

DUN & BRADSTREET CORP/NW  
Form 10-K  
February 23, 2017

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

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Form 10-K

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Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the Fiscal Year Ended December 31, 2016  
Commission file number 1-15967

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The Dun & Bradstreet Corporation  
(Exact name of registrant as specified in its charter)

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Delaware	22-3725387
(State of	(I.R.S. Employer
incorporation)	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

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Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	New York Stock Exchange
Preferred Share Purchase Rights	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2016, the aggregate market value of all shares of Common Stock of The Dun & Bradstreet Corporation outstanding and held by nonaffiliates\* (based upon its closing transaction price on the New York Stock Exchange Composite Tape on June 30, 2016) was approximately \$4.416 billion.

As of January 31, 2017, 36,820,968 shares of Common Stock of The Dun & Bradstreet Corporation were outstanding. Documents Incorporated by Reference

Portions of the registrant's definitive proxy statement for use in connection with its annual meeting of shareholders, scheduled to be held on May 10, 2017, are incorporated into Part III of this Form 10-K.

\* Calculated by excluding all shares held by executive officers and directors of the registrant. Such exclusions will not be deemed to be an admission that all such persons are "affiliates" of the registrant for purposes of federal securities laws.

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## PART I

### Item 1. Business

#### Overview

The Dun & Bradstreet Corporation (“Dun & Bradstreet” or “we” or “us” or “our” or the “Company”) grows the most valuable relationships in business. By uncovering truth and meaning from data, we connect customers with the prospects, suppliers, clients and partners that matter most, and have since 1841. Nearly ninety percent of the Fortune 500, and companies of every size around the world, rely on our data, insights and analytics.

Dun & Bradstreet® is the world’s leading source of commercial data, analytics and insight on businesses. Our global commercial database as of December 31, 2016 contained approximately 265 million business records. We transform commercial data into valuable insight which is the foundation of our global solutions that customers rely on to make critical business decisions.

Dun & Bradstreet provides solution sets that meet a diverse set of customer needs globally. Customers use Risk Management Solutions™ to mitigate credit, compliance and supplier risk, increase cash flow and drive increased profitability, and Sales & Marketing Solutions™ to better use data to grow sales and improve marketing effectiveness and also for data management capabilities that provide effective and cost efficient marketing solutions to increase revenue from new and existing customers.

#### Our Strategy

Dun & Bradstreet’s strategy is to become one global company delivering indispensable content through modern channels to serve new customer needs with our forward-leaning culture. We remain focused on the commercial marketplace and continuing to be the world’s largest and best provider of insight about businesses. Our strategy is designed to drive long term sustainable growth in the years ahead and we remain committed to increasing Total Shareholder Return (“TSR”) through revenue growth.

Our strategy has five key components:

First, we are globalizing the business, moving from a regional structure to an integrated global organization. As part of this transformation we intend to expand upon our relationships with our large, strategic customers, many of which also have global operations, while servicing them as global accounts. We are also creating global, cloud-based solutions, to service our customers. This globalization of our business will be closely integrated with our Worldwide Network® partners. For example, in 2016, we shifted our businesses based in the Latin America and Benelux regions to a Worldwide Network partner model in support of our global data strategy and customer-centric approach built on having the best data in every market;

Second, we are investing in content, which includes our data and analytics, that is indispensable to our customers’ growth. We are improving the quality and consistency of our data around the globe, developing new analytic tools and scores to improve the predictive capability of our content, cultivating new proprietary data sources and acquiring companies and other third-party sources of data to combine with our existing data;

Third, we are modernizing content delivery by transitioning from older, traditional platforms to more agile cloud-based and Data-as-a-Service (or “DaaS”) approaches leveraging Application Programming Interface (“API”) connectors, and focusing on alliance and third-party distribution in addition to our own products;

Fourth, we have modernized the brand. Building on our modernized brand efforts the year prior, we unveiled in 2016 a reimagined, data-driven, content-led digital experience for our customers, and made significant investments in our persona-based go-to-market strategy; and

Fifth, we are creating an outside-in, forward-leaning culture with a team that is externally focused, and plugged into our customers’ needs and the markets in which we operate.

The strategy is built on the valuable assets the Company possesses today that we believe provide a competitive advantage for Dun & Bradstreet:

• Well Recognized Brand

• Superior Content and Solutions

• Loyal Customers

For the reasons described below, we believe that these core competitive advantages will enable successful execution of our strategy going forward.

**Well Recognized Brand**

Dun & Bradstreet has benefitted for over 175 years from a respected and well-recognized brand in the marketplace. We've exhibited an unmatched ability to help customers achieve their objectives through the use of data and analytics. To bring this to life, Dun & Bradstreet revealed a modernized brand, purpose and values in March 2015. This was both an internal culture update - increasing generous people policies, consistent and transparent employee communications, and well-designed, collaborative office spaces - as well as an external expression of the modernized Dun & Bradstreet. "Dun & Bradstreet grows the most valuable relationships in business by uncovering truth and meaning from data" is our guiding purpose, grounded in the understanding that growing strong relationships through data empowers our customers' success. Dun & Bradstreet expanded its brand modernization in April 2016 with a focused effort to drive thought-leadership across industries, and by unveiling a reimagined digital experience on DNB.com in the United States ("U.S.") and on DNB.co.uk in the United Kingdom. Through these data-fueled, content-led sites, our new digital experience better reflects and augments the brand, connecting a customer's online and offline interactions with Dun & Bradstreet, and demonstrating the breadth and depth of our expertise. Utilizing tools such as Web Visitor ID, DNB.com destinations provide the most relevant content to viewers, resulting in fully-customizable user experiences, increased engagement, robust lead-generation and full-funnel stewardship. Additionally, we refined our persona-based go-to-market strategy in 2016 to continually deliver solutions - through a myriad of customer touchpoints - tailored to specific needs, both for existing and potential new customers. Feedback has shown that customers now associate our brand with a company that is modern, data-inspired and useful, while employees have become more inspired by and proud of the brand. We believe that a modern, data-inspired, humanized brand is an important part of the Company's growth strategy overall.

**Superior Content and Solutions**

**Risk Management Solutions**

Risk Management Solutions is our largest customer solution set, accounting for 59%, 60% and 61% of our total revenue, exclusive of businesses we no longer operate, for each of the years ended December 31, 2016, 2015 and 2014.

Our Risk Management Solutions help customers increase cash flow and profitability while mitigating credit, operational and regulatory risks by helping them answer questions such as:

• Should I extend credit to this new customer?

• Should I do business with this entity?

• What credit limit should I set?

• Will this customer pay me on time?

• How can I avoid supply chain disruption?

• How do I know whether I am in compliance with regulatory acts?

