

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>THOMAS H. LEE ADVISORS, LLC</u> (Last) (First) (Middle) <u>C/O THOMAS H. LEE PARTNERS, L.P.</u> <u>100 FEDERAL STREET, 35TH FLOOR</u> (Street) <u>BOSTON</u> <u>MA</u> <u>02110</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Dun & Bradstreet Holdings, Inc.</u> [<u>DNB</u>]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/15/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/15/2022		J ⁽¹⁾		9,515,754 ⁽¹⁾	A	\$19.8848 ⁽¹⁾	57,867,617 ⁽²⁾	I	See Footnotes ⁽³⁾⁽⁴⁾⁽⁵⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	V	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person* <u>THOMAS H. LEE ADVISORS, LLC</u> (Last) (First) (Middle) <u>C/O THOMAS H. LEE PARTNERS, L.P.</u> <u>100 FEDERAL STREET, 35TH FLOOR</u> (Street) <u>BOSTON</u> <u>MA</u> <u>02110</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>HAGERTY THOMAS M</u> (Last) (First) (Middle) <u>C/O THOMAS H. LEE PARTNERS, L.P.</u> <u>100 FEDERAL STREET, 35TH FLOOR</u> (Street) <u>BOSTON</u> <u>MA</u> <u>02110</u> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Rao Gnaneshwar B.</u> (Last) (First) (Middle) <u>C/O THOMAS H. LEE PARTNERS, L.P.</u>

100 FEDERAL STREET, 35TH FLOOR

(Street)

BOSTON

MA

02110

(City)

(State)

(Zip)

Explanation of Responses:

1. See Exhibit 99.1 for text of footnote (1).
2. See Exhibit 99.1 for text of footnote (2).
3. See Exhibit 99.1 for text of footnote (3).
4. See Exhibit 99.1 for text of footnote (4).
5. See Exhibit 99.1 for text of footnote (5).

Remarks:

Exhibit 99.1 (Form 4 Footnotes) and Exhibit 99.2 (Joint Filer Information) are incorporated herein by reference. This Form 4 is the second of two Forms 4 being filed relating to the same event. The Form 4 has been split into two filings because there are more than 10 Reporting Persons in total, and the SEC's EDGAR filing system limits a single Form 4 to a maximum of 10 Reporting Persons. Each Form 4 will be filed by Designated Filer Thomas H. Lee Advisors, LLC.

[See Exhibit 99.2 for
Signatures](#)

[02/17/2022](#)

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Name and Address of Reporting Person: Thomas H. Lee Advisors, LLC
c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02210

Issuer Name and Ticker or Trading Symbol: Dun & Bradstreet Holdings, Inc. [DNB]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): February 17, 2022

Footnotes to Form 4

(1) On February 15 2022, pursuant to that certain Purchase Agreement dated as of February 15, 2022, by and among Black Knight, Inc., Optimal Blue I LLC, the "Blocker Owners" set forth on Schedule I thereto, Cannae Holdings, LLC, solely for the purposes of the sections set forth therein, Thomas H. Lee Equity Fund VIII, L.P. ("THL Equity VIII"), Thomas H. Lee Parallel Equity Fund VIII, L.P. ("Parallel Fund VIII"), THL Executive Fund VIII, L.P. ("Executive Fund VIII") and THL Fund VIII Coinvestment Partners, L.P. ("Coinvestment VIII") acquired 3,155,028, 5,744,897, 240,876 and 374,953 shares of Class A Common Stock, respectively, of the issuer in exchange for providing cash consideration and the Blocker Owners' equity in Optimal Blue Holdco, LLC to Black Knight, Inc. (the "Transaction").

(2) Following the Transaction, the THL Funds (as defined below) directly hold shares of Class A Common Stock of the issuer as follows: THL Equity VIII directly holds 14,258,985 shares of Class A Common Stock; Parallel Fund VIII directly holds 25,963,759 shares of Class A Common Stock; Executive Fund VIII directly holds 1,088,627 shares of Class A Common Stock; Coinvestment VIII directly holds 1,694,579 shares of Class A Common Stock; and THL Equity Fund VIII Investors (D&B), L.P. ("Equity Fund VIII (D&B)") directly holds 14,861,667 shares of Class A Common Stock.

(3) This report is filed by the following Reporting Persons: Thomas H. Lee Advisors, LLC ("THL Advisors"), THL Equity VIII, Parallel Fund VIII, Coinvestment VIII, Executive Fund VIII, Equity Fund VIII (D&B), THL Equity Advisors VIII, LLC ("Equity Advisors"), Thomas H. Lee Partners, L.P. ("THL Partners"), THL Holdco, LLC ("THL Holdco"), and THL Managers VIII, LLC ("THL Managers VIII") (collectively with their affiliates, the "THL Funds"); Thomas M. Hagerty; and Gnaneshwar B. Rao. This Form 4 is in two parts and is jointly filed with the Reporting Persons in both parts. See Remarks.

