

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

FORM 8-K

Current Report
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
Date of Report (date of earliest event reported):
June 12, 2024

Dun & Bradstreet Holdings, Inc.
(Exact name of registrant as specified in its charter)

Commission file number 1-39361

Delaware
(State of
incorporation)

83-2008699
(I.R.S. Employer
Identification No.)

5335 Gate Parkway
Jacksonville, FL 32256
(Address of principal executive offices)

(904) 648-8006
Registrant's telephone number, including area code

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On June 12, 2024, at the Annual Meeting of Stockholders (the “Annual Meeting”) of Dun & Bradstreet Holdings, Inc. (the “Company”), the stockholders of the Company approved an amendment (the “Amendment”) to our Amended and Restated Certificate of Incorporation to limit liability of our officers as permitted by law.

The Amendment allows the Company to exculpate certain corporate officers from liability for breach of the fiduciary duty of care in certain circumstances, as permitted by Section 102(b)(7) of the Delaware General Corporation Law (the “DGCL”). Under the Amendment, the officers who may be exculpated include those who (i) serve as the president, chief executive officer, chief operating officer, chief financial officer, chief legal officer, controller, treasurer or chief accounting officer of the Company at any time during the course of conduct alleged in an action or proceeding to be wrongful, (ii) are or were identified in the corporation’s public filings with the SEC because such person is or was one of the most highly compensated executive officers of the corporation, or (iii) have consented to services of process in Delaware by written agreement (the “Covered Officers”). The Amendment allows for the exculpation of Covered Officers only in connection with direct claims brought by stockholders, including class actions, but does not eliminate such Covered Officers’ monetary liability for breach of fiduciary duty claims brought by the Company itself or for derivative claims brought by stockholders. Further, the Amendment does not limit the liability of officers for any breach of the duty of loyalty to the Company or its stockholders, any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or any transaction from which the officer derived an improper personal benefit.

The foregoing description is a summary and is qualified in its entirety by the full text of the Amendment, which is filed as Exhibit 3.1 hereto, and the pertinent provisions of the DGCL.

Item 5.07. Submission of Matters to a Vote of Security Holders

The Dun & Bradstreet Holdings, Inc. Annual Meeting of Stockholders was held June 12, 2024. As of April 15, 2024, the record date for the Annual Meeting, 442,717,512 shares of common stock of the Company were outstanding and entitled to vote. A quorum of shares of common stock were present or represented at the Annual Meeting. The number of votes cast for, against or withheld, as well as abstentions, if applicable, with respect to each proposal is set out below:

1. To elect eleven directors to serve until the Company’s 2025 Annual Meeting of Shareholders.

	<u>FOR</u>	<u>WITHHELD</u>	<u>BROKER NON-VOTERS</u>
Ellen R. Alemany	314,729,840	51,745,927	45,410,165
Douglas K. Ammerman	332,561,843	33,913,924	45,410,165
Chinh E. Chu	365,713,217	762,550	45,410,165
William P. Foley, II	303,608,569	62,867,198	45,410,165
Thomas M. Hagerty	339,643,449	26,832,318	45,410,165
Anthony M. Jabbour	365,740,714	735,053	45,410,165
Keith J. Jackson	361,783,744	4,692,023	45,410,165
Kirsten M. Kliphouse	366,211,313	264,454	45,410,165
Richard N. Massey	312,240,051	54,235,716	45,410,165
James A. Quella	344,384,401	22,091,366	45,410,165
Ganesh B. Rao	365,721,335	754,432	45,410,165

2. To approve an amendment to our Amended and Restated Certificate of Incorporation to limit liability of our officers as permitted by law.
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FOR
353,225,483

AGAINST
13,231,534

ABSTAIN
18,750

BROKER NON-VOTERS
45,410,165

3. To approve a non-binding advisory resolution on the compensation paid to our named executive officers.

FOR
256,067,651

AGAINST
108,621,618

ABSTAIN
1,786,498

BROKER NON-VOTERS
45,410,165

4. Ratification and appointment of KPMG LLP as the Company's independent registered public accounting firm for the 2024 fiscal year.

FOR
411,835,238

AGAINST
34,067

ABSTAIN
16,627

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

Exhibit Number	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Dun & Bradstreet Holdings, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DUN & BRADSTREET HOLDINGS, INC.

By:

/s/ Joe A. Reinhardt

Joe A. Reinhardt
Chief Legal Officer

Date: June 13, 2024

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF DUN & BRADSTREET HOLDINGS, INC.**

**(Under Section 242 of the
General Corporation Law of the State of Delaware)**

June 12, 2024

Dun & Bradstreet Holdings, Inc. (the “**Corporation**”), a corporation organized and existing under the General Corporation Law of the State of Delaware, as amended (the “**DGCL**”), does hereby certify as follows:

1. The name of the Corporation is Dun & Bradstreet Holdings, Inc.
2. The Amended and Restated Certificate of Incorporation of the Corporation (as amended, the “**Certificate of Incorporation**”) was filed with the Secretary of State of the State of Delaware on February 7, 2019.
3. An amendment to the Certificate of Incorporation to change the name of the Corporation from Star Intermediate 1, Inc. to Dun & Bradstreet Holdings, Inc. was filed with the Secretary of State of the State of Delaware on March 12, 2020.
4. An amendment to the Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 23, 2020.
5. An Amended and Restated Certificate of Incorporation (the “**Amended and Restated Certificate of Incorporation**”) was filed with the Secretary of State of the State of Delaware on July 2, 2020.
6. The board of directors of the Corporation, acting in accordance with the provisions of Sections 141 and 242 of the DGCL, adopted resolutions to amend and restate Article XII of the Amended and Restated Certificate of Incorporation in its entirety so that Article XII, as so amended and restated, shall be and read as follows:

ARTICLE XII

INDEMNITY

The Corporation shall indemnify to the full extent authorized or permitted by law any person made, or threatened to be made, a party to any action or proceeding (whether civil or criminal or otherwise) by reason of the fact that such person is or was a director or officer of the Corporation or by reason of the fact that such director or officer, at the request of the Corporation, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity. Nothing contained herein shall affect any rights to indemnification to which employees other than directors and officers may be entitled by law. No director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such a director or officer in his or her capacity as a director or officer, respectively. Notwithstanding the foregoing sentence, a director or officer shall be liable to the extent provided by applicable law (a)

for any breach of the director's or officer's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) pursuant to Section 174 of the DGCL or (d) for any transaction from which such director or officer derived an improper personal benefit. No amendment to or repeal of this Article XII shall apply to or have any effect on the liability or alleged liability of any director or officer of the Corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment.

7. The foregoing Amendment to the Amended and Restated Certificate of Incorporation of the Corporation was submitted to the stockholders of the Corporation entitled to vote on such matter and was approved by the required vote of such stockholders of the Corporation in accordance with Sections 228 and 242 of the DGCL on June 12, 2024.
8. This Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation, and the amendment contemplated hereby, shall become effective immediately upon being duly filed with the Secretary of State of the State of Delaware.

[The remainder of this page is intentionally left blank]

IN WITNESS WHEREOF, the undersigned, for the purpose of amending the Amended and Restated Certificate of Incorporation of the Corporation pursuant to the DGCL, does hereby declare and certify that this is the act and deed of the Corporation and the facts stated herein are true, and accordingly has hereunto signed this Amendment to the Amended and Restated Certificate of Incorporation of the Corporation this 12th day of June, 2024.

DUN & BRADSTREET HOLDINGS, INC.

By: 
Name: Colleen E. Haley
Title: Corporate Secretary