Our principal Risk Management Solutions are:

• DNBi® and D&B Credit®, subscription-based online applications that offer customers real time access to our most complete and up-to-date global information, comprehensive monitoring and portfolio analysis;

Our credit building and credibility solutions for emerging businesses, which provide, among other solutions, a credit monitoring solution to companies looking to monitor and impact their own business credit profile, offered through our Emerging Businesses division;



Various business information reports (e.g., Business Information Report, Comprehensive Report, and Global Report, etc.) that are consumed in a transactional manner across multiple platforms such as DNB.com;

Our Compliance product suite which includes Onboard and Compliance Check, online applications that help customers comply with Anti-Money Laundering and Know Your Customer requirements and global anti-bribery and corruption regulations through advanced screening and monitoring of customers and third-party vendors;

Supplier Risk Manager, an online application that helps businesses mitigate supply chain risk by certifying and onboarding suppliers, monitoring including alerts, and portfolio analysis; and

Products that are part of our DaaS strategy, which integrate our content directly into the applications and platforms that our customers use every day. This includes D&B Direct<sup>®</sup>, an API that enables data integration inside Enterprise applications such as Enterprise Resource Planning (“ERP”), and enables master data management and Toolkit. Certain solutions are available on a subscription pricing basis, including our DNBI and D&B Credit subscription pricing plans. Our subscription pricing plans represent a larger portion of our revenue and provide increased access to our risk management reports and data to help customers increase their profitability while mitigating their risk.

#### Sales & Marketing Solutions

Sales & Marketing Solutions accounted for 41%, 40% and 39% of our total revenue, exclusive of businesses we no longer operate, for each of the years ended December 31, 2016, 2015 and 2014, respectively.

Our Sales & Marketing Solutions help customers increase revenue from new and existing customers by helping them answer questions such as:

Who are my best customers?

How can I find prospects that look like my best customers?

How can I capture untapped opportunities with my existing customers?

How can I allocate sales force resources to revenue growth potential?

How can I ensure my data on customers is accurate, up to date and robust?

Who are the best contacts at a business for my services?

How can I target the right audience with online advertising?

Our principal Sales & Marketing Solutions are:

Our customer data management solutions, which are solutions that cleanse, identify, link and enrich customer and contact information. Our D&B Optimizer<sup>™</sup> solution, for example, transforms our customers’ prospects and data into up-to-date, accurate and actionable commercial insight, facilitating a single customer view across multiple systems and touchpoints, such as marketing and billing databases, and better enables a customer to make sales and marketing decisions;

Various other marketing solutions including our education business, our electronic licensing products, and our Integration Manager product which is an onsite match tool that leverages Dun & Bradstreet match technology to enable customers to perform onsite matching on Dun & Bradstreet data, customer data and third-party data;

Hoover<sup>®</sup>, which is primarily a traditional prospecting solution, provides information on public and private companies, and on industries and executives, sales, marketing and research professionals worldwide to help customers convert prospects to clients faster by providing a workflow solution. In January 2017, we acquired Avention, Inc., which we believe will help us evolve Hoover’s and our traditional prospecting solutions into Sales Acceleration products. These enhanced offerings feature more actionable information through capabilities such as news alerts and prescriptive triggers, as well as more robust integrations of data and analytics across enterprise platforms;

Products leveraging our next generation API's such as Direct Plus and our rapidly growing "as a Service" offerings, including D&B Credit, which is entirely cloud based. In addition, we have strategic alliances with leading third-party application providers, including Salesforce.com® and Oracle®, whereby our content is natively integrated into the solution. The vision for DaaS is to make Dun & Bradstreet's content available wherever and whenever our customers need it, thereby powering more effective business processes;

Our Market Insight tool, which provides robust marketing analytics that help customers segment and understand existing customers, in order to more effectively create campaigns to cross-sell new business; and

Our new Audience Solutions suite of products, which are tailored towards the shifting dynamics of the B2B marketing space from traditional to digital. This set of products enables advertisers and companies to intelligently target professionals in multiple ways via the insight created by our company and contact data.

#### Loyal Customers

In the fourth quarter of 2015, we brought together the majority of our customer-facing, go-to-market activities into segments called, "Lines of Business," which created a more focused approach to serving customers. This created a strong alignment between product and solutions and how we go to market.

We continue to serve our customers through a multi-channel sales organization, which is centered around three key areas: our Global Direct sales channel, Alliances and Emerging Businesses.

This structure creates better alignment with product and solutions, and how they work more closely with our go to market channels. This more aligned, integrated approach will enable us to be more agile and effective in the marketplace and help us to serve our customers efficiently and effectively.

We support principal customers across communications, technology, government, strategic financial services and retail/telecommunications/manufacturing across our sales channels. None of our customers accounted for 10% or more of our total revenue in any of the past three fiscal years.

We utilize the Net Promoter Score ("NPS"), which is the global standard for measuring customer loyalty, to evaluate our customer engagement and satisfaction and to help us improve upon the customer experience.

#### Segments

Since January 1, 2015, we have managed and reported our business through two segments:

Americas, which currently consists of our operations in the United States ("U.S."), Canada, and our Latin America

Worldwide Network (we divested our Latin America operations in September 2016); and

Non-Americas, which currently consists of our operations in the United Kingdom ("U.K."), Greater China, India and our European and Asia Pacific Worldwide Networks (we divested our operations in both the Netherlands and Belgium in November 2016 and our Australian operations in June 2015).

Prior to January 1, 2015, we managed and reported our business through the following three segments:

North America, which consisted of our operations in the U.S. and Canada;

Asia Pacific, which primarily consisted of our operations in Australia, Greater China, India and Asia Pacific

Worldwide Network; and

Europe and other International Markets, which primarily consisted of our operations in the U.K., the Netherlands, Belgium, Latin America, and our European Worldwide Network.



The following table presents the contribution by segment to revenue (See Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations of this Annual Report on Form 10-K):

For the Years  
 Ended  
 December 31,  
 2016 2015 2014

Revenue:

Americas	83%	81%	80%
Non-Americas	17%	19%	20%

We may also acquire, divest, or shut down businesses from time to time. For example:

In January 2017, we acquired Avention, Inc.;

In 2016, we completed the sales of our businesses in Benelux (the Netherlands and Belgium) and Latin America, converting these businesses to our Worldwide Network model; and

In 2015, we:

Acquired NetProspex, Inc. and Dun & Bradstreet Credibility Corp. (“DBCC”); and

Completed the sale of our businesses in Australia and New Zealand (“ANZ”).

Segment data and other information for the years ended December 31, 2016, 2015 and 2014 are included in Note 14 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K. As our strategy evolves, we may modify our reporting structure, as appropriate, to reflect changes in the way we manage our business. We also report and monitor the performance of our Risk Management Solutions as Trade Credit and Other Enterprise Risk Management, and the results of our Sales & Marketing Solutions as Traditional Prospecting Solutions and Advanced Marketing Solutions. Trade Credit represents our traditional commercial credit products such as DNBi (which includes D&B Credit) and all other products that help customers assess payment risk. Other Enterprise Risk Management includes all of our remaining Risk Management products, such as our compliance, supply chain, credit on self and D&B Direct risk solutions. Traditional Prospecting Solutions includes Hoover’s and our educational marketing business Market Data Retrieval (“MDR”). Advanced Marketing Solutions includes all of our remaining Sales & Marketing Solutions products including Optimizer, NetProspex and DaaS (e.g., CRM and D&B Direct sales and marketing solutions).