(4) THL Holdco is the managing member of THL Advisors, which is in turn the general partner of THL Partners, which in turn is the general partner of Coinvestment VIII, the managing member of THL Manager VIII and is the sole member of Equity Advisors, which in turn is the general partner of the THL Equity VIII, Parallel Fund VIII, Executive Fund VIII and Equity Fund VIII (D&B). Each of Mr. Hagerty and Mr. Rao is a Managing Director of THL Partners. Solely for purposes of Section 16 of the Securities Exchange Act of 1934, the THL Funds may be deemed directors by deputization.

(5) Represents awards of restricted common stock granted to Mr. Hagerty and Mr. Rao, in the aggregate, for their service on the board of directors of the issuer. Pursuant to the operative agreements among certain of the THL Funds, any securities issued to persons serving as directors of portfolio companies of THL Funds, such as the issuer, are held for the benefit of the THL Funds.

(6) The Reporting Persons disclaim beneficial ownership of the reported securities except to the extent of their respective pecuniary interests therein, and each of the Reporting Persons fully disclaim beneficial ownership of any shares of Class A Common Stock acquired by persons unaffiliated with the THL Funds or their respective affiliates pursuant to the Transaction.

Exhibit 99.2
Joint Filer Information

Name of Joint Filer: Thomas H. Lee Advisors, LLC

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer to Issuer: 10% Owner
Director

Issuer Name and Ticker or Trading Symbol: Dun & Bradstreet Holdings, Inc. [DNB]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): February 17, 2022

Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

THOMAS H. LEE ADVISORS, LLC
By: THL Holdco, LLC, its Managing Member

By: /s/ Michael McDonnell

Name: Michael McDonnell
Title: Chief Financial Officer, Management Company

Dated: February 17, 2022

Exhibit 99.2
Joint Filer Information
(continued)

Name of Joint Filer: Thomas H. Lee Equity Fund VIII, L.P.

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer to Issuer: 10% Owner
Director

Issuer Name and Ticker or Trading Symbol: Dun & Bradstreet Holdings, Inc. [DNB]

Date of Earliest Transaction Required to be Reported (Month/Day/Year): February 17, 2022

Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

THOMAS H. LEE EQUITY FUND VIII, L.P.
By: THL Equity Advisors VIII, LLC, its General Partner
By: Thomas H. Lee Partners, L.P., its Sole Member
By: Thomas H. Lee Advisors, LLC, its General Partner
By: THL Holdco, LLC, its Managing Member

By: /s/ Michael McDonnell

Name: Michael McDonnell
Title: Chief Financial Officer, Management Company

Dated: February 17, 2022

Exhibit 99.2
Joint Filer Information
(continued)

Name of Joint Filer: Thomas H. Lee Parallel Fund VIII, L.P.

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.

100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer
to Issuer:

10% Owner
Director

Issuer Name and Ticker or
Trading Symbol:

Dun & Bradstreet Holdings, Inc. [DNB]

Date of Earliest Transaction
Required to be Reported
(Month/Day/Year):

February 17, 2022

Designated Filer:

Thomas H. Lee Advisors, LLC

Signature:

THOMAS H. LEE PARALLEL FUND VIII, L.P.

By: THL Equity Advisors VIII, LLC, its General Partner

By: Thomas H. Lee Partners, L.P., its Sole Member

By: Thomas H. Lee Advisors, LLC, its General Partner

By: THL Holdco, LLC, its Managing Member

By: /s/ Michael McDonnell

Name: Michael McDonnell

Title: Chief Financial Officer, Management Company

Dated: February 17, 2022

Exhibit 99.2
Joint Filer Information
(continued)

Name of Joint Filer:

THL Fund VIII Coinvestment Partners, L.P.

Address of Joint Filer:

c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer
to Issuer:

10% Owner
Director

Issuer Name and Ticker or
Trading Symbol:

Dun & Bradstreet Holdings, Inc. [DNB]

Date of Earliest Transaction
Required to be Reported
(Month/Day/Year):

February 17, 2022

Designated Filer:

Thomas H. Lee Advisors, LLC

Signature:

THL FUND VIII COINVESTMENT PARTNERS, L.P.

By: Thomas H. Lee Partners, L.P., its General Partner

By: Thomas H. Lee Advisors, LLC, its General Partner

By: THL Holdco, LLC, its Managing Member

By: /s/ Michael McDonnell

Name: Michael McDonnell

Title: Chief Financial Officer, Management Company

Dated: February 17, 2022

Exhibit 99.2
Joint Filer Information
(continued)

Name of Joint Filer:

THL Executive Fund VIII, L.P.

Address of Joint Filer:

c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer
to Issuer:

10% Owner

Director

Issuer Name and Ticker or
Trading Symbol: Dun & Bradstreet Holdings, Inc. [DNB]

Date of Earliest Transaction
Required to be Reported
(Month/Day/Year): February 17, 2022

Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

THL EXECUTIVE FUND VIII, L.P.
By: THL Equity Advisors VIII, LLC, its General Partner
By: Thomas H. Lee Partners, L.P., its Sole Member
By: Thomas H. Lee Advisors, LLC, its General Partner
By: THL Holdco, LLC, its Managing Member

By: /s/ Michael McDonnell

Name: Michael McDonnell
Title: Chief Financial Officer, Management Company

Dated: February 17, 2022

Exhibit 99.2
Joint Filer Information
(continued)

Name of Joint Filer: THL Equity Fund VIII Investors (D&B), L.P.

