of collateral, (iii) change the spread from 358 to 375 basis points and (iv) add Cannae Funding A, LLC ("Borrower 3" and together with Borrower 1 and Borrower 2, the "Borrowers"), an indirect wholly-owned special purpose subsidiary of the Company. On March 4, 2024, the 2020 Margin Facility was amended primarily to (i) assign the facility from Royal Bank of Canada to Bank of America, (ii) extend the maturity date to March 4, 2027 and (iii) change the spread from 375 to 310 basis points.

Under the 2020 Margin Facility, as amended, the Borrowers may borrow up to $150.0 million in revolving loans and, subject to certain terms and conditions, may enter into an amendment to the 2020 Margin Facility to borrow up to $500.0 million in revolving loans (including the initial revolving loans) from the same initial lender and/or additional lenders on substantially identical terms and conditions as the initial revolving loans. The 2020 Margin Facility matures on March 4, 2027. Outstanding amounts under the 2020 Margin Facility, if any, bear interest quarterly at a rate per annum equal to a three-month adjusted SOFR plus an applicable margin. The 2020 Margin Facility requires the Borrowers to maintain a certain loan-to-value ratio (based on the value of Dayforce, D&B and Alight shares). In the event the Borrowers fail to maintain such loan-to-value ratio, the Borrowers must post additional cash collateral under the Loan Agreement and/or elect to repay a portion of the revolving loans thereunder, or sell the Dayforce, D&B and/or Alight shares and use the proceeds from such sale to prepay a portion of the revolving loans thereunder.

As of June 30, 2024, there was no outstanding balance under the 2020 Margin Facility, $150.0 million of unused capacity with an option to increase the capacity to $500.0 million upon amendment, and 35 million shares of D&B and 40 million shares of Alight were pledged as collateral for borrowings.

FNF Note

On November 17, 2017, Fidelity National Financial, Inc. ("FNF") issued to Cannae a revolver note in aggregate principal amount of up to $100.0 million. On May 12, 2022, FNF and Cannae amended and restated the revolver note to, among other things, limit the use of proceeds for borrowings thereunder to the repurchase of our own shares of common stock from FNF (as amended and restated, the "FNF Note"). Pursuant to the FNF Note, FNF may make one or more loans to us with up to $100.0 million outstanding at any time. The FNF Note accrues interest at one-month adjusted SOFR plus 450 basis points and matures on November 17, 2025. The maturity date is automatically extended for additional five-year terms unless notice of non-renewal is otherwise provided by either FNF or Cannae, in their sole discretion.

On June 28, 2022, we completed the repurchase of all of our common stock previously held by FNF; accordingly, there is no incremental borrowing capacity available under the FNF Note.

On January 29, 2024, the FNF Note was amended to (i) reduce the borrowing capacity to $60.0 million and (ii) change the interest rate to a fixed rate of 7.0% per annum. The Company also repaid $25.0 million of outstanding principal under the FNF Note.

As of June 30, 2024, there was a $59.7 million outstanding principal amount which incurred interest at 7.0% and there is no available borrowing capacity under the FNF Note.

Gross principal maturities of notes payable at June 30, 2024 are as follows (in millions):

2024 (remaining)	$	1.0
2025		60.8
2026		11.8
2027		0.5
2028		2.4
Thereafter		1.9
Total	$	78.4

Note H — Commitments and Contingencies

Legal Contingencies

In the ordinary course of business, we are involved in various pending and threatened litigation and regulatory matters related to our operations, some of which include claims for punitive or exemplary damages. Our ordinary course litigation includes purported class action lawsuits, which make allegations related to various aspects of our business. From time to time, we also receive requests for information from various state and federal regulatory authorities, some of which take the form of civil investigative demands or subpoenas. Some of these regulatory inquiries may result in the assessment of fines for violations of regulations or settlements with such authorities requiring a variety of remedies. We believe that no actions, other than those discussed below, if any, depart from customary litigation or regulatory inquiries incidental to our business.

Our Restaurant Group companies are a defendant from time to time in various legal proceedings arising in the ordinary course of business, including claims relating to injury or wrongful death under "dram shop" laws that allow a person to sue us based on any injury caused by an intoxicated person who was wrongfully served alcoholic beverages at one of the restaurants; individual and purported class or collective action claims alleging violation of federal and state employment, franchise and other laws; and claims from guests or employees alleging illness, injury or other food quality, health or operational concerns. Our Restaurant Group companies are also subject to compliance with extensive government laws and regulations related to employment practices and policies and the manufacture, preparation, and sale of food and alcohol. We may also become subject to lawsuits and other proceedings, as well as card network fines and penalties, arising out of the actual or alleged theft of our customers' credit or debit card information.

We review lawsuits and other legal and regulatory matters (collectively "legal proceedings") on an ongoing basis when making accrual and disclosure decisions. When assessing reasonably possible and probable outcomes, management bases its decision on its assessment of the ultimate outcome assuming all appeals have been exhausted. For legal proceedings in which it has been determined that a loss is both probable and reasonably estimable, a liability based on known facts that represents our best estimate is recorded. As of June 30, 2024 and December 31, 2023, our accrual for settlements of legal proceedings was not considered material. Actual losses may materially differ from the amounts recorded and the ultimate outcome of our pending legal proceedings is generally not yet determinable. While some of these matters could be material to our operating results or cash flows for any particular period in the event of an unfavorable outcome, at present, we do not believe that the ultimate resolution of currently pending legal proceedings, either individually or in the aggregate, will have a material adverse effect on our financial condition, results of operations or cash flows.