**Our Direct Sales Force**

Our direct sales force consists of approximately 1,700 team members worldwide, of whom approximately 1,300 were in our Americas and 400 were in our Non-Americas business as of December 31, 2016. Our sales force includes enterprise sales executives and customer solution specialists who sell to our vertically aligned strategic customers and our geographically aligned national commercial customers, a telesales team that sells to our small- and medium-sized customers, and a team that sells to federal, state and local governments.

**Our Alliances and the Dun & Bradstreet Worldwide Network**

In addition, we have sales teams who are dedicated specifically to our alliance partners. These teams are focused around: (i) alliance partners to whom we are a major supplier of data, which they specifically request and leverage as content to enhance their own products and services for sale to their customers; and (ii) alliance partners who enable the seamless delivery of our data, regardless of the content, to enable their end users to consume our content in a flexible, user friendly manner.

We also conduct business through our wholly-owned subsidiaries, majority-owned joint ventures, independent correspondents, strategic relationships through our Worldwide Network and minority equity investments. Our Worldwide Network is an alliance of network partners covering more than 220 countries. In those countries, we have determined it is beneficial to engage with dominant, well known local partners to enable us to better collect data from such countries and to better sell our existing content into such countries. Our Worldwide Network enables our customers globally to make business decisions with confidence, because we incorporate data from the members of the Worldwide Network into our database and utilize it in our customer solutions. Our customers, therefore, have access to a more powerful database and global solution sets that they can rely on to make their business decisions.



## Competition

We are subject to highly competitive conditions in all aspects of our business. However, we believe no competitor offers our complete line of solutions, global data breadth and consistency, analytic capabilities and multi-channel approach for commercial entities and the people who run them.

In North America, we are a market leader in our Risk Management Solutions business based upon revenue. We compete with our customers' own internal business practices by continually developing more efficient alternatives to our customers' risk management processes to capture more of their internal spend. We also directly compete with a broad range of companies, including consumer credit companies such as Equifax, Inc. ("Equifax®") and Experian Information Solutions, Inc. ("Experian®"), as well as a number of low cost, vertical and regionally specific companies. In addition, competitors with unique assets and capabilities outside of commercial data create bundled offerings which are attractive to certain customer segments.

We also compete in North America with a broad range of companies offering solutions similar to our Sales & Marketing Solutions. Our direct competitors in Sales & Marketing Solutions vary significantly depending on the many possible uses for our solutions such as market segmentation, lead generation, lead enrichment, sales effectiveness, and data management. We also face competition in data services from our customers' own internal development and from data quality software solutions.

Outside the U.S., the competitive environment varies by region and country, and can be significantly impacted by the legislative actions of local governments, availability of data and local business preferences.

In the U.K. and Ireland, our direct competition is primarily from Experian and Bureau van Dijk®. We believe that we offer superior solutions when compared to these competitors. In addition, the Sales & Marketing Solutions landscape in these markets is both localized and fragmented, where numerous local players of varying size compete for business.

In Asia Pacific, we face competition in our Risk Management Solutions business from a mix of local and global providers. For example, we compete with Experian in India and with Sinotrust International Information & Consulting (Beijing) Co., Ltd. in China, which is owned by Experian. In addition, as in the U.K., the Sales & Marketing Solutions landscape throughout Asia is localized and fragmented.

We also face significant competition from the in-house operations of the businesses we seek as customers, other general and specialized credit reporting and business information services, and credit insurers. In addition, business information solutions and services are becoming more readily available, principally due to the expansion of the Internet, greater availability of public data and the emergence of new providers of business information solutions and services.

We believe that our trusted brand, proprietary data assets, global identity resolution knowledge, globally recognized D-U-N-S® Number and analytic capabilities form a powerful competitive advantage.

Our ability to continue to compete effectively will be based on a number of factors, including our ability to:

• Communicate and demonstrate to our customers the value of our existing and new products and services based upon our proprietary data, and as a result, improve customer satisfaction;

• Maintain and develop our proprietary D-U-N-S® numbering classification system and information and services such as analytics and sources of data not publicly available;

• Leverage our technology to significantly improve our value proposition for customers in order to make Dun & Bradstreet's data available wherever and whenever our customers need it, as well as our brand perception and the value of our Worldwide Network;

• Maintain those third-party relationships on whom we rely for data and certain operational services; and

• Attract and retain a high-performing workforce.

## Intellectual Property

We own and control various intellectual property rights, such as trade secrets, confidential information, trademarks, service marks, trade names, copyrights, patents and applications to the foregoing. These rights, in the aggregate, are of material importance to our business. We also believe that the Dun & Bradstreet name and related trade names, marks and logos are of material importance to our business. We are licensed to use certain technology and other intellectual property rights owned and controlled by others, and other companies are licensed to use certain technology and other intellectual property rights owned and controlled by us. We consider our trademarks, service marks, databases,

software, copyrights, patents, patent applications

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and other intellectual property to be proprietary, and we rely on a combination of statutory (e.g., copyright, trademark, trade secret, patent, etc.) and contract and liability safeguards for protecting them throughout the world.

Unless the context indicates otherwise, the names of our branded solutions and services referred to in this Annual Report on Form 10-K are common law or registered trademarks or service marks owned by or licensed to us or one or more of our subsidiaries.

We own patents and patent applications both in the U.S. and in other selected countries of importance to us. The patents and patent applications include claims which pertain to certain technologies and inventions which we have determined are proprietary and warrant patent protection. We believe that the protection of our innovative technology and inventions, such as our proprietary methods for data curation and identity resolution, through the filing of patent applications, is a prudent business strategy, and we will continue to seek to protect those certain assets for which we have expended substantial capital or otherwise deem to provide a competitive advantage. Filing of these patent applications may or may not provide us with a dominant position in the fields of technology. However, these patents and/or patent applications may provide us with legal defenses should subsequent patents in these fields be issued to third parties and later asserted against us. Where appropriate, we may also consider asserting or cross-licensing our patents.

#### Employees

As of December 31, 2016, we employed approximately 4,800 employees worldwide, of whom approximately 3,400 were in our Americas segment and Corporate, and approximately 1,400 were in our Non-Americas segments. Our workforce also engages third-party consultants as an ongoing part of our business where appropriate. There are no unions in our U.S. or Canada operations, and works councils and trade unions represent a small portion of our employees outside of the U.S. and Canada.

We know we must have a passionate, forward-leaning culture to support our growth strategy and brand. Toward that end, we are implementing our long-term plan to attract and retain top talent, deliver modern learning and development programs and diversity initiatives and transform Dun & Bradstreet's culture through creative initiatives, modern systems and leading practices.

In 2016, we launched a number of key people initiatives including, among others:

We adopted a competency-based interview model across the organization, relaunched our career website which improved user experience, and customized email outreach by functional area, all in order to better attract and retain top talent.

We delivered modern learning and development programs and diversity initiatives, such as the launch of an Executive Edge for Women Class, discussions held globally regarding talent profile and succession planning, enhanced participation in our Global Learning and Development programs, and the launch of our third CEO Leadership Experience Class.