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer
to Issuer: 10% Owner
Director

Issuer Name and Ticker or
Trading Symbol: Dun & Bradstreet Holdings, Inc. [DNB]

Date of Earliest Transaction
Required to be Reported
(Month/Day/Year): February 17, 2022

Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

THL EQUITY FUND VIII INVESTORS (D&B), L.P.
By: THL Equity Advisors VIII, LLC, its General Partner
By: Thomas H. Lee Partners, L.P., its Sole Member
By: Thomas H. Lee Advisors, LLC, its General Partner
By: THL Holdco, LLC, its Managing Member

By: /s/ Michael McDonnell

Name: Michael McDonnell
Title: Chief Financial Officer, Management Company

Dated: February 17, 2022

Exhibit 99.2
Joint Filer Information
(continued)

Name of Joint Filer: THL Equity Advisors VIII, LLC

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer
to Issuer: 10% Owner
Director

Issuer Name and Ticker or
Trading Symbol: Dun & Bradstreet Holdings, Inc. [DNB]

Date of Earliest Transaction
Required to be Reported
(Month/Day/Year): February 17, 2022

Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

THL EQUITY ADVISORS VIII, LLC
By: Thomas H. Lee Partners, L.P., its Sole Member
By: Thomas H. Lee Advisors, LLC, its General Partner
By: THL Holdco, LLC, its Managing Member

By: /s/ Michael McDonnell

Name: Michael McDonnell
Title: Chief Financial Officer, Management Company

Dated: February 17, 2022

Exhibit 99.2
Joint Filer Information
(continued)

Name of Joint Filer: Thomas H. Lee Partners, L.P.

Address of Joint Filer: 100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer
to Issuer: 10% Owner
Director

Issuer Name and Ticker or
Trading Symbol: Dun & Bradstreet Holdings, Inc. [DNB]

Date of Earliest Transaction
Required to be Reported
(Month/Day/Year): February 17, 2022

Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

THOMAS H. LEE PARTNERS, L.P.
By: Thomas H. Lee Advisors, LLC, its General Partner
By: THL Holdco, LLC, its Managing Member

By: /s/ Michael McDonnell

Name: Michael McDonnell
Title: Chief Financial Officer, Management Company

Dated: February 17, 2022

Exhibit 99.2
Joint Filer Information
(continued)

Name of Joint Filer: THL Managers VIII, LLC

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer
to Issuer: 10% Owner
Director

Issuer Name and Ticker or
Trading Symbol: Dun & Bradstreet Holdings, Inc. [DNB]

Date of Earliest Transaction
Required to be Reported
(Month/Day/Year): February 17, 2022

Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

THL MANAGERS VIII, LLC

By: Thomas H. Lee Partners, L.P., its Managing Member

By: Thomas H. Lee Advisors, LLC, its General Partner

By: THL Holdco, LLC, its Managing Member

By: /s/ Michael McDonnell

Name: Michael McDonnell

Title: Chief Financial Officer, Management Company

Dated: February 17, 2022

Exhibit 99.2
Joint Filer Information
(continued)

Name of Joint Filer: THL Holdco, LLC

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer
to Issuer: 10% Owner
Director

Issuer Name and Ticker or
Trading Symbol: Dun & Bradstreet Holdings, Inc. [DNB]

Date of Earliest Transaction
Required to be Reported
(Month/Day/Year): February 17, 2022

Designated Filer: Thomas H. Lee Advisors, LLC

Signature:

THL HOLDCO, LLC

By: /s/ Michael McDonnell

Name: Michael McDonnell

Title: Chief Financial Officer, Management Company

Dated: February 17, 2022

Exhibit 99.2
Joint Filer Information
(continued)

Name of Joint Filer: Thomas M. Hagerty

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer
to Issuer: Director

Issuer Name and Ticker or
Trading Symbol: Dun & Bradstreet Holdings, Inc. [DNB]

Date of Earliest Transaction
Required to be Reported
(Month/Day/Year): February 17, 2022

Designated Filer: Thomas H. Lee Advisors, LLC

Signature: /s/ Thomas M. Hagerty

Thomas M. Hagerty

Dated: February 17, 2022

Exhibit 99.2
Joint Filer Information
(continued)

Name of Joint Filer: Gnaneshwar B. Rao

Address of Joint Filer: c/o Thomas H. Lee Partners, L.P.
100 Federal Street, 35th Floor
Boston, MA 02110

Relationship of Joint Filer
to Issuer: Director

Issuer Name and Ticker or
Trading Symbol: Dun & Bradstreet Holdings, Inc. [DNB]

Date of Earliest Transaction
Required to be Reported
(Month/Day/Year): February 17, 2022

Designated Filer: Thomas H. Lee Advisors, LLC

Signature: /s/ Gnaneshwar B. Rao

Gnaneshwar B. Rao

Dated: February 17, 2022