

DUN & BRADSTREET CORP/NW

Form 8-K

December 07, 2015

[Table of Contents](#)

**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): December 3, 2015**

**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**  
**(I.R.S. Employer**  
  
**Identification No.)**

**103 JFK Parkway, Short Hills, NJ**  
**(Address of principal executive offices)**

**07078**  
**(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))

Table of Contents

**TABLE OF CONTENTS**

|  | Page |
|--|------|
| <u>Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.</u> | 1    |
| <u>Item 9.01. Financial Statements and Exhibits.</u>                                       | 1    |
| <u>Signatures</u>  | 2    |
| Exhibits   |      |

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On December 3, 2015, the Board of Directors of The Dun & Bradstreet Corporation (the "Company") approved and adopted amendments to the Company's Restated By-Laws (as so adopted, the "By-Laws") to, among other things, implement a Proxy Access Right and make certain related conforming changes.

Article I, Section 13 of the By-Laws now permits a shareholder, or a group of up to 20 shareholders, owning 3% or more of the Company's outstanding shares of common stock continuously for at least three years, to nominate and include in the Company's annual meeting proxy materials director nominees constituting up to the greater of two individuals or 20% of the Board, provided that the shareholder(s) and the nominee(s) satisfy the requirements specified in the By-Laws.

The foregoing summary is qualified in its entirety by reference to the By-Laws, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit | Description   |
|---------|---|
| 3.1     | The Amended and Restated By-Laws of The Dun & Bradstreet Corporation. |

Table of Contents

**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  
Richard S. Mattessich  
Vice President, Associate General  
Counsel and  
Assistant Corporate Secretary

DATE: December 7, 2015