We continue to transform our culture through creative initiatives, modern systems and leading practices, including the launch of Workday, our first global People Technology solution, continued Ampersand Awards recognition to team members who embody our values, and continuous Sustainable High Performance efforts throughout the year.

Our Board of Directors is committed to helping our cultural transformation and we actively engage with them around our cultural initiatives which we expect to roll out continuously in future years, commensurate with our growth as a company.

#### Available Information

We are required to file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission ("SEC"). Investors may read and copy any document that we file, including this Annual Report on Form 10-K, at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Investors may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains an Internet site at [www.sec.gov](http://www.sec.gov) that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC, from which investors can electronically access our SEC filings.

We make available free of charge on or through our Internet site ([www.dnb.com](http://www.dnb.com)) our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished

pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, as soon as reasonably practicable after we electronically file such material with, or furnish the material to, the SEC. The information on our Internet site or on any of our related Internet sites is not, and shall not be deemed to be, a part of this Annual Report on Form 10-K or incorporated into any other filings we make with the SEC.

### Organizational Background of Our Company

As used in this report, except where the context indicates otherwise, the terms “Dun & Bradstreet,” “Company,” “we,” “us,” or “our” refer to The Dun & Bradstreet Corporation and our subsidiaries. We were incorporated in 2000 in the State of Delaware.

#### Item 1A. Risk Factors

Our business model is dependent upon third parties to provide data and certain operational services, the loss of which would materially impact our business and financial results.

We rely significantly on third parties to support our business model. For example:

• We obtain much of the data that we use from third parties, including public record sources;

• We utilize single source providers in certain countries to support the needs of our customers around the globe and rely on members of our Worldwide Network to provide local data in countries in which we do not directly operate;

• We have outsourced certain portions of our data acquisition, processing and delivery and customer service and call center processes; and

• We have also outsourced various functions, such as our data center operations, technology help desk and network management functions in the U.S. and the U.K.

If one or more data providers were to experience financial or operational difficulties or were to unilaterally decide to withdraw their data, cease making it available, be unable to make it available due to changing industry standards or government regulations, substantially increase the cost of their data to us, not adhere to our data quality standards, or be acquired by a competitor who would cause any of these disruptions to occur, our ability to provide solutions and services to our customers could be materially adversely impacted, which could have a material adverse effect on our business and financial results. Similarly, if one of our outsource providers, including third parties with whom we have strategic relationships, were to experience financial or operational difficulties, their services to us would suffer or they may no longer be able to provide services to us at all, having a material adverse effect on our business and financial results. This could also be the case if some of our data providers that currently make their data available exclusively to us start to provide that data, or similar data, to our competitors or to other third-parties.

We cannot be certain that we could replace our large third-party vendors in a timely manner or on terms commercially reasonable to us given, among other reasons, the vast scope of responsibilities undertaken by some of our providers, the depth of their experience and their familiarity with our intellectual property and operations generally. If we change a significant outsource provider, an existing provider makes significant changes to the way it conducts its operations, or is acquired, or we seek to bring in house certain services performed today by third parties, we may experience unexpected disruptions in the provision of our solutions, which could have a material adverse effect on our business and financial results.

Cyber-security risks could harm our operations, the operations of our critical outsourcers, or the operations of our partners on whom we rely for data and to meet our customer needs, any of which could materially impact our business and financial results.

We rely upon the security of our information technology infrastructure to protect us from cyber-attacks and unauthorized access. Cyber-attacks that we have experienced, continue to experience, or in the future we may experience, can include malware or ransomware, computer viruses, hacking, phishing or other significant disruption of our Information Technology (“IT”) networks and related systems. Government agencies and security experts have warned about the growing risks of hackers, cyber-criminals and other potential attacks targeting every type of IT system, and in 2013 we learned that we were one of several victims of a sophisticated cyber-attack. We may face increasing cyber-security risks as we receive data from new sources such as social media sites or through data aggregators who provide us with information. Additionally, outside parties may attempt to fraudulently induce employees or users to disclose sensitive or confidential information in order to gain access to our data or our users’

data.

If we experience a problem with the functioning of an important IT system or a security breach of our IT systems, the resulting disruptions could have a material adverse effect on our business and financial results. We store sensitive information in connection with our customers' data, data we collect from a variety of public and private sources, data collected from our human resources operations and other aspects of our business which could be compromised by a cyber-attack. To the extent

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that any disruptions or security breach results in a loss or damage to any of this data, an inappropriate disclosure of this data or other confidential information, an inability to access data sources, or an inability to process data for or send data to our customers, it could cause significant damage to our reputation, affect our relationships with our customers, lead to claims against the Company and ultimately harm our business. Our servers and other hardware, as well as our operating systems software and applications may not contain sufficient protection from malware or unauthorized access. The costs to us to minimize or alleviate the effects of cyber-attacks, viruses, worms, malicious software programs or other security vulnerabilities are significant and could require significant upgrades to our IT infrastructure. We may be required to incur significant costs to undertake these actions and to protect against damage caused by these disruptions, security breaches, or cyber-attacks of the nature we have already incurred, in the future. Moreover, because the techniques used to obtain unauthorized access, disable or degrade service or sabotage systems change frequently and often are not recognized until launched against a target, we may be unable to anticipate these techniques, implement adequate preventative measures or remediate any intrusion on a timely or effective basis. Efforts we undertake to prevent these sorts of disruptions and breaches may not be successful. While we have insurance coverage for certain instances of a cyber-security breach, our coverage may not be sufficient now or in the future if we suffer additional significant or multiple attacks. Our insurance may not cover IT enhancements and upgrades we may undertake from time to time, or harm to our reputation, loss of customers or any related loss of revenue related to cyber-security incidents.

We rely on a number of outsourcing partners to design, build, and maintain critical components of our IT environment and we rely significantly on third parties to supply clean data content and to resell our products in a secure manner. All of these third parties face risks relating to cyber-security similar to ours which could disrupt their businesses and therefore materially impact ours. While we provide guidance and specific requirements in some cases, we do not directly control any of such parties' IT security operations, or the amount of investment they place in guarding against cyber-security threats. Accordingly, we are subject to any flaw in or breaches to their IT systems or those that they operate for us, which could have a material adverse effect on our business and financial results.

Violations of the U.S. Foreign Corrupt Practices Act ("FCPA"), and similar laws, and the investigation of such matters, including the current investigations regarding violations of consumer data privacy laws in China, or, related investigations and compliance reviews that we may conduct from time to time, could have a material adverse effect on our business.