Unconditional Purchase Obligations

We have certain unconditional purchase obligations, primarily in our Restaurant Group segment. These purchase obligations are with various vendors and are primarily related to food and beverage obligations with fixed commitments in regards to the time period of the contract and the quantities purchased with annual price adjustments that can fluctuate. We used both historical and projected volume and pricing as of June 30, 2024 to determine the amount of the obligations. Purchase obligations as of June 30, 2024 are as follows (in millions):

2024 (remaining)	$	29.7
2025		9.8
2026		6.6
2027		2.9
2028		0.9
Thereafter		—
Total purchase commitments	$	49.9

Note I — Supplemental Cash Flow Information

The following supplemental cash flow information is provided with respect to certain cash payments, as well as certain non-cash investing and financing activities.

	Six months ended June 30,	
	2024	2023
	(In millions)	
Cash paid during the period:		
Interest	$ 3.1	$ 7.0
Income taxes	0.7	3.3
Non-cash investing and financing activities:		
Investment in JANA paid through reissuance of common stock from treasury	44.0	—
Difference between the historical cost of treasury stock and fair value upon reissuance for investment in JANA	(6.8)	—

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The statements contained in this Quarterly Report on Form 10-Q (this "Quarterly Report") that are not purely historical are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including statements regarding our expectations, hopes, intentions or strategies regarding the future. All forward-looking statements included in this Quarterly Report are based on information available to us on the date hereof, and we assume no obligation to update any such forward-looking statements. In some cases, you can identify forward-looking statements by terminology such as “may,” “will,” “should,” “could,” “expect,” “intend,” “plan,” “anticipate,” “believe,” “estimate,” “predict,” “potential,” “continue,” or the negative of these terms or other comparable terminology. It is important to note that our actual results could vary materially from those forward-looking statements contained herein due to many factors, including, but not limited to: changes in general economic, business and political conditions, including changes in the financial markets and changes in macroeconomic conditions resulting from the outbreak of a pandemic or escalation of the conflicts in Ukraine and the Middle East; risks associated with the Investment Company Act of 1940; 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; risks related to the externalization of certain of our management functions to our Manager; and other risks detailed in the "Statement Regarding Forward-Looking Information," "Risk Factors" and other sections of our Annual Report on Form 10-K for the year ended December 31, 2023 (our "Annual Report") and other filings with the Securities Exchange Commission ("SEC").

Unless the context indicates otherwise, as used herein, the terms “we,” “us,” “our,” “Cannae,” or the “Company” refer collectively to Cannae Holdings, Inc., and its subsidiaries.

The following discussion should be read in conjunction with our Annual Report. For an additional description of our business, including descriptions of segments and recent business developments, see the discussion in Note A - *Basis of Financial Statements* and Note E - *Segment Information* to the Condensed Consolidated Financial Statements included in Item 1 of Part I of this Quarterly Report, which is incorporated by reference into this Part I, Item 2.

Seasonality and Macroeconomic Conditions

Restaurant Group. Average weekly sales per restaurant are typically higher in the first and fourth quarters than in other quarters, and we typically generate a disproportionate share of our earnings from operations in the first and fourth quarters. Holidays, severe weather and other disruptive conditions may impact sales volumes seasonally in some operating regions.

Recent years were a period of high inflation relative to long-term inflation expectations in the U.S. This inflationary environment primarily impacted the commodity and labor costs of our Restaurant Group. We have adjusted menu pricing to account for these cost increases to an extent, but will continue to balance the impact of inflationary pressures on our costs with the value proposition offered to customers, focusing on long-term profitability.

Our revenues and operating income in future periods will continue to be subject to these and other factors that are beyond our control and, as a result, are likely to fluctuate.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared in accordance with U.S. GAAP. The Critical Accounting Policies and Estimates disclosed in Item 7 of our Annual Report are hereby incorporated by reference. Other than as described below, there have been no changes to our critical accounting policies and estimates.

Investments in unconsolidated affiliates - impairment monitoring. On an ongoing basis, management monitors the Company's investments in unconsolidated affiliates to determine whether there are indications that the fair value of an investment may be other-than-temporarily below our recorded book value of the investment. Factors considered when determining whether a decline in the fair value of an investment is other-than-temporary include, but are not limited to: the length of time and the extent to which the market value has been less than book value, the financial condition and near-term prospects of the investee, and the intent and ability of the Company to retain its investment in the investee for a period of time sufficient to allow for any anticipated recovery in market value.

As of June 30, 2024, the fair value of our ownership interest in Dun & Bradstreet based on quoted market prices was $639.4 million and the book value of our recorded asset for D&B was $700.5 million. While the fair value of our investment in Dun & Bradstreet is below our book value as of June 30 2024, there are no other indicators that our investment is other than temporarily impaired. As of June 30, 2024, the fair value of our investment in D&B has been below book value for approximately one quarter. [As of the date of filing of this Quarterly Report, the fair value of our investment in D&B is above our book value as of June 30, 2024.] Due to these factors, we consider the decline in fair value to be temporary as of June 30, 2024. Though we do not currently believe our investment in D&B is other than temporarily impaired, because the fair value is below the book value of our investment as of June 30, 2024, declines in fair value of D&B, deterioration in D&B's actual or forecasted results of operations or adverse changes in the U.S. macroeconomic environment could result in an impairment charge in future periods to record our asset at fair value.

As of June 30, 2024, the fair value of our ownership interest in Alight based on quoted market prices was $387.3 million and the book value of our recorded asset for Alight was $492.1 million. While the fair value of our investment in Alight is below our book value as of June 30, 2024, there are other indicators that our investment is not other than temporarily impaired as of June 30, 2024. The fair value of our investment in Alight has been below book value for approximately one quarter. Alight recently completed the sale of the Payroll & Professional Services Business and used a portion of the proceeds to payoff a significant portion of its debt, improving its' capital strength. Alight has consistently reported strong gross profit and operating cash flows subsequent to our initial investment. Due to these factors, we consider the decline in fair value to be temporary as of June 30, 2024. Though we do not currently believe our investment in Alight is other than temporarily impaired, because the fair value is below the book value of our investment as of June 30, 2024, further declines in fair value of the investment, deterioration in Alight's actual or forecasted results of operations or adverse changes in the U.S. macroeconomic environment could result in an impairment charge in future periods to record our asset at fair value.

