

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM S-1

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

### Dun & Bradstreet Holdings, Inc.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**7320**  
(Primary Standard Industrial  
Classification Code Number)

**83-2008699**  
(I.R.S. Employer  
Identification Number)

**103 John F. Kennedy Parkway**  
**Short Hills, New Jersey 07078**  
**(973) 921-5500**

(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive offices)

**Joe A. Reinhardt III**  
**Chief Legal Officer**  
**103 John F. Kennedy Parkway**  
**Short Hills, New Jersey 07078**  
**(973) 921-5500**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

#### Copies to:

**Alexander D. Lynch, Esq.**  
**Barbra J. Broudy, Esq.**  
**Weil, Gotshal & Manges LLP**  
**767 Fifth Avenue**  
**New York, New York 10153**  
**(212) 310-8000 (Phone)**  
**(212) 310-8007 (Fax)**

**Marc D. Jaffe, Esq.**  
**Ian D. Schuman, Esq.**  
**Stelios G. Saffos, Esq.**  
**Latham & Watkins LLP**  
**885 Third Avenue**  
**New York, New York 10022**  
**(212) 906-1894**

**Approximate date of commencement of proposed sale to the public:**  
**As soon as practicable after the effective date of this registration statement.**

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933 check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☒ 333-239050

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

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

Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input checked="" type="checkbox"/>	Smaller reporting company <input type="checkbox"/>
	Emerging growth company <input type="checkbox"/>

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 to Section 7(a)(2)(B) of the Securities Act. ☐

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Security Being Registered	Amount Being Registered(1)	Proposed Maximum Offering Price per Security(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common stock, par value \$0.0001 per share	14,435,112	\$22.00	\$317,572,464	\$41,220.91

- (1) This amount is in addition to the 75,612,500 shares of common stock registered under the registration statement originally declared effective on June 30, 2020 (File No. 333-239050) and includes shares of common stock that may be purchased by the underwriters upon exercise of their option to purchase additional shares of common stock.
- (2) Based on the public offering price.
- (3) The registration fee is calculated in accordance with Rule 457(a) under the Securities Act of 1933, as amended, based on the proposed maximum aggregate offering price.

**The Registrant Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462(b) under the Securities Act of 1933, as amended.**

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## **EXPLANATORY NOTE AND INCORPORATION BY REFERENCE**

This registration statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This registration statement relates to the registrant's prior registration statement on Form S-1 (Registration No. 333-239050), originally filed on June 9, 2020, as amended (together with its exhibits the "Prior Registration Statement"), which was declared effective on June 30, 2020. The Prior Registration Statement is incorporated by reference herein.

## EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>5.1</u></a>	<a href="#"><u>Opinion of Weil, Gotshal &amp; Manges LLP (incorporated by reference to Exhibit 5.1 filed with the Prior Registration Statement).</u></a>
<a href="#"><u>23.1</u></a>	<a href="#"><u>Consent of KPMG LLP, Independent Registered Public Accounting Firm.</u></a>
<a href="#"><u>23.2</u></a>	<a href="#"><u>Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.</u></a>
<a href="#"><u>23.3</u></a>	<a href="#"><u>Consent of Weil, Gotshal &amp; Manges LLP (included in Exhibit 5.1).</u></a>
<a href="#"><u>24.1</u></a>	<a href="#"><u>Power of Attorney (included in signature page to the Prior Registration Statement).</u></a>

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Short Hills, New Jersey, on June 30, 2020.

### DUN & BRADSTREET HOLDINGS, INC.

By: /s/ Joe A. Reinhardt III

Name: Joe A. Reinhardt III

Title: Chief Legal Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on June 30, 2020.

#### Signature

#### Title

\*

Anthony M. Jabbour

Chief Executive Officer and Director  
(Principal Executive Officer)

\*

Bryan T. Hipsher

Chief Financial Officer  
(Principal Financial Officer)

\*

Anthony Pietrontone

Chief Accounting Officer  
(Principal Accounting Officer)

\*

William P. Foley II

Chairman of the Board

\*

Douglas K. Ammerman

Director

\*

Chinh E. Chu

Director

\*

Thomas M. Hagerty

Director

\*

Richard N. Massey

Director

\*

James A. Quella

Director

\*

Ganesh B. Rao

Director

\*By: /s/ Joe A. Reinhardt III

Name: Joe A. Reinhardt III

Title: Attorney-in-fact

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
Dun & Bradstreet Holdings, Inc.:

We consent to the use of our report dated March 25, 2020, except for the increases in authorized common and preferred stock and the common stock split described in Note 21 as to which the date is June 24, 2020, with respect to the consolidated balance sheet of Dun & Bradstreet Holdings, Inc. (formerly Star Intermediate I, Inc.) as of December 31, 2019, the related consolidated statement of operations and comprehensive income (loss), stockholder equity (deficit), and cash flows for the period from January 1, 2019 to December 31, 2019 (Successor period) and of The Dun & Bradstreet Corporation (Predecessor) for the period from January 1, 2019 to February 7, 2019 (Predecessor period), and the related notes, incorporated by reference herein and to the reference to our firm under the heading “Experts” in the prospectus. Our report includes an explanatory paragraph that states that effective February 8, 2019, the Predecessor was acquired in a business combination accounted for using the acquisition method. As a result of the acquisition, the consolidated financial information for the period after the acquisition is presented on a different cost basis than that for the periods before the acquisition and, therefore, is not comparable.

/s/ KPMG LLP  
Short Hills, New Jersey  
June 30, 2020

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## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-1 of our report dated April 1, 2019, except for the change in composition of reportable segments and the change in classification of revenues by customer solution set discussed in Note 1 and Note 16 to the consolidated financial statements, as to which the date is March 16, 2020, relating to the financial statements of The Dun & Bradstreet Corporation, which appears in Amendment No. 3 to the Registration Statement on Form S-1 (No. 333-239050) of Dun & Bradstreet Holdings, Inc. We also consent to the reference to us under the heading “Experts” in Amendment No. 3 to the Registration Statement on Form S-1 (No. 333-239050) incorporated by reference in this Registration Statement.

/s/ PricewaterhouseCoopers LLP

New York, New York  
June 30, 2020

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