The FCPA and similar anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to government officials and/or other persons for the purpose of obtaining or retaining business. Recent years have seen a substantial increase in anti-bribery law enforcement activity by regulators, with more frequent and aggressive investigations and enforcement proceedings by the U.S. Department of Justice ("DOJ"), the SEC, and the U.K. Serious Frauds Office ("SFO") among others, and increases in criminal and civil proceedings brought against companies and individuals. Our policies mandate compliance with these anti-bribery laws. We operate in many parts of the world that are recognized as having a greater potential for governmental and commercial corruption. We cannot assure that our policies and procedures will always protect us from reckless or criminal acts committed by our employees or third-party vendors. From time to time, we conduct internal investigations and compliance reviews, the findings of which could negatively impact our business. Any determination that our operations or activities are not, or were not, in compliance with existing U.S. or foreign laws or regulations could result in the imposition of substantial fines, interruptions of business, debarment, loss of supplier, vendor or other third-party relationships, disruption or cessation of certain lines of business, termination of necessary licenses and permits, and other legal or equitable sanctions. Other internal or government investigations or legal or regulatory proceedings, including lawsuits brought by private litigants, including our shareholders, may also follow as a consequence. Violations of these laws by the Company, its employees or its third-parties, such as vendors, brokers and agents, may result in criminal or civil sanctions, which could result in a material adverse effect on our reputation, business, results of operations or financial condition.

Since 2012, we have been reviewing certain allegations that we may have violated the FCPA and certain other laws in our China operations. As previously reported, we have voluntarily contacted the SEC and the DOJ to advise both agencies of our investigation. As our investigation and our discussions with both the SEC and DOJ are ongoing, we

cannot yet predict the ultimate outcome of the matter or its ultimate impact on our business, financial condition or results of operations. Based on our discussions with the SEC and DOJ, including indications from the SEC of its estimate of the amount of net benefit potentially earned by the Company as a result of the challenged activities, we continue to believe that it is probable that the Company will incur a loss related to the government's investigation. The DOJ also advised the Company in February 2015 that they will be proposing terms of a potential settlement, but we are unable to predict the timing or terms of any such proposal. We continue to have follow-up meetings with the SEC and DOJ, most recently meeting with the SEC in June 2016 and with the DOJ in October 2016, and the parties are still discussing the evidence and other factors to help bring this matter to resolution. In our June 2016 meetings with the SEC, the SEC provided us with its current net benefit calculations, but has not indicated whether it will impose additional penalties. In accordance with ASC 450, an amount in respect of this matter has been accrued in the consolidated financial statements during the second quarter of 2016. We are still in discussions with the DOJ to determine what

range of penalties the DOJ might propose. Accordingly, we remain unable at this time to reasonably estimate the final amount or ultimate range of any loss, although it is possible that the amount of such additional loss could be material. In addition, the SEC and DOJ have a broad range of civil and criminal sanctions available to them under the FCPA and other laws and regulations including, but not limited to, injunctive relief, disgorgement, fines, penalties, modifications to business practices, including the termination or modification of existing business relationships, and the imposition of compliance programs and the retention of a monitor to oversee compliance with the FCPA. The imposition of any of these sanctions or remedial measures could have a material adverse effect on our reputation, business, results of operations and/or financial condition.

We face competition that may cause price reductions or loss of market share.

We are subject to competitive conditions in all aspects of our business. We compete directly with a broad range of companies offering business information services to customers. We also face competition from:

• The in-house operations of the businesses we seek as customers;

- Other general and specialized credit reporting and other business information providers;

• Credit insurers; and

• Analytics providers.

Business information solutions and services are becoming more readily available, principally due to the expansion of available insight on the Internet, greater availability of public data and the emergence of new techniques for capturing, managing and analyzing data. These industry changes have lowered barriers to entry in many of the global customer segments that Dun & Bradstreet targets. Internet-based search aggregators can provide low-cost alternatives to data gathering and change how our customers perform key activities such as marketing campaigns, or collect information on customers, suppliers and competitors. Such companies, and other third parties which may not be readily apparent today, may become significant low-cost or no-cost competitors and adversely impact the demand for our solutions and services, or limit our growth potential.

Weak economic conditions can result in customers seeking to utilize free or lower-cost information that is available from alternative sources. Intense competition could adversely impact us by causing, among other things, price reductions, reduced operating margins and loss of market share.

We face competition globally, and our competitors could develop an alternative to our Worldwide Network.

We face competition from consumer credit companies that offer consumer information solutions to help their customers make credit decisions regarding small businesses. Consumer information companies are expanding their operations more broadly into aspects of the business information space and, given the size of the consumer market in which they operate, they have scale advantages in terms of scope of operations and size of relationship with customers, which they can potentially leverage to their advantage.

Our ability to continue to compete effectively will depend upon a number of factors, including our ability to:

• Maintain, communicate and demonstrate to our customers the value of our products and services based upon our global, proprietary D-U-N-S numbering classification system, identity resolution capabilities and predictive insights;

• Maintain and develop proprietary information and solutions such as predictive analytics, and sources of data not publicly available, such as detailed trade data;

• Demonstrate and deliver value through our decision-making tools, integration capabilities and embeddedness with leading enterprise application providers;

• Leverage our brand perception and the value of our Worldwide Network;

• Obtain and deliver reliable and high-quality business and professional contact information through various media and distribution channels in formats tailored to customer requirements;

- Attract and retain a high-performance workforce;

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Enhance our existing products and services, and introduce new products and services;

Enter new customer markets;

Operate within any changing regulatory schemes or with restrictions imposed by foreign governments that favor local competitors; and

Improve our global business model and data quality through the successful relationship with members of our Worldwide Network and through potentially undertaking acquisitions or entering into joint ventures, partnership arrangements or similar relationships.

In addition, our ability to successfully compete depends on our ability to adapt our solutions to our customers' preferences and to meet any specific contractual requirements that they impose upon us which may require significant or ongoing investments. Advances in information technology and uncertain or changing economic conditions are impacting the way our customers use and purchase business information. As a result, our customers are demanding both lower prices and more features from our solutions, such as decision-making tools like credit scores, and are expecting real-time content provided in a manner relevant to them.

If we do not successfully adapt our solutions to our customers' preferences, our business and financial results may be materially adversely affected. Specifically, for our larger customers, including our alliance partners, our continued success will be dependent on our ability to satisfy more of their needs by providing more breadth and depth of content and allowing them more flexibility to use our content through web services and third-party solutions. For our smaller customers, our success will depend in part on our ability to develop a strong value proposition, including simplifying our solutions and pricing offerings, to enhance our marketing efforts to these customers and to improve our service to them.

The failure to continue to invest in our business in order to remain competitive could result in a material adverse effect on our future business and financial results.

If we cannot successfully execute on our strategy, our long-term business and financial results may be adversely impacted and we may not meet the financial guidance that we provide publicly.