As of June 30, 2024, the book value of our investment in Sightline accounted for under the equity method of accounting prior to recording impairment was $154.7 million. Based on a valuation using a hybrid discounted cash flow and market comparison approach and adjusted for the risk of a capital shortfall at the business, the aggregate fair market value of our ownership of Sightline equity was approximately $13.7 million as of June 30, 2024. The fair value measurement is considered a level 3 fair value measure. The primary inputs in the valuation were the forecasted results of operations of Sightline, the discount rate used in the discounted cash flow analysis and the adjustment for the risk of a capital shortfall. The primary significant unobservable input used was the 35% discount rate used in the discounted cash flow analysis and the 50% adjustment for the risk of capital shortfall.

Accounting for Income Taxes. We recognize deferred tax assets and liabilities for temporary differences between the financial reporting basis and the tax basis of our assets and liabilities and expected benefits of utilizing net operating loss and credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The impact of changes in tax rates and laws on deferred taxes, if any, is applied to the years during which temporary differences are expected to be settled and reflected in the financial statements in the period enacted.

As of June 30, 2024, we had a net deferred tax asset of $63.2 million, which is primarily attributable to temporary differences for our investments in unconsolidated affiliates held through partnerships. In the six months ended June 30, 2024, we recorded an additional valuation allowance of $58.8 million on the Company's federal net operating loss ("NOL") carryforwards and certain deferred taxes related to our consolidated partnerships. In the first quarter of 2024 it was determined that the net taxable capital gain from our sales of shares of Dayforce and D&B would likely be offset by other sources of current year taxable loss. Accordingly, we determined it was uncertain whether we would be able to use the Company's available federal NOL carryforwards and certain other deferred taxes. One of the factors used in assessing the need for a valuation allowance on net deferred tax assets is whether a company is in a three-year cumulative book loss position and for the three years ended December 31, 2023, the Company is in a cumulative book loss position. The Company is relying on deferred tax liabilities, and the ability to carry back capital losses, as sources of income to facilitate the recovery of its remaining deferred tax assets. The Company’s prospective investment strategy, fluctuations in the fair market value of its ownership interests prior to any dispositions and other factors may influence the timing of reversals of deferred tax assets and liabilities and their ultimate impact on taxable income or loss, which could have an effect on the recoverability of deferred tax assets. As of June 30, 2024, the Company has a federal valuation allowance of $58.7 million representing a full valuation allowance on its federal NOL carryforwards and certain other deferred taxes where it is not more likely than not that the tax benefit will be realized. Additionally, a state valuation allowance of $4.7 million has been recorded representing certain state NOLs where it is not more likely than not that the tax benefit of certain state NOLs will be realized before the NOLs in those certain states expire. At this time, we consider it more likely than not that we will have sufficient taxable income and available excess capital gain from prior year periods that will allow us to realize our other deferred tax assets. The Company will continue to monitor the recoverability of deferred tax assets on a quarterly basis and may need to record an additional valuation allowance on its net deferred tax asset in future periods.

Results of Operations

Consolidated Results of Operations

Net Earnings. The following table presents certain financial data for the periods indicated:

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
	(Dollars in millions)			
Revenues:				
Restaurant revenue	$ 107.6	$ 145.2	$ 214.1	$ 293.7
Other operating revenue	10.4	7.6	14.6	13.4
Total operating revenues	118.0	152.8	228.7	307.1
Operating expenses:				
Cost of restaurant revenue	92.1	128.3	186.3	259.9
Personnel costs	19.2	11.3	42.4	26.9
Depreciation and amortization	3.4	4.6	6.7	9.7
Other operating expenses	26.3	28.2	56.9	52.9
Total operating expenses	141.0	172.4	292.3	349.4
Operating loss	(23.0)	(19.6)	(63.6)	(42.3)
Other income (expense):				
Interest, investment and other income	0.7	2.7	2.8	5.5
Interest expense	(2.0)	(4.0)	(4.6)	(8.4)
Recognized (losses) gains, net	(145.1)	(42.2)	(153.7)	9.9
Total other (expense) income, net	(146.4)	(43.5)	(155.5)	7.0
Loss before income taxes and equity in losses of unconsolidated affiliates	(169.4)	(63.1)	(219.1)	(35.3)
Income tax (benefit) expense	(33.7)	(21.8)	19.7	(19.2)
Loss before equity in losses of unconsolidated affiliates	(135.7)	(41.3)	(238.8)	(16.1)
Equity in losses of unconsolidated affiliates	(19.3)	(49.1)	(8.0)	(81.2)
Net loss	(155.0)	(90.4)	(246.8)	(97.3)
Less: Net loss attributable to non-controlling interests	—	(3.2)	(1.9)	(6.0)
Net loss attributable to Cannae Holdings, Inc. common shareholders	$ (155.0)	$ (87.2)	$ (244.9)	$ (91.3)

For the Three Months Ended June 30, 2024 and 2023

The following is a discussion of the material fluctuations in our consolidated results of operations for the three months ended June 30, 2024 as compared to the three months ended June 30, 2023. The material changes in revenues, expenses and pre-tax loss for the three months ended June 30, 2024 and 2023 are discussed in further detail at the segment level below.

Revenues

Total revenues decreased $34.8 million, or 22.8%, in the three months ended June 30, 2024 compared to the corresponding period in 2023. The reduction in revenue is primarily attributable to the closure of O'Charley's locations in 2023.

Expenses

Our operating expenses consist primarily of personnel costs, cost of restaurant revenue, other operating expenses, and depreciation and amortization.

Cost of restaurant revenue includes cost of food and beverage, primarily the costs of beef, groceries, produce, seafood, poultry and alcoholic and non-alcoholic beverages, net of vendor discounts and rebates, payroll and related costs and expenses directly relating to restaurant level activities, and restaurant operating costs including occupancy and other operating expenses at the restaurant level.

