

DUN & BRADSTREET CORP/NW  
Form DEFM14A  
October 02, 2018

Use these links to rapidly review the document

[TABLE OF CONTENTS](#)

[TABLE OF CONTENTS](#)

[Table of Contents](#)

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material pursuant to §240.14a-12

**THE DUN & BRADSTREET CORPORATION**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
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(4) Proposed maximum aggregate value of transaction:

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o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Table of Contents

## THE DUN & BRADSTREET CORPORATION

October 2, 2018

Dear Stockholder:

You are cordially invited to attend a special meeting of the stockholders of The Dun & Bradstreet Corporation ("D&B") to be held at The Hilton Short Hills, 41 John F. Kennedy Parkway, Short Hills, NJ 07078 on November 7, 2018 at 8:00 a.m., Eastern Time (the "special meeting").

At the special meeting, stockholders will be asked to consider and vote on a proposal to adopt the Agreement and Plan of Merger, dated as of August 8, 2018 (as amended or modified from time to time, the "merger agreement"), among D&B, Star Parent, L.P. ("Parent") and Star Merger Sub, Inc. ("Merger Sub"). Subject to the terms and conditions of the merger agreement, Merger Sub will be merged with and into D&B and D&B will survive the merger as a wholly owned subsidiary of Parent (the "merger"). Parent and Merger Sub were formed by affiliates of CC Capital Partners LLC ("CC Capital") and Bilcar, LLC ("Bilcar") and, as of immediately prior to the closing of the merger, will be owned by affiliates of each of CC Capital, Bilcar, Cannae Holdings, Inc. ("Cannae") and funds affiliated with Thomas H. Lee Partners, L.P. (collectively, "THL") and certain other co-investors (collectively, the "Investor Group").

If the merger is completed, our stockholders will have the right to receive \$145.00 in cash, without interest and subject to any applicable withholding taxes, for each share of common stock, par value \$0.01 per share, of D&B ("D&B common stock"), other than excluded shares (as defined in the accompanying proxy statement), that they own immediately prior to the effective time of the merger, which represents a premium of approximately 30% to D&B's closing share price of \$111.63 on February 12, 2018 (the "unaffected date"), which was the last day of trading prior to D&B's announcement of the departure of its Chairman and CEO on February 12, 2018 and public indication on February 13, 2018 of its willingness to consider all options for value creation that may be identified. Approval of the proposal to adopt the merger agreement requires the affirmative vote of the holders of a majority of the outstanding shares of D&B common stock entitled to vote thereon.

D&B common stock is listed on the New York Stock Exchange (the "NYSE") under the symbol "DNB". The closing price of D&B common stock on the NYSE on September 28, 2018, the most recent practicable date prior to the date of the accompanying proxy statement, was \$142.51 per share.

The D&B board of directors (the "Board") has reviewed and considered the terms and conditions of the merger agreement and the merger and has unanimously (i) determined that the merger is fair to, and in the best interests of, D&B and its stockholders, (ii) approved and declared advisable the merger agreement and the merger, and (iii) resolved to recommend that the merger agreement be adopted by D&B's stockholders. The Board made its determination after consultation with its outside legal counsel and financial advisor and consideration of a number of factors more fully described in the accompanying proxy statement. **The Board recommends that you vote "FOR" the proposal to adopt the merger agreement.**

At the special meeting, stockholders will also be asked to vote on (i) a proposal to approve, on a non-binding, advisory basis, certain compensation that will or may be paid to D&B's named executive officers by D&B based on or otherwise relating to the merger ("the named executive officer merger-related compensation proposal"), as required by the rules adopted by the U.S. Securities and Exchange Commission (the "SEC") and (ii) a proposal to approve an adjournment of the special meeting, from time to time, if necessary or appropriate, to solicit additional votes for the approval of the proposal to adopt the merger agreement. **The Board recommends that you vote "FOR" each of these proposals.**

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### Table of Contents

The Board is soliciting your proxy to assure that a quorum is present and that your shares are represented and voted at the special meeting and any postponement or adjournment thereof.

If your shares are held in "street name," you should instruct your bank, brokerage firm or other nominee how to vote your shares on each proposal in accordance with your voting instruction form.

The merger cannot be completed unless D&B stockholders adopt the merger agreement. **Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend the special meeting in person, please submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the special meeting. If you attend the special meeting and vote in person, your vote by ballot will revoke any proxy previously submitted. If you fail to return your proxy card and you are a holder of record on the record date, unless you attend the special meeting in person, the effect will be that your shares of common stock will not be considered present at the special meeting for the purpose of determining whether a quorum is present at the special meeting and will have the same effect as a vote "AGAINST" the adoption of the merger agreement. Similarly, if you hold your shares in "street name" and fail to instruct your bank, brokerage firm or other nominee how to vote your shares, your shares will not be counted for purposes of determining whether a quorum is present and will have the same effect as a vote "AGAINST" the adoption of the merger agreement.**

The accompanying proxy statement contains detailed information about D&B, the special meeting, the merger agreement, the merger and the named executive officer merger-related compensation proposal. A copy of the merger agreement is attached as **Annex A** to the accompanying proxy statement and incorporated therein by reference. We urge you to, and you should, read the entire proxy statement carefully, including the merger agreement and the other annexes and the documents referred to or incorporated by reference in the accompanying proxy statement. You may obtain additional information about D&B from documents we have filed with the SEC.

If you have any questions or need assistance voting your shares of our common stock, please contact Morrow Sodali LLC ("Morrow"), our proxy solicitor, by phone at (800) 662-5200 or by email at [DNB@morrowsodali.com](mailto:DNB@morrowsodali.com).

Thank you for your confidence in D&B.

Sincerely,

James N. Fernandez  
*Chairman of the Board of Directors*  
The Dun & Bradstreet Corporation

**Neither the SEC nor any state securities regulatory agency has approved or disapproved of the merger, passed upon the merits or fairness of the merger agreement or the merger or determined if the accompanying proxy statement is accurate or complete. Any representation to the contrary is a criminal offense.**

The accompanying proxy statement is dated October 2, 2018 and, together with the enclosed form of proxy card, is first being mailed to D&B stockholders on or about October 3, 2018.

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