Our strategy is designed to drive long term sustainable growth as one global company delivering indispensable content through modern channels to serve new customer needs with our forward-leaning culture. We may not be able to successfully implement our strategic initiatives in accordance with our expectations, or in the timeframe we desire, which may result in an adverse impact on our business and financial results. In addition, the success of our strategic initiatives depends in part upon parties whom we do not control. For example, each year we negotiate new multi-year arrangements, or the renewal of existing arrangements, with alliance partners and other third parties in order to modernize our content delivery. If our larger alliance partners or third parties fail to renew their arrangements with us, or they are unable to successfully fulfill their obligations, it could have a negative impact on our business and financial results. Furthermore, we cannot be certain that even upon successful execution of our strategy, we will continue to meet our customers' changing needs, which could significantly harm our business and financial results. In addition, we provide financial guidance and metrics to the public which are based, among other things, upon our assumptions regarding our expected financial performance. These include, for example, assumptions regarding our ability to grow revenue and operating income, and to achieve desired tax rates and to generate free cash flow. In addition, we evaluate sales, which represents the value of committed contracts, as a measure of how we are performing against our strategic initiatives. We believe that our financial guidance and these metrics provide our investors and analysts with a better understanding of our view of our near-term financial performance. Such financial guidance and metrics may not always be accurate, due to our inability to meet the assumptions we make and the impact on our financial performance that could occur as a result of the various risks and uncertainties to our business as set forth in these risk factors and in our public filings with the SEC or otherwise. Our focus on, and dedication of resources to, achieving our strategy in order to drive long-term sustainable growth, or a failure to effectively implement our strategy, could further impact our ability to meet our financial guidance or our metrics in a given year. If we fail to meet the financial guidance that we provide or if we find it necessary to revise such guidance as we

conduct our operations throughout the year, or if we fail to achieve sufficient performance against the metrics we have provided externally, such as sales, the market value of our common stock or other securities could be materially adversely affected.

We may lose key business assets or suffer interruptions in product delivery, including loss of data center capacity or the interruption of telecommunications links, the Internet, or power sources which could significantly impede our ability to do business.

Our operations depend on our ability to protect data centers and related technology against damage from hardware failure, fire, power loss, telecommunications failure, impacts of terrorism, breaches in security (such as the actions of computer hackers), the theft of services, natural disasters, or other disasters. The online services we provide are also completely dependent on cloud services and links to telecommunications providers. We generate a significant amount of our revenue through our support centers and Internet sites that we use in the acquisition of new customers, fulfillment of services and responding to customer inquiries. We may not have sufficient redundant infrastructure to prevent a loss or failure across the full application and support sites to recover access in a timely manner. Any damage to, or failure by our service providers to properly maintain our data centers, telecommunications links or ability to provide access to our telesales centers or Internet sites could cause interruptions in operations that adversely affect our ability to meet our customers' requirements and materially adversely affect our business and financial results.

A failure in the integrity of our databases or the systems upon which we rely could harm our brand and result in a loss of sales and an increase in legal claims.

The reliability of our solutions is dependent upon the integrity of the data in our global databases. A failure in the integrity of our databases, or an inability to ensure that our usage of data is consistent with any terms or restrictions on such use, whether inadvertently or through the actions of a third party, could harm us by exposing us to customer or third-party claims or by causing a loss of customer confidence in our solutions. We may experience an increase in risks to the integrity of our databases as we move toward real-time data feeds, including those from social media sources, and as we acquire content through the acquisitions of companies with existing databases that may not be of the same quality or integrity as our existing Dun & Bradstreet databases. In addition, although we are continually evolving the systems upon which we rely to sustain product delivery, meet customer demands and support the development of new solutions, certain of our existing infrastructure is comprised of complex legacy technology that requires time and investment to upgrade without disruption to the business. We plan to continue to invest in our core systems to improve and maintain the quality, timeliness and coverage of the data contained therein and their ongoing operation in order to maintain our competitive positioning in the marketplace. We have in the past been subject to customer and third-party complaints and lawsuits regarding our data, which have occasionally been resolved by the payment of monetary damages. We have also licensed, and we may license in the future, proprietary rights to third parties. While we attempt to ensure that the quality of our brand is maintained by the third parties to whom we grant such licenses and by customers, they may take actions that could materially adversely affect the value of our proprietary rights or our reputation. It cannot be assured that these licensees and customers will take the same steps we have taken to prevent misappropriation of our data solutions or technologies.

Our brand and reputation are key assets and competitive advantages of our Company and our business may be affected by how we are perceived in the marketplace.

Our Brand and its attributes are key assets of the Company. Our ability to attract and retain customers is highly dependent upon the external perceptions of our level of data quality, effective provision of services, business practices, including the actions of our employees, third-party providers, members of the Worldwide Network and other brand licensees that are not consistent with Dun & Bradstreet's policies and standards, and overall financial condition. Negative perception or publicity regarding these matters could damage our reputation with customers and the public, which could make it difficult for us to attract and maintain customers. Adverse developments with respect to our industry may also, by association, negatively impact our reputation, or result in higher regulatory or legislative scrutiny. Negative perceptions or publicity could have a material adverse effect on our business and financial results. We rely on annual contract renewals for a substantial part of our revenue, and our quarterly results may be significantly impacted by the timing of these renewals, including from various government institutions, a shift in product mix that results in a change in the timing of revenue recognition or a significant decrease in government spending.

We derive a substantial portion of our revenue from annual customer contracts, including from various government institutions. If we are unable to renew a significant number of these contracts, our revenue and results of operations

would be negatively impacted. In addition, our results of operations from period-to-period may vary due to the timing of customer contract renewals or a change in our sales practices. As contracts are renewed, we have experienced, and may continue to experience, a shift in product mix underlying such contracts. This could result in the deferral of increased amounts of revenue into future periods as a larger portion of revenue is recognized over the term of our contracts rather than up front at contract signing or the acceleration of deferred revenue into an earlier reporting period. Although this may cause our financial results from period-to-period to vary substantially, such change in revenue recognition would not change the total revenue recognized



over the life of our contracts. A reduction in government spending on our products could, however, have a material adverse impact on our business. We derive a portion of our revenue from direct and indirect sales to U.S., state, local and foreign governments and their respective agencies and our competitors are increasingly targeting such governmental agencies as potential customers. Such government contracts are subject to various procurement laws and regulations, and contract provisions in our government contracts could result in the imposition of various civil and criminal penalties, termination of contracts, forfeiture of profits, suspension of payments, or suspension of future government contracting. In addition, governments continue to struggle with sustained debt and social obligations, and efforts to balance government deficits could result in lower spending by the government with Dun & Bradstreet. If we were to lose government customers to our competitors, or our government contracts are not renewed or are terminated, or we are suspended from government work, or our ability to compete for new contracts is adversely affected, our business and financial results could experience material adverse effects.

We may be adversely affected by the global economic environment and the evolving standards of markets in which we operate.

We operate in both emerging and mature global markets. As a result of the macro-economic challenges currently affecting the economy of the U.S., Europe, and other parts of the world, our customers or vendors may experience problems with their earnings, cash flow, or both. This may cause our customers to delay, cancel or significantly decrease their purchases from us, and we may experience delays in payment or their inability to pay amounts owed to us. Customers are increasingly asking for delayed payment terms, which could impact our cash flows, our need for short-term borrowing, and possibly our ability to get paid. Tepid economic growth is also intensifying the competitive pressures in our business categories including increasing price pressure. In addition, our vendors may substantially increase their prices to us and without notice. Any such change in the behavior of our customers or vendors may materially adversely affect our earnings and cash flow. In addition, as we continue to compete in a greater number of emerging markets, potential customers may show a significant preference for local vendors. Our ability to compete in emerging markets depends on our ability to provide products in a manner that is sufficiently flexible to meet local needs, and to continue to undertake technological advances in local markets in a cost effective manner, utilizing local labor forces. If economic conditions in the U.S. and other key markets deteriorate further or do not show improvement, or we are not able to successfully compete in emerging markets, we may experience material adverse impacts to our business, operating results, and/or access to credit markets.