Personnel costs include base salaries, commissions, benefits, stock-based compensation and bonuses paid to employees, and are one of our most significant operating expenses. Personnel costs that are directly attributable to the restaurant-level operations of the Restaurant Group are included in Cost of restaurant revenue.

Other operating expenses include management fees, carried interest fees, professional fees, advertising costs, travel expenses and impairments of operating assets.

Depreciation and amortization expense consists of our depreciation related to investments in property and equipment as well as amortization of intangible assets.

Pre-Tax Loss

Loss before income taxes and equity in losses of unconsolidated affiliates decreased (increased loss) $106.3 million, or 168.5%, in the three months ended June 30, 2024 compared to the corresponding period in 2023.

Income Taxes

Income tax benefit was $33.7 million and $21.8 million in the three-month periods ended June 30, 2024 and 2023, respectively. Our effective tax rate was 19.9% and 34.5% in the three months ended June 30, 2024 and 2023, respectively. Our effective tax rate fluctuates depending on our estimate of ultimate income tax liability and changes in the characteristics of net earnings, such as the weighting of operating income versus other income or earnings and losses of unconsolidated affiliates. The change in our effective tax rate in the three months ended June 30, 2024 compared to the corresponding period in 2023 is primarily attributable to the impact to the rate of equity in losses of unconsolidated affiliates relative to pre-tax losses and the impairment recorded to our investment in Sightline.

Equity in Losses of Unconsolidated Affiliates

Equity in losses of unconsolidated affiliates for the three months ended June 30, 2024 and 2023 consisted of the following:

	Three Months Ended June 30,	
	2024	2023
	(in millions)	
Dun & Bradstreet	$ (4.7)	(5.6)
Alight	2.2	(7.0)
Sightline	(0.2)	(5.0)
Black Knight Football	(17.9)	(15.6)
CSI	0.2	—
Other	1.1	(15.9)
Total	$ (19.3)	$ (49.1)

For the Six Months Ended June 30, 2024 and 2023

The following is a discussion of the material fluctuations in our consolidated results of operations for the six months ended June 30, 2024 as compared to the six months ended June 30, 2023. The material changes in revenues, expenses and pre-tax loss for the six months ended June 30, 2024 and 2023 are discussed in further detail at the segment level below.

Revenues

Total revenues decreased $78.4 million, or 25.5%, in the six months ended June 30, 2024 compared to the corresponding period in 2023. The reduction in revenue is primarily attributable to the closure of O'Charley's locations in 2023.

Pre-Tax Loss

Loss before income taxes and equity in losses of unconsolidated affiliates decreased (increased loss) $183.8 million, or 520.7%, in the six months ended June 30, 2024 compared to the corresponding period in 2023.

Income Taxes

Income tax expense (benefit) was $19.7 million and $(19.2) million in the six-month periods ended June 30, 2024 and 2023, respectively. Our effective tax rate was (9.0)% and 54.4% in the six months ended June 30, 2024 and 2023, respectively. Our effective tax rate fluctuates depending on our estimate of ultimate income tax liability and changes in the characteristics of net earnings, such as the weighting of operating income versus other income or earnings and losses of unconsolidated affiliates. The change in our effective tax rate in the six months June 30, 2024 compared to the corresponding period in 2023 is attributable to the recording of a valuation allowance in the current period of $58.8 million on our federal net operating loss carryforwards and certain deferred taxes within our consolidated partnerships, the impact to the rate of equity in losses of unconsolidated affiliates relative to pre-tax loss and the impairment recorded to our investment in Sightline.

Equity in Losses of Unconsolidated Affiliates

Equity in losses of unconsolidated affiliates for the six months ended June 30, 2024 and 2023 consisted of the following:

	Six Months Ended June 30,	
	2024	2023
	(in millions)	
Dun & Bradstreet	$ (11.0)	$ (13.9)
Alight	(9.1)	(14.1)
Sightline	(3.7)	(9.1)
Black Knight Football	(25.3)	(16.9)
CSI	41.1	—
Other	—	(27.2)
Total	$ (8.0)	$ (81.2)

The equity in earnings of CSI in the six months ended June 30, 2024 was primarily driven by the sale of a portion of CSI to a third party by BGPT Catalyst, LP, the entity through which we own our interest in CSI.

Restaurant Group

The following table presents the results from operations of our Restaurant Group segment:

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
	(In millions)			
Revenue				
Restaurant revenue	$ 107.6	$ 145.2	$ 214.1	$ 293.7
Total operating revenues	107.6	145.2	214.1	293.7
Operating expenses:				
Cost of restaurant revenue	92.1	128.3	186.3	259.9
Personnel costs	4.7	6.0	10.7	12.7
Depreciation and amortization	2.7	4.3	5.4	8.9
Other operating expenses	6.0	11.7	12.7	20.6
Total operating expenses	105.5	150.3	215.1	302.1
Operating income (loss)	2.1	(5.1)	(1.0)	(8.4)
Other income (expense):				
Interest expense	(1.3)	(1.3)	(2.6)	(2.6)
Recognized gains (losses), net	1.0	(0.2)	1.3	(0.1)
Total other expense	(0.3)	(1.5)	(1.3)	(2.7)
Earnings (loss) before income taxes and equity in losses of unconsolidated affiliates	$ 1.8	$ (6.6)	$ (2.3)	$ (11.1)

For the Three Months Ended June 30, 2024

Total revenues for the Restaurant Group segment decreased $37.6 million, or 25.9%, in the three months ended June 30, 2024, compared to the corresponding period in 2023. The change was attributable to approximately $30.4 million of incremental revenue included in the three months ended June 30, 2023 associated with O'Charley's stores that were closed prior to 2024 and a decline in comparable store sales.

