

FORM 4

UNITED STATES SECURITIES AND EXCHANGE
COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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☐ 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

| | | | |
|--|---|--|--|
| <div>1. Name and Address of Reporting Person*</div> <div>THOMAS H. LEE ADVISORS, LLC</div> <div>(Last) (First) (Middle)</div> <div>C/O THOMAS H. LEE PARTNERS, L.P.</div> <div>100 FEDERAL STREET, 35TH FLOOR</div> <div>(Street)</div> <div>BOSTON MA 02110</div> <div>(City) (State) (Zip)</div> | <div>2. Issuer Name and Ticker or Trading Symbol</div> <div>Dun & Bradstreet Holdings, Inc. [DNB]</div> | <div>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</div> <div><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner</div> <div>Officer (give title below) Other (specify below)</div> | |
| | <div>3. Date of Earliest Transaction (Month/Day/Year)</div> <div>08/07/2023</div> | | |
| | <div>4. If Amendment, Date of Original Filed (Month/Day/Year)</div> | <div>6. Individual or Joint/Group Filing (Check Applicable Line)</div> <div><input checked="" type="checkbox"/> Form filed by One Reporting Person</div> <div><input type="checkbox"/> Form filed by More than One Reporting Person</div> | |
| | <div>Rule 10b5-1(c) Transaction Indication</div> <div><input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.</div> | | |

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 | 08/07/2023 | | S | | 13,657,926 ⁽⁴⁾ | D | \$11.115 | 35,921,845 ⁽⁵⁾ | I | See Footnotes ⁽¹⁾ (2)(3) |
| Class A Common Stock | | | | | | | | 29,105 ⁽⁶⁾⁽⁸⁾ | D | |
| Class A Common Stock | | | | | | | | 29,105 ⁽⁷⁾⁽⁸⁾ | D | |

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 | | | | | |

| |
|--|
| <div>1. Name and Address of Reporting Person*</div> <div>THOMAS H. LEE ADVISORS, LLC</div> <div>(Last) (First) (Middle)</div> <div>C/O THOMAS H. LEE PARTNERS, L.P.</div> <div>100 FEDERAL STREET, 35TH FLOOR</div> <div>(Street)</div> <div>BOSTON MA 02110</div> <div>(City) (State) (Zip)</div> |
| <div>1. Name and Address of Reporting Person*</div> <div>THL EQUITY ADVISORS VIII, LLC</div> <div>(Last) (First) (Middle)</div> <div>C/O THOMAS H. LEE PARTNERS, L.P.</div> <div>100 FEDERAL STREET, 35TH FLOOR</div> <div>(Street)</div> <div>BOSTON MA 02110</div> <div>(City) (State) (Zip)</div> |

| | | |
|--------|---------|-------|
| (City) | (State) | (Zip) |
|--------|---------|-------|

1. Name and Address of Reporting Person*

[THL Equity Fund VIII Investors \(D&B\), L.P.](#)

(Last)(First)(Middle)

C/O THOMAS H. LEE PARTNERS, L.P.

100 FEDERAL STREET, 35TH FLOOR

(Street)

BOSTONMA02110

(City)(State)(Zip)

1. Name and Address of Reporting Person*

[THL Executive Fund VIII, L.P.](#)

(Last)(First)(Middle)

C/O THOMAS H. LEE PARTNERS, L.P.

100 FEDERAL STREET, 35TH FLOOR

(Street)

BOSTONMA02110

(City)(State)(Zip)

1. Name and Address of Reporting Person*

[THL FUND VIII COINVESTMENT PARTNERS, L.P.](#)

(Last)(First)(Middle)

C/O THOMAS H. LEE PARTNERS, L.P.

100 FEDERAL STREET, 35TH FLOOR

(Street)

BOSTONMA02110

(City)(State)(Zip)

1. Name and Address of Reporting Person*

[THL HOLDCO, LLC](#)

(Last)(First)(Middle)

C/O THOMAS H. LEE PARTNERS, L.P.

100 FEDERAL STREET, 35TH FLOOR

(Street)

BOSTONMA02110

(City)(State)(Zip)

1. Name and Address of Reporting Person*

[THL MANAGERS VIII, LLC](#)

(Last)(First)(Middle)

C/O THOMAS H. LEE PARTNERS, L.P.