Changes in the legislative, regulatory and commercial environments in which we operate could adversely impact our ability to collect, compile, store, use, cross-border transfer, publish, and/or sell data and could impact our financial results.

Certain types of information we collect, compile, store, use, transfer, publish and/or sell are subject to regulation by governmental authorities in various jurisdictions in which we operate, particularly in our global markets. There are increasing legislative and regulatory actions regarding the governance of personal, credit and adverse data (that is, negative data about individuals), even in the context of businesses. These actions may result in new or amended laws and regulations or regulatory actions that could adversely impact our business. Legislation or regulatory actions regarding cyber-security, imposing content restrictions, requiring access to our network to conduct security assessments, or requirements that databases containing information on local businesses or individuals be stored in-country and at times coupled with restrictions on exporting the data out of the country, increasing the rights of those who are the subject of data, and/or increasing restrictions on automated decision making could have a material adverse effect on our business and financial results. In addition, any other legislation, court actions, or laws and regulations with respect to the collection, compilation, storage, use, cross-border transfer, publication and/or sale of credit-related, adverse, or personal information, or adverse publicity or litigation concerning the improper use or hacking of such information, could result in limitations being imposed on our operations, increased compliance or litigation costs and/or loss of revenue, which could have a material adverse effect on our business and financial results.

Governmental agencies and commercial entities from which we acquire data may seek to increase the costs we must pay to acquire, use and/or redistribute such data. Governmental agencies or laws may also limit or restrict access to, or use of, data and information that are currently publicly available, which could have a material adverse impact on our

business and financial results. In addition, as more federal, state, and foreign governments continue to struggle with significant fiscal pressure, we may be faced with changes to tax laws that could have immediate negative consequences to our business. While we would seek to pass along any such cost increases or tax impacts to our customers or provide alternative services, there is no guarantee that we would be able to do so, given competitive pressures or other considerations. Should our proportion of multi-year contracts increase, our risk of not being able to recover such additional costs further increases. Any such price increases or change to alternative services may result in reduced usage by our customers and/or loss of market share, which could have a material adverse effect on our business and financial results.

Acquisitions, joint ventures or similar strategic relationships, or dispositions of any of our businesses may disrupt or otherwise have a material adverse effect on our business and financial results.

As part of our strategy, we may seek to acquire other complementary businesses, products and technologies or enter into joint ventures or similar strategic relationships. We may also undertake a disposition of certain of our businesses. These transactions are subject to the following risks which could have a material adverse effect on our business and financial results:

Acquisitions, joint ventures or similar relationships or the disposition of any of our businesses may cause a disruption in our ongoing business, distract our management and make it difficult to maintain our standards, controls and procedures;

We may not be able to integrate successfully the services, content, including data, products and people of any such transaction into our operations;

The acquisition of a third party that has operations in territories covered by one or more of our Worldwide Network partners may conflict with the terms of our agreements with such partners, and if a mutual resolution cannot be achieved, may cause us to realize less than the expected full value of the transaction, or may cause us not to do a transaction that we otherwise deem valuable to the business;

We could experience downgrades to our credit ratings as a result of these transactions which could increase our cost of funding;

We may not derive the revenue improvements, cost savings and other intended benefits of any such transaction; and

There may be risks, exposures and liabilities of acquired entities or other third parties with whom we undertake a transaction, that may arise from such third parties' activities prior to undertaking a transaction with us and which we may not discover or fully understand through the due diligence process.

While we have certain contractual commitments with each of the third-party members of the Worldwide Network, we have no direct management control over such third parties or other third parties who conduct business under the Dun & Bradstreet brand name in local markets or who license and sell under the Dun & Bradstreet name, and the renewal by third-party members of the Worldwide Network of their agreements with Dun & Bradstreet is subject to mutual agreement.

The Worldwide Network is comprised of wholly-owned subsidiaries and businesses where there is third-party member participation, whether through joint ventures that we control or hold a minority interest in, or through third-party members who conduct business under the Dun & Bradstreet brand name in local markets. While third-party member participation in the Worldwide Network and certain of our relationships with other third parties are governed by commercial services agreements and the use of our trademarks is governed by license agreements, we have no direct management control over these members or third parties beyond the terms of the agreements. We license data to certain third parties to be included in the data solutions that they sell to their customers and such arrangements may increase as a percentage of our total revenue in the future. We do not have direct control over such third parties' sales people or practices, and their failure to successfully sell products which include our data will impact the revenue we receive and could have a material adverse effect on our business and financial results. Conversely, we license data from certain third parties for inclusion in the data solutions that we sell to our customers, and while we have guidelines and quality control requirements in place, we do not have absolute control over such third-parties' data collection and compliance practices. As a result, actions or inactions taken by these third parties or their failure to renew their contractual relationships with us could have a material adverse effect on our business and financial results. For example, one or more third parties or members may:

Provide a product or service that does not adhere to our data quality standards;

Fail to comply with Dun & Bradstreet brand and communication standards or behave in a manner that tarnishes our brand;

Engage in illegal or unethical business or marketing practices;

Elect not to support new or revised products and services or other strategic initiatives or elect to operate on platforms and technologies that are incompatible with new developments that Dun & Bradstreet may rollout in our various markets from time to time;

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• Fail to execute subsequent agreements to remain a part of the Worldwide Network on terms and conditions that are mutually agreeable to Dun & Bradstreet, upon the expiration of their existing agreements;

• Fail to execute other data or distribution contract requirements; or

• Refuse to provide new sources of data.

Such actions or inactions could materially adversely impact our business and financial results directly or have an impact on customer confidence in the Dun & Bradstreet brand globally which could in turn, materially adversely impact our business and financial results.

Our businesses around the globe are subject to various risks associated with operations in foreign countries, which could materially adversely affect our business and financial results.

Our success depends in part on our various businesses around the globe. For each of the three years ended December 31, 2016, 2015 and 2014, our businesses outside of the U.S. accounted for 19%, 22% and 24% of total revenue, respectively. Our business in the U.S. is also dependent on our ability to provide information from other markets at a reasonable cost. These businesses are subject to many of the same challenges as our domestic business, as well as the following:

• Our competition in foreign markets is primarily local, and our customers may have greater loyalty to our local competitors which may have a competitive advantage because they are not restricted by U.S. and foreign laws with which we require our businesses around the globe to comply, such as the FCPA;

• Although our services have not usually been regulated, governments may adopt legislation or regulations, or we may learn that our current methods of operation violate existing legislation or regulations, governing the collection, compilation, storage, use, cross-border transfer, publication, and/or sale of the kinds of information we collect, compile, store, use, transfer cross border, publish, and/or sell, which could bar or impede our ability to operate and this could adversely impact our business;

• Credit insurance is a significant credit risk mitigation tool in certain global markets that may reduce the demand for our Risk Management Solutions; and

• In some markets, key data elements are generally available from public-sector sources, thus reducing a customer's need to purchase that data from us.