Comparable Store Sales. One method we use in evaluating the performance of our restaurants is to compare sales results for restaurants period over period. A new restaurant is included in our comparable store sales figures starting in the first period following the restaurant's first seventy-eight weeks of operations. Changes in comparable store sales reflect changes in sales for the comparable store group of restaurants over a specified period of time. This measure highlights the performance of existing restaurants, as the impact of new restaurant openings is excluded. Comparable store sales for our O'Charley's and 99 Restaurants brands decreased by 8.0% and 3.2%, respectively, in the three months ended June 30, 2024 compared to the corresponding period in 2023. The decrease is primarily attributable to a decrease in guest counts, partially offset by an increase in the average amount spent by customers each visit.

Cost of restaurant revenue decreased as a function of Restaurant revenues. Cost of restaurant revenue as a percentage of restaurant revenue was 85.6% and 88.4% in the three months ended June 30, 2024 and 2023, respectively. The decrease was partially attributable to the impact of refunds from certain vendors recorded in the three months ended June 30, 2024.

For the Six Months Ended June 30, 2024

Total revenues for the Restaurant Group segment decreased $79.6 million, or 27.1%, in the six months ended June 30, 2024, compared to the corresponding period in 2023. The decrease was attributable to approximately $65.3 million of incremental revenue included in the six months ended June 30, 2023 associated with O'Charley's stores that were closed prior to 2024 and a decline in comparable store sales.

Comparable Store Sales. Comparable store sales for our O'Charley's and 99 Restaurants brands decreased by 7.2% and 3.0%, respectively, in the six months ended June 30, 2024 compared to the comparable period in 2023. The decrease in 2024 is primarily attributable to a decrease in guest counts, partially offset by an increase in the average amount spent by customers each visit.

Cost of restaurant revenue decreased directionally consistent with Restaurant revenues. Cost of restaurant revenue as a percentage of restaurant revenue was 87.0% and 88.5% in the six months ended June 30, 2024 and 2023, respectively.

Other operating expense for the Restaurant Group segment decreased $7.9 million, or 38.3%, in the six months ended June 30, 2024, compared to the corresponding period in 2023. The decrease is primarily attributable to the closure of stores in 2023.

Dun & Bradstreet

As of June 30, 2024, we own approximately 15.6% of the outstanding common stock of Dun & Bradstreet. We account for our ownership interest in Dun & Bradstreet under the equity method of accounting; therefore, its results of operations do not consolidate into ours.

Summarized statement of operations information for Dun & Bradstreet for the relevant dates and time periods included in Equity in earnings (losses) of unconsolidated affiliates in our Statements of Operations is presented below.

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
	(In millions)			
Total revenues	$ 576.2	$ 554.7	$ 1,140.7	$ 1,095
Operating income	37.1	16.5	53.7	24
Net loss	(15.7)	(18.8)	(37.6)	(51
Net earnings attributable to noncontrolling interest	0.7	0.6	2.0	1
Net loss attributable to Dun & Bradstreet	(16.4)	(19.4)	(39.6)	(53

Details relating to the results of operations of Dun & Bradstreet (NYSE: "DNB") can be found in its periodic reports filed with the SEC.

Alight

As of June 30, 2024, we own approximately 9.7% of the outstanding common stock of Alight. We account for our ownership of Alight under the equity method of accounting; therefore, its results do not consolidate into ours.

On March 20, 2024, Alight entered into a definitive agreement to sell the Payroll & Professional Services Business. The transaction closed on July 12, 2024. Beginning with the quarter ended March 31, 2024, Alight began accounting for the assets and liabilities of the Payroll & Professional Services Business as “held for sale” and its operating results as discontinued operations. Accordingly, Alight's results presented for the periods ended June 30, 2023 have been retrospectively revised to reflect the Payroll & Professional Services Business as discontinued operations.

Summarized statement of operations information for Alight for the relevant dates and time periods included in Equity in earnings (losses) of unconsolidated affiliates in our Condensed Consolidated Statements of Operations is presented below.

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
	(In millions)			
Total revenues	$ 538.0	$ 561.0	$ 1,097.0	$ 1,147.0
Gross profit	167.0	187.0	349.0	374.0
Net loss from continuing operations	(4.0)	(72.0)	(125.0)	(156.0)
Net earnings from discontinued operations	27.0	—	32.0	10.0
Net loss attributable to noncontrolling interests	—	(5.0)	(2.0)	(11.0)
Net earnings (loss) attributable to Alight	23.0	(67.0)	(91.0)	(135.0)

Details relating to the results of operations of Alight (NYSE: "ALIT") can be found in its periodic reports filed with the SEC.

Black Knight Football

As of June 30, 2024, we own approximately 45.5% of the ownership interest of Black Knight Football. We account for our ownership of BKFC under the equity method of accounting and report our equity in the earnings or loss of BKFC on a three-month lag; therefore, its results do not consolidate into ours. Accordingly, our net loss for the three and six months ended June 30, 2024 includes our equity in Black Knight Football’s losses for the three and six months ended March 31, 2024 and our net loss for the three and six months ended June 30, 2023 includes our equity in Black Knight Football's losses for the three months ended March 31, 2023 and the period from December 13, 2022 (the date we acquired our initial interest in BKFC) through March 31, 2023, respectively.

Summarized statement of operation information for Black Knight Football for the relevant dates and time periods included in Equity in earnings (losses) of unconsolidated affiliates in our Condensed Consolidated Statements of Operations is presented below.

