

Williams Roslynn  
Form 4  
February 12, 2019

**FORM 4**

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

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 OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Williams Roslynn

2. Issuer Name and Ticker or Trading  
Symbol

DUN & BRADSTREET CORP/NW  
[DNB]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

103 JFK PARKWAY

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/08/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Chief People Officer

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

SHORT HILLS, NJ 07078

(City) (State) (Zip)

**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)
Common Stock	02/08/2019		A	7,362	A \$ 0 9,845.2548	D	
Common Stock	02/08/2019		D	9,845.2548 (1)	D \$ 145 0	D	
Common Stock	02/08/2019		D	652.6882 (1) (2)	D \$ 145 0	I	HELD IN ESPP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

number.

**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 Underlying Securities (Instr. 3 and 4)		8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		
Leveraged Restricted Stock Units	(3)	02/08/2019		D	2,589 (3)	(3)	03/01/2021	Common Stock	2,589 (3)	
Leveraged Restricted Stock Units	(4)	02/08/2019		D	1,777 (4)	(4)	03/01/2020	Common Stock	1,777 (4)	
Leveraged Restricted Stock Units	(5)	02/08/2019		D	874 (5)	(5)	03/01/2019	Common Stock	874 (5)	

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Williams Roslynn 103 JFK PARKWAY SHORT HILLS, NJ 07078	Chief People Officer

## Signatures

/s/ Karen K. Pettiford-Wilson for Roslynn Williams by POA previously  
filed 02/12/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

(1)

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Cancelled pursuant to the merger agreement between The Dun & Bradstreet Corporation, Star Parent L.P. and Star Merger Sub, Inc., in exchange for the merger consideration price of \$145.00 per share.

- (2) Held in the issuer's employee stock purchase plan (ESPP) as of 2/8/2019.
- (3) Represents the cancellation and payout of the first, second and third tranches (each tranche, 1/3) of the leveraged restricted stock units (2,589) granted on March 1, 2018, assuming 100% of target.
- (4) Represents the cancellation and payout of the second (1/3) and third (1/3) tranches of the leveraged restricted stock units (2,665) granted on March 1, 2017, assuming 100% of target.
- (5) Represents the cancellation and payout of the third (1/3) tranche of the leveraged restricted stock units (2,621) granted on March 1, 2016, assuming 100% of target.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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