

DUN & BRADSTREET CORP/NW
Form 8-K
September 24, 2018

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): September 24, 2018 (September 22, 2018)

THE DUN & BRADSTREET CORPORATION

(Exact name of registrant as specified in its charter)

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

**1-15967
(Commission
File Number)**

**22-3725387
(IRS Employer
Identification No.)**

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103 JFK Parkway, Short Hills, NJ **07078**
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code: (973) 921-5500

(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))

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 8.01 Other Events.

On September 24, 2018, The Dun & Bradstreet Corporation (the Company) issued a press release announcing the expiration of the 45-day go-shop period pursuant to the terms of the previously announced Agreement and Plan of Merger, dated as of August 8, 2018, by and among the Company, Star Parent, L.P. and Star Merger Sub, Inc. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Forward-Looking Statements:

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements are often identified by words such as anticipate, approximate, believe, commit, continue, could, expect, future, goal, guidance, hope, intend, may, outlook, plan, project, potential, should, similar words or expressions.

Such forward-looking statements are inherently uncertain, and stockholders and other potential investors must recognize that actual results may differ materially from the Company's expectations as a result of a variety of factors. Such forward-looking statements are based upon management's current expectations and include known and unknown risks, uncertainties and other factors, many of which the Company is unable to predict or control, that may cause the Company's actual results, performance, or plans to differ materially from any future results, performance or plans expressed or implied by such forward-looking statements. Risks and uncertainties related to the proposed transaction include, but are not limited to, the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement; the failure of the parties to satisfy conditions to completion of the proposed transaction, including the failure of the Company's stockholders to approve the proposed transaction or the failure of the parties to obtain required regulatory approvals; the risk that regulatory or other approvals are delayed or are subject to terms and conditions that are not anticipated; reliance on third parties to support critical components of the Company's business model; the Company's ability to protect its information technology infrastructure against cyber attack and unauthorized access; risks associated with potential violations of the Foreign Corrupt Practices Act and similar laws; customer demand for the Company's products; risks associated with recent changes in the Company's executive management team and Board of Directors; the integrity and security of the Company's global databases and data centers; the Company's ability to maintain the integrity of its brand and reputation; future laws or regulations with respect to the collection, compilation, storage, use, cross-border transfer, publication and/or sale of information and adverse publicity or litigation concerning the commercial use of such information; the effects of foreign and evolving economies, exchange rate fluctuations, legislative or regulatory requirements and the implementation or modification of fees or taxes to collect, compile, store, use, transfer cross-border, publish and/or sell data; the impact of the announcement of, or failure to complete, the proposed transaction on our relationships with employees, customers, suppliers, vendors and other business partners; and potential or actual litigation. In addition, these statements involve risks, uncertainties, and other factors detailed from time to time in the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed or furnished with the Securities and Exchange Commission (the SEC).

Many of these factors are beyond the Company's control. The Company cautions investors that any forward-looking statements made by the Company are not guarantees of future performance. The Company disclaims any obligation to update any such factors or to announce publicly the results of any revisions to any of the forward-looking statements to reflect future events or developments.

Additional Information and Where to Find It:

The Company has filed with the SEC a preliminary proxy statement and will file with the SEC and mail to its stockholders a definitive proxy statement in connection with the proposed transaction. We urge investors and security holders to read the preliminary proxy statement and the definitive proxy statement when it becomes available, because

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the preliminary proxy statement contains, and the definitive proxy statement will contain, important information regarding the proposed transaction. You may obtain a free copy of the documents filed by the Company with the SEC at the SEC's website at www.sec.gov. You also may obtain the documents filed by the Company with the SEC relating to the proposed transaction for free by accessing the Company's website at www.dnb.com by clicking on the link for Investor Relations, then clicking on the link for Financial Information and selecting SEC Filings.

Participants in the Solicitation:

The Company and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the Company's stockholders in connection with the proposed transaction. Information regarding the interests of these directors and executive officers in the proposed transaction will be included in the definitive proxy statement when it is filed with the SEC. You may also find information about the interests of these directors and executive officers in the proposed transaction in the Company's preliminary proxy statement, which was filed with the SEC on September 12, 2018. You can obtain free copies of these documents from the Company using the information above.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are filed with this report.

| Exhibit No. | Description of Exhibit |
|--------------------|---|
| 99.1 | <u>Press Release, dated September 24, 2018.</u> |

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 hereunto duly authorized.

The Dun & Bradstreet Corporation

By: /s/ Richard S. Mattessich
Vice President, Associate General
Counsel and Chief Compliance Officer

DATE: September 24, 2018