	Three months ended March 31, 2024	Three months ended March 31, 2023	Six months ended March 31, 2024	For the period from December 13, 2022 through March 31, 2023
	(In millions)			
Total revenues	49.4	39.1	$ 102.1	$ 45.9
Operating loss	(31.2)	(31.7)	(57.8)	(42.0)
Losses of unconsolidated affiliates	(3.7)	—	(6.5)	—
Net loss attributable to BKFC	(37.7)	(32.9)	(69.6)	(43.2)

Black Knight Football's total revenue is primarily attributable to Premier League media rights revenue earned by AFCB and matchday and sponsorship revenue. Total revenues for Black Knight Football increased $13.6 million, or 34.8%, in the three months ended March 31, 2024, compared to the corresponding period in 2023. The increase in revenue was primarily attributable to an increase in matchday and sponsorship revenue. In the three months ended March 31, 2024, total revenue of $49.4 million was more than offset by $43.7 million of personnel cost and $28.0 million of depreciation and amortization of property and equipment and intangible assets by AFCB.

Corporate and Other

The Corporate and Other segment consists of our share in the operations of certain controlled businesses and other equity ownership interests, activity of the corporate holding company and certain intercompany eliminations and taxes.

The following table presents the results from operations of our non-reportable Corporate and other segment:

	Three months ended June 30,		Six months ended June 30,	
	2024	2023	2024	2023
	(In millions)			
Revenues:				
Other operating revenue	$ 10.4	$ 7.6	$ 14.6	$ 13.4
Operating expenses:				
Personnel costs	14.5	5.3	31.7	14.2
Depreciation and amortization	0.7	0.3	1.3	0.8
Other operating expenses	20.3	16.5	44.2	32.3
Total operating expenses	35.5	22.1	77.2	47.3
Operating loss	(25.1)	(14.5)	(62.6)	(33.9)
Other income (expense):				
Interest, investment and other income	0.7	2.7	2.8	5.5
Interest expense	(0.7)	(2.7)	(2.0)	(5.8)
Recognized (losses) gains, net	(146.1)	(42.0)	(155.0)	10.0
Total other (expense) income	(146.1)	(42.0)	(154.2)	9.7
Loss before income taxes and equity in losses of unconsolidated affiliates	$ (171.2)	$ (56.5)	$ (216.8)	$ (24.2)

For the Three Months Ended June 30, 2024

Personnel costs increased $9.2 million in the three months ended June 30, 2024, compared to the corresponding period in 2023. The change in personnel costs was primarily driven by a $7.0 million increase in stock-based compensation cost and a $1.5 million increase in success bonuses paid related to our sales of shares of Dayforce.

Other operating expenses increased $3.8 million in the three months ended June 30, 2024 compared to the prior year period. The change in the three-month period was primarily driven by increased professional fees and termination fees associated with the termination of the management agreement with Trasimene.

Recognized (losses) gains, net in our Corporate and Other segment consists of the following:

	Three months ended June 30,	
	2024	2023
Dayforce fair value adjustments	$ (18.8)	$ (31.3)
Paysafe fair value adjustments	6.4	—
Sightline impairment	(141.0)	—
Other fair value adjustments	4.9	(9.0)
Other, net	2.4	(1.7)
Recognized losses, net	$ (146.1)	$ (42.0)

For the Six Months Ended June 30, 2024

Personnel costs increased $17.5 million in the six months ended June 30, 2024, compared to the corresponding period in 2023. The change in personnel costs was primarily driven by a $9.8 million increase in stock-based compensation cost and a $6.8 million increase in success bonuses paid related to our sales of shares of Dayforce.

Other operating expenses increased $11.9 million in the six months ended June 30, 2024 compared to the prior year period. The increase in the six month period was primarily driven by increased professional fees and termination fees associated with the termination of the management agreement with Trasimene.

Recognized (losses) gains, net in our Corporate and Other segment consists of the following:

	Six months ended June 30,	
	2024	2023
Dayforce fair value adjustments	$ (10.9)	$ 27.9
Paysafe fair value adjustments	13.9	—
Sightline impairment	(141.0)	—
Equity and other security impairments and fair value adjustments	4.9	(9.0)
Dun & Bradstreet dilution and partial sales	(12.7)	(7.3)
Alight dilution	(10.4)	—
Other, net	1.2	(1.6)
Recognized (losses) gains, net	$ (155.0)	$ 10.0

Liquidity and Capital Resources

Cash Requirements. Our short and long term cash requirements include management fees, personnel costs, other operating expenses, taxes, payments of interest and principal on our debt, capital expenditures, dividends on our common stock, and other potential business acquisitions or investments, including the JANA Fund Commitment. On July 30, 2024, our Board declared cash dividends of $0.12 per share, payable on September 30, 2024, to Cannae common shareholders of record as of September 16, 2024. There are no restrictions on our retained earnings regarding our ability to pay dividends to stockholders. The declaration of any future dividends is at the discretion of our Board. Additional uses of cash flow over the short and long term are expected to include stock repurchases and debt repayments.

As of June 30, 2024, we had cash and cash equivalents of $45.7 million, of which $28.9 million was cash held by the corporate holding company, $8.9 million of short-term investments held by the corporate holding company, and $150.0 million of capacity under our existing holding company credit facilities with the ability to add an additional $350.0 million of borrowing capacity by amending our 2020 Margin Facility. As of June 30, 2024, $8.8 million of our short term investments are pledged as collateral for letters of credit for our Restaurant Group.

We continually assess our capital allocation strategy, including decisions relating to monetizing investments, reducing debt, repurchasing our stock, and/or conserving cash. We believe that all anticipated cash requirements for current operations will be met from internally generated funds, cash dividends from subsidiaries, cash generated by investment securities, potential sales of non-strategic assets, and borrowings on existing credit facilities. Our short-term and long-term liquidity requirements are monitored regularly to ensure that we can meet our cash requirements. We forecast the needs of all of our subsidiaries and periodically review their short-term and long-term projected sources and uses of funds, as well as the asset, liability, investment and cash flow assumptions underlying such forecasts.

We are focused on evaluating our assets and ownership interests as potential vehicles for creating liquidity. Our intent is to use that liquidity for general corporate purposes, including future acquisitions, potentially reducing debt, repurchasing shares of our stock, paying dividends on our stock, other strategic initiatives and/or conserving cash.