100 FEDERAL STREET, 35TH FLOOR

(Street)

BOSTONMA02110

(City)(State)(Zip)

1. Name and Address of Reporting Person*

[THOMAS H LEE PARTNERS LP](#)

(Last)(First)(Middle)

100 FEDERAL STREET, 35TH FLOOR

| | | | |
|----------|---------|-------|-------|
| (Street) | BOSTON | MA | 02110 |
| (City) | (State) | (Zip) | |

1. Name and Address of Reporting Person*

[Thomas H. Lee Equity Fund VIII, L.P.](#)

(Last)(First)(Middle)
C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET, 35TH FLOOR

(Street)
BOSTONMA02110

(City)(State)(Zip)

1. Name and Address of Reporting Person*

[Thomas H. Lee Parallel Fund VIII, L.P.](#)

(Last)(First)(Middle)
C/O THOMAS H. LEE PARTNERS, L.P.
100 FEDERAL STREET

(Street)
BOSTONMA02110

(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).
- 6. See Exhibit 99.1 for text of footnote (6).
- 7. See Exhibit 99.1 for text of footnote (7).
- 8. See Exhibit 99.1 for text of footnote (8).

Remarks:

Exhibit 99.1 (Form 4 Footnotes) and Exhibit 99.2 (Joint Filer Information) are incorporated herein by reference. This Form 4 is the first of two Form 4s 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 is filed by Designated Filer, Thomas H. Lee Advisors, LLC.

** See Exhibit 99.2 for
Signatures

08/09/2023

** 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): August 7, 2023

Footnotes to Form 4

(1) This report is filed by the following Reporting Persons: Thomas H. Lee Advisors, LLC (“THL Advisors”), Thomas H. Lee Equity Fund VIII, L.P. (“THL Equity VIII”), Thomas H. Lee Parallel Fund VIII, L.P. (“Parallel Fund VIII”), THL Fund VIII Coinvestment Partners, L.P. (“Coinvestment VIII”), THL Executive Fund VIII, L.P. (“Executive Fund VIII”), THL Equity Fund VIII Investors (D&B), L.P. (“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.

(2) 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 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, as amended (“Section 16”), the THL Funds may be deemed directors by deputation.

(3) Each of the Reporting Persons disclaims beneficial ownership of all shares of the Issuer for the purposes of Section 16 or for any other purpose, except to the extent of such Reporting Person’s pecuniary interest therein.

(4) Represents shares of Common Stock held directly and sold by the following entities: 3,136,529 shares by THL Equity VIII; 5,711,211 shares by Parallel Fund VIII; 372,754 shares by Coinvestment VIII; 239,464 shares by Executive Fund VIII; and 4,197,968 by Equity Fund VIII (D&B).

(5) Represents shares of Common Stock of the Issuer directly held by the following entities following the transaction: 9,219,160 shares held by THL Equity VIII; 16,786,894 shares held by Parallel Fund VIII; 1,095,632 shares held by Coinvestment VIII; 703,853 shares held by Executive Fund VIII; and 8,116,306 shares held by Equity Fund VIII (D&B).

(6) Represents restricted common stock previously granted by the Issuer to Mr. Hagerty.

(7) Represents restricted common stock previously granted by the Issuer to Mr. Rao.

(8) Pursuant to the operative agreements among certain of the THL Funds, any securities issued to persons serving as directors of portfolio companies of the THL Funds, such as the Issuer, are held for the benefit of the THL Funds.

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): August 7, 2023

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: August 9, 2023

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): August 7, 2023

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: August 9, 2023

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): August 7, 2023

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: August 9, 2023

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): August 7, 2023

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: August 9, 2023

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): August 7, 2023

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: August 9, 2023

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): August 7, 2023

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: August 9, 2023

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): August 7, 2023

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: August 9, 2023

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): | August 7, 2023 |
| 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: August 9, 2023

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): | August 7, 2023 |
| 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: August 9, 2023

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): August 7, 2023

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: August 9, 2023

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): | August 7, 2023 |
| Designated Filer: | Thomas H. Lee Advisors, LLC |

Signature:

/s/ Thomas M. Hagerty

Thomas M. Hagerty

Dated: August 9, 2023

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): | August 7, 2023 |
| Designated Filer: | Thomas H. Lee Advisors, LLC |

Signature:

/s/ Gnaneshwar B. Rao

Gnaneshwar B. Rao

Dated: August 9, 2023