
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 4)*

Dun & Bradstreet Holdings, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

26484T106

(CUSIP Number)

**Michael L. Gravelle c/o Cannae
1701 Village Center Circle,
Las Vegas, NV, 89134
(702) 323-7330**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

03/23/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 26484T106

Name of reporting person

1

Cannae Holdings, Inc.

2

Check the appropriate box if a member of a Group (See Instructions)

	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	SEC use only
	Source of funds (See Instructions)
4	OO
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	<input type="checkbox"/>
	Citizenship or place of organization
6	NEVADA
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	
Beneficially	8 69,048,691.00
Owned by	
Each	Sole Dispositive Power
Reporting	9 0.00
Person	
With:	Shared Dispositive Power
	10 69,048,691.00
	Aggregate amount beneficially owned by each reporting person
11	69,048,691.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	15.6 %
	Type of Reporting Person (See Instructions)
14	CO

SCHEDULE 13D

CUSIP No. 26484T106

	Name of reporting person
1	Cannae Holdings, LLC
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	SEC use only
	Source of funds (See Instructions)
4	OO
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	<input type="checkbox"/>
	Citizenship or place of organization
6	DELAWARE
Number of	7 Sole Voting Power

Shares	
Beneficially	0.00
Owned by	Shared Voting Power
Each	8
Reporting	69,048,691.00
Person	Sole Dispositive Power
With:	9
	0.00
	Shared Dispositive Power
	10
	69,048,691.00
	Aggregate amount beneficially owned by each reporting person
11	69,048,691.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	15.6 %
	Type of Reporting Person (See Instructions)
14	OO

SCHEDULE 13D

CUSIP No. 26484T106

	Name of reporting person
1	DNB Holdco, LLC
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input checked="" type="checkbox"/> (b)
3	SEC use only
	Source of funds (See Instructions)
4	OO
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	<input type="checkbox"/>
	Citizenship or place of organization
6	DELAWARE
	Sole Voting Power
7	0.00
	Shared Voting Power
Number of	8
Shares	69,048,691.00
Beneficially	Sole Dispositive Power
Owned by	9
Each	0.00
Reporting	Shared Dispositive Power
Person	10
With:	69,048,691.00
	Aggregate amount beneficially owned by each reporting person
11	

69,048,691.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12



Percent of class represented by amount in Row (11)

13

15.6 %

Type of Reporting Person (See Instructions)

14

OO

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock, par value \$0.0001 per share

Name of Issuer:

(b)

Dun & Bradstreet Holdings, Inc.

Address of Issuer's Principal Executive Offices:

(c)

5335 Gate Parkway, Jacksonville, FLORIDA , 32256.

Item 1 This Amendment No. 4 ("Amendment No. 4") amends the statement on Schedule 13D originally filed by Cannae Holdings, Inc., Cannae Holdings, LLC and DNB Holdco, LLC (each individually a "Reporting Person" and collectively, the "Reporting Persons") on February 25, 2022 and as amended on July 11, 2022 and January 27, 2023 and March 18, 2024 (as amended from time to time, the "Schedule 13D"), and relates to common stock, par value \$0.0001 per share ("Common Stock"), of Dun & Bradstreet Holdings, Inc. (the "Issuer" or the "Company"). Except as specifically provided herein, this Amendment No. 4 does not modify any of the information previously reported in the Schedule 13D. Unless otherwise indicated, each capitalized term used but not defined in this Amendment No. 4 shall have the meaning assigned to such term in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is supplemented as follows: The information provided in Item 6 is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

This Item 5(a) is amended and supplemented as follows: The calculation in this Amendment No. 4 of the percentage of Common Stock outstanding beneficially owned by a Reporting Person or a Schedule A Person, as the case may be, is based on (i) 441,516,369 shares of Common Stock outstanding as of February 14, 2025, as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 21, 2025, plus (ii) in the case of any Schedule A Persons, to the knowledge of the Reporting Persons, the number of shares of Common Stock issuable upon the exercise of options owned by such Schedule A Person, if any.

(a)

This Item 5(b) is amended and supplemented as follows: As of the date of this Amendment No. 4, the Reporting Persons beneficially owned an aggregate of 69,048,691 shares of Common Stock, which represents approximately 15.6% of the outstanding shares of Common Stock, and is comprised of 34,048,691 shares directly held by DNB Holdco, LLC and 35,000,000 shares directly held by Cannae Funding D, LLC, a wholly-owned subsidiary of DNB Holdco, LLC.

(b)

This Item 5(c) is amended and supplemented as follows: No transactions with respect to the shares of Common Stock were effected during the past sixty days by any of the Reporting Persons or Schedule A persons, except as set forth in Schedule A.

(c)

Not Applicable

(d)

Not Applicable

(e)

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

On March 23, 2025, the Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement") with Denali Intermediate Holdings, Inc., and Denali Buyer, Inc., whereby, subject to the terms thereof, Denali Buyer, Inc. will merge with the Issuer (the "Merger"), with the Issuer surviving the Merger as a direct wholly owned subsidiary of Denali Intermediate Holdings, Inc. Concurrently with the execution of the Merger Agreement, on March 23, 2025, Cannae Holdings, Inc. (the "Supporting Stockholder") entered into a Voting and Support Agreement (the "Voting and Support Agreement") with the Issuer and Denali Intermediate Holdings, Inc., with respect to Shares owned of record or beneficially by the Supporting Stockholder (collectively, the "Owned Shares"). Pursuant to the Voting and Support Agreement, among other things, the Supporting Stockholder has agreed to vote all of its Owned Shares in favor of the

Merger, the adoption of the Merger Agreement, each of the other actions contemplated by the Merger Agreement or necessary or desirable in furtherance of the Merger and the other transactions contemplated by the Merger Agreement and against any action or agreement that could reasonably be expected to result in any of the conditions to the consummation of the Merger under the Merger Agreement not being fulfilled. In the event the Issuer's board of directors changes its recommendation that the Company's stockholders vote to adopt the Merger Agreement and approve the Merger, the Supporting Stockholder may vote its shares with respect to the above matters in any manner it chooses. In addition, the Supporting Stockholder has agreed not to take certain actions, including (i) tendering any Owned Shares into any tender or exchange offer, (ii) transferring any Owned Shares (subject to certain exceptions, including as noted below), (iii) granting any proxies or powers of attorneys or (iv) taking any action that would make any representation or warranty of such Supporting Stockholder contained in the Voting and Support Agreement untrue or incorrect in any material respect or have the effect of preventing or disabling such Supporting Stockholder from performing its obligations under the Voting and Support Agreement in any material respect. Pursuant to the Voting and Support Agreement, the Supporting Stockholder is permitted to sell up to 10,000,000 of the Owned Shares prior to completion of the Merger or termination of the Merger Agreement in accordance with its terms.

Item 7. Material to be Filed as Exhibits.

Voting and Support Agreement, dated March 23, 2025, by and among Dun & Bradstreet Holdings, Inc., Denali Intermediate Holdings, Inc. and Cannae Holdings, Inc.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Cannae Holdings, Inc.

Signature: /s/ Michael L. Gravelle

Name/Title: Michael L. Gravelle/ Executive Vice President,
General Counsel and Corporate Secretary

Date: 03/25/2025

Cannae Holdings, LLC

Signature: /s/ Michael L. Gravelle

Name/Title: Michael L. Gravelle/ Managing Director, General
Counsel and Corporate Secretary

Date: 03/25/2025

DNB Holdco, LLC

Signature: /s/ Michael L. Gravelle

Name/Title: Michael L. Gravelle/ Executive Vice President
and General Counsel

Date: 03/25/2025