Cash Flows for the Six Months Ended June 30, 2024

Operating Cash Flow. Our cash flows used in operations for the six months ended June 30, 2024 and 2023 totaled $46.2 million and $34.6 million, respectively. The increase in cash used in operations of $11.6 million is primarily attributable to increased investment success bonuses paid related to sales of Dayforce and professional fees and termination fees associated with the Third Amended MSA.

Investing Cash Flows. Our cash flows provided by (used in) investing activities for the six months ended June 30, 2024 and 2023 were $252.5 million and $(51.0) million, respectively. The increase in cash provided by investing activities of $303.5 million in the 2024 period from the 2023 period is primarily attributable to higher proceeds from sales of investments and a decrease in new investments made in the 2024 period compared to the 2023 period.

Financing Cash Flows. Our cash flows used in financing activities for the six months ended June 30, 2024 and 2023 were $266.8 million and $49.4 million, respectively. The increase in cash used in financing activities of $217.4 million is primarily attributable to the Tender Offer, partial repayment of the FNF Note and dividends paid in the six months ended June 30, 2024, partially offset by treasury repurchases in the six months ended June 30, 2023.

Financing Arrangements. For a description of our financing arrangements, see Note G - *Notes Payable* included in Item 1 of Part I of this Quarterly Report, which is incorporated by reference into this Item 2 of Part I.

Seasonality. There have been no material changes to the seasonality experienced in our businesses from those described for the period as of and for the year ended December 31, 2023 included in our Annual Report.

Contractual Obligations. Our long-term contractual obligations generally include our credit agreements and other debt facilities, lease payments and financing obligations on certain of our premises and equipment, purchase obligations of the Restaurant Group and payments to our Manager.

Operating lease payments include the expected future rent payments of the Company and its operating subsidiaries, primarily for the Restaurant Group. The operating leases are accounted for pursuant to ASC 842 *Leases*.

Purchase obligations include agreements to purchase goods or services that are enforceable, are legally binding and specify all significant terms, including fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. The Restaurant Group has unconditional purchase obligations with various vendors, primarily related to food and beverage obligations with fixed commitments in regard to the time period of the contract and the quantities purchased with annual price adjustments that can fluctuate. Future purchase obligations are estimated by assuming historical purchase activity over the remaining, non-cancellable terms of the various agreements. For agreements with minimum purchase obligations, at least the minimum amounts we are legally required to purchase are included. These agreements do not include fixed delivery terms. We used both historical and projected volume and pricing as of June 30, 2024 to determine the amount of these obligations.

On February 26, 2024, the Company, Cannae LLC and Trasimene entered into the Third Amended MSA. The Third Amended MSA amends the management services agreement primarily to (i) provide for a termination of the agreement by the Company effective June 30, 2027, (ii) reduce the management fee to a fixed amount of $7.6 million annually effective beginning July 2, 2024 and (iii) provide for payment of the termination fee under the agreement of $20 million to be paid by the Company to Trasimene in installments of $6.7 million annually over the three-year period ended July 1, 2026. The Third Amended has a termination date of June 30, 2027 unless earlier terminated by the Company or Trasimene.

Restaurant Group financing obligations include its agreements to lease its corporate office and certain restaurant equipment, which are accounted for as failed sale and leaseback transactions.

As of June 30, 2024, our required future payments relating to these contractual obligations were as follows:

	2024	2025	2026	2027	2028	Thereafter	Total
				(In millions)			
Operating lease payments	$ 12.4	$ 24.0	$ 22.6	$ 21.0	$ 19.0	$ 126.2	$ 225.2
Unconditional purchase obligations	29.7	9.8	6.6	2.9	0.9	—	49.9
Notes payable	1.0	60.8	11.8	0.5	2.4	1.9	78.4
Fees payable to Manager	15.7	13.2	13.1	3.8	—	—	45.8
Restaurant Group financing obligations	0.7	1.2	1.2	1.3	1.3	7.2	12.9
Total	$ 59.5	$ 109.0	$ 55.3	$ 29.5	$ 23.6	$ 135.3	$ 412.2

Capital Stock Transactions. On August 3, 2022, our Board authorized a three-year stock repurchase program (the "2022 Repurchase Program"), under which the Company may repurchase up to 10.0 million shares of its common stock. Purchases may be made from time to time in the open market at prevailing prices or in privately negotiated transactions through August 3, 2025. The repurchase program does not obligate the Company to acquire any specific number of shares and may be suspended or terminated at any time.

We repurchased 300,000 shares of Cannae common stock for $5.6 million, or an average of $18.80 per share pursuant to the 2022 Repurchase Program during the three months ended June 30, 2024. Since the original commencement of the 2022 Repurchase Program through market close on June 30, 2024, we have repurchased a total of 7,704,537 shares of Cannae common stock for approximately $151.0 million in the aggregate, or an average of $19.59 per share. As of the date of this Quarterly Report, there are 2,295,463 shares available for repurchase under the 2022 Repurchase Program.

On October 29, 2023, our Board authorized a new stock repurchase program, (the "2023 Repurchase Program"), under which the Company may repurchase up to 10.0 million shares of its common stock. Purchases may be made from time to time in the open market at prevailing prices or in privately negotiated transactions. The repurchase program does not obligate us to acquire any specific number of shares and may be suspended or terminated at any time. The 2023 Repurchase Program does not supersede or impact the repurchase capacity under the 2022 Repurchase Program. We have not made any purchases under the 2023 Repurchase Program. As of the date of this Quarterly Report, there are 10.0 million shares available for repurchase under the 2023 Repurchase Program.

On February 21, 2024, we issued 1.85 million shares of common stock of the Company from the Company's treasury and paid $18.3 million in cash, in the aggregate, to certain partners of JANA Partners Capital, LLC and JANA Partners Management, LP (together, "JANA") in exchange for a 19.99% equity interest in JANA.