In addition, the FCPA and anti-bribery and anti-corruption laws in other jurisdictions generally prohibit improper payments to government officials or other persons for the purpose of obtaining or retaining business. We cannot assure you that our policies and procedures will always protect us from acts committed by our employees or third parties, such as our vendors, brokers and agents. From time to time, under appropriate circumstances, we have undertaken and will continue to undertake investigations of the relevant facts and circumstances and, when appropriate, take remedial actions, which can be expensive and require significant time and attention from senior management, and which may also lead to disclosure to the SEC and/or DOJ. Violations of these laws may result in criminal or civil sanctions, which could disrupt our business and result in a material adverse effect on our business and financial results.

Our global strategy includes leveraging our Worldwide Network to improve our data quality. We form and manage strategic relationships to create a competitive advantage for us over the long term; however, these strategic relationships may not be successful or may be subject to ownership change.

The issue of data privacy is an increasingly important area of public policy in various global markets, and we operate in an evolving regulatory environment. If our existing business practices were deemed to violate existing data privacy laws or such laws as they may evolve from time to time, our business or the business of third parties on whom we

depend could be adversely impacted.

Our operating results could be negatively affected by a variety of other factors affecting our foreign operations, many of which are beyond our control. These factors may include currency fluctuations, economic, political or regulatory conditions, competition from government agencies in a specific country or region, trade protection measures and other regulatory requirements. Additional risks inherent in global business activities generally include, among others:

• The costs and difficulties of managing global operations and strategic alliances, including our Worldwide Network;

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The costs and difficulties of enforcing agreements, collecting receivables and protecting assets, especially our intellectual property rights, in non-U.S. legal systems; and

The need to comply with a broader array of regulatory and licensing requirements, the failure of which could result in fines, penalties or business suspensions.

We may not be able to attract and retain qualified people, which could impact the quality of our performance and customer satisfaction.

Our success and financial results depend in part on our continuing ability to attract, retain and motivate highly qualified people at all levels. Competition for these individuals is intense, especially in roles requiring skills, capabilities and experiences that are in high demand. As a priority, we continue to focus on attracting and retaining our key people, building a strong employment brand and creating a forward leaning culture. Any inability to retain or attract highly-qualified individuals could have a material adverse effect on our business and financial results.

Our retirement and post retirement pension plans are subject to financial market risks that could adversely affect our future results of operations and cash flow.

We have significant retirement and post retirement pension plan assets and funding obligations. The performance of the financial and capital markets impacts our plan expenses and funding obligations. Significant decreases in market interest rates, decreases in the fair value of plan assets and investment losses on plan assets will increase our funding obligations, and could adversely impact our results of operations and cash flows.

We are involved in legal proceedings that could have a material adverse impact on us.

We are involved in legal proceedings, claims and litigation that arise in the ordinary course of business. As discussed in greater detail under “Note 13. Contingencies” in “Notes to Consolidated Financial Statements” in Part II, Item 8. of this Annual Report on Form 10-K, certain of these matters could materially adversely affect our business and financial results.

#### Item 1B. Unresolved Staff Comments

Not applicable.

#### Item 2. Properties

Our corporate office is located at 103 JFK Parkway, Short Hills, New Jersey 07078, in a 123,000 square-foot property that we lease. This property also serves as our executive offices. In December 2014, we supplemented this space with the addition of 69,280 square feet of leased office space located at 101 JFK Parkway, Short Hills, New Jersey. Both of these leases are co-terminus and expire on March 31, 2023, with two five-year renewal options.

Our other properties, most of which are leased, are geographically distributed worldwide to meet sales and operating requirements. We consider all of these properties to be both suitable and adequate to meet current operating requirements. As of December 31, 2016, the most notable of these other properties included the following sites:

A 178,330 square-foot leased office building in Center Valley, Pennsylvania, housing various sales, emerging businesses, finance, fulfillment and data operations groups;

A 61,471 square-foot leased office building in Austin, Texas, housing technology development, certain product development and sales operations;

A 51,810 square-foot leased space in Marlow, England, housing our U.K. business, global technology and certain other international groups; and

A 47,782 square-foot leased space in Dublin, Ireland, housing technology development, data operations and sales operations groups.

#### Item 3. Legal Proceedings

Information in response to this Item is included in Part II, Item 8. “Note 13. Contingencies” and is incorporated by reference into Part I of this Annual Report on Form 10-K.

## Item 4. Mine Safety Disclosures

Not applicable.

## PART II

## Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Our common stock is listed on the New York Stock Exchange and trades under the symbol DNB. We had 1,561 shareholders of record as of December 31, 2016.

The following table summarizes the high and low sales prices for our common stock, as reported in the periods shown:

	2016		2015	
	High	Low	High	Low
First Quarter	\$103.52	\$87.91	\$135.92	\$114.95
Second Quarter	\$128.36	\$102.71	\$134.74	\$122.00
Third Quarter	\$140.73	\$122.14	\$126.00	\$101.18
Fourth Quarter	\$135.52	\$115.60	\$115.00	\$100.97

We paid quarterly dividends to our shareholders totaling \$70.5 million, \$66.7 million and \$64.0 million during the years ended December 31, 2016, 2015 and 2014, respectively. In February 2017, we declared a dividend of \$0.5025 per share for the first quarter of 2017. This cash dividend will be payable on March 10, 2017 to shareholders of record at the close of business on February 23, 2017.

## Issuer Purchases of Equity Securities

The following table provides information about purchases made by us or on our behalf during the quarter ended December 31, 2016 of shares of equity that are registered pursuant to Section 12 of the Exchange Act:

Period	Average Price Paid Per Share	Total	Approximate
		Number of Shares Purchased as Part of Publicly Announced Plans or Programs (a)	Dollar Value of Currently Authorized Shares That May Yet Be Purchased Under the Plans or Programs (a)
October 1 - 31, 2016	—	—	\$ —
November 1 - 30, 2016	—	—	\$ —
December 1 - 31, 2016	—	—	\$ —
	—	—	\$ 100.0

(Dollar amounts in millions, except share data)

In August 2014, our Board of Directors approved a \$100 million share repurchase program to mitigate the dilutive effect of shares issued under our stock incentive plans and Employee Stock Purchase Program, and to be used for (a) discretionary share repurchases from time to time. The \$100 million share repurchase program will remain open until it has been fully utilized. There is currently no definitive timeline under which the program will be completed. As of December 31, 2016, we had not yet commenced share repurchases under this program.



FINANCIAL PERFORMANCE COMPARISON GRAPH\*  
SINCE DECEMBER 31, 2011

In accordance with SEC rules, the graph below compares the Company's cumulative total shareholder return against the cumulative total return of the Standard & Poor's 500 Index and a published industry index starting on December 31, 2011. Our past performance may not be indicative of future performance.

As an industry index, the Company chose the S&P 500 Commercial & Professional Services Index, a subset of the S&P 500 Index that includes companies that provide business-to-business services.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN  
AMONG DUN & BRADSTREET, S&