On February 21, 2024, we announced a tender offer to purchase up to $200 million of shares of our common stock at a purchase price of not less than $20.75 per share and not greater than $23.75 per share (the "Tender Offer"). We conducted the Tender Offer through a procedure commonly referred to as a "modified Dutch auction." This procedure allows shareholders to select the price within a price range specified by us at which the shareholders are willing to sell their shares.

On April 1, 2024, the Tender Offer expired and the Company accepted for purchase an aggregate of 9,672,540 shares of its common stock that were properly tendered and not properly withdrawn at or below a purchase price of $22.95 per share for an aggregate cost of $222.0 million, excluding fees and expenses. Included in the 9,672,540 shares of Cannae common stock we accepted for purchase in the Tender Offer are 957,943 shares that Cannae elected to purchase pursuant to its right to purchase up to an additional 2% of its outstanding common stock.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

During the three months ended June 30, 2024, there have been no material changes in the market risks described in Part II, Item 7A "Quantitative and Qualitative Disclosures about Market Risk" in our Annual Report on Form 10-K for the year ended December 31, 2023.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report, we carried out an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is: (a) recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms; and (b) accumulated and communicated to management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the quarter ended June 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II: OTHER INFORMATION

Item 1. Legal Proceedings

See discussion of legal proceedings in Note H - *Commitments and Contingencies* to the Condensed Consolidated Financial Statements included in Item 1 of Part I of this Quarterly Report, which is incorporated by reference into this Item 1 of Part II.

Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in "Item 1A. Risk Factors" included in our Annual Report on Form 10-K for the year ended December 31, 2023, which are hereby incorporated by reference.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

There were no unregistered sales of equity securities sold during the period covered by this Quarterly Report that were not previously included in a Current Report on Form 8-K.

The following table summarizes repurchases of equity securities by the Company during the three months ended June 30, 2024:

Period	Total Number of Shares Purchased [3]	Average Price Paid per Share [3]	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs [1][2][3]	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs [4]
4/1/2024 - 4/30/2024	9,672,540	$ 23.11	—	12,595,463
5/1/2024 - 5/31/2024	300,000	$ 18.80	300,000	12,295,463
6/1/2024 - 6/30/2024	—	$ —	—	12,295,463
Total	9,972,540	$ 22.98	300,000	

(1) On August 3, 2022, our Board approved the 2022 Repurchase Program, under which we may purchase up to 10 million shares of our CNNE common stock through August 3, 2025.

(2) On October 29, 2023, our Board approved the 2023 Repurchase Program, under which we may purchase up to 10 million shares of our CNNE common stock.

(3) On April 1, 2024, we completed the Tender Offer through a procedure commonly referred to as a "modified Dutch auction" to purchase 9,672,540 shares of our CNNE common stock at a price of $23.11 per share, inclusive of transaction fees.

(4) As of the last day of the applicable month.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

During the three months ended June 30, 2024, no director or officer of the Company adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as each term is defined in Item 408(a) of Regulation S-K.

Item 6. Exhibits

(a) Exhibits:

EXHIBIT INDEX

2.1	Plan of Conversion (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K, filed June 20, 2024).
3.1	Articles of Incorporation of Cannae Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K, filed June 20, 2024).
3.2	Bylaws of Cannae Holdings, Inc. (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, filed June 20, 2024).
10.1	Amended and Restated 2017 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K, filed June 20, 2024).
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification by Principal Executive Officer of Periodic Financial Reports pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.
32.2*	Certification by Chief Financial Officer of Periodic Financial Reports pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350.
101.INS**	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
104	Cover Page Interactive Data File formatted in Inline XBRL and contained in Exhibit 101.

* Furnished herewith in accordance with Item 601(b)(32) of Regulation S-K.
** The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document.
† Indicates management contract or compensatory plan or arrangement.

SIGNATURES

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 thereunto duly authorized.

Date: August 8, 2024	CANNAE HOLDINGS, INC. (registrant)
	By: */s/ Bryan D. Coy* Bryan D. Coy Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 31.1

CERTIFICATIONS

I, Ryan R. Caswell, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cannae Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 8, 2024

By: */s/ Ryan R. Caswell*

Ryan R. Caswell
President and Principal Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Bryan D. Coy, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Cannae Holdings, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 8, 2024

By: */s/ Bryan D. Coy*

Bryan D. Coy
Chief Financial Officer and Principal Financial Officer

Exhibit 32.1

CERTIFICATION OF PERIODIC FINANCIAL REPORTS PURSUANT TO 18 U.S.C. §1350

The undersigned hereby certifies that he is the duly appointed and acting Principal Executive Officer of Cannae Holdings, Inc., a Delaware corporation (the "Company"), and hereby further certifies as follows.

1. The periodic report containing financial statements to which this certificate is an exhibit fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934.

2. The information contained in the periodic report to which this certificate is an exhibit fairly presents, in all material respects, the financial condition and results of operations of the Company.

In witness whereof, the undersigned has executed and delivered this certificate as of the date set forth opposite his signature below.

Date: August 8, 2024

By: */s/ Ryan R. Caswell*
Ryan R. Caswell
President and Principal Executive Officer

Exhibit 32.2

CERTIFICATION OF PERIODIC FINANCIAL REPORTS PURSUANT TO 18 U.S.C. §1350

The undersigned hereby certifies that he is the duly appointed and acting Chief Financial Officer of Cannae Holdings, Inc., a Delaware corporation (the "Company"), and hereby further certifies as follows.

1. The periodic report containing financial statements to which this certificate is an exhibit fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934.

2. The information contained in the periodic report to which this certificate is an exhibit fairly presents, in all material respects, the financial condition and results of operations of the Company.

In witness whereof, the undersigned has executed and delivered this certificate as of the date set forth opposite his signature below.

Date: August 8, 2024

By: */s/ Bryan D. Coy*

Bryan D. Coy
Chief Financial Officer and Principal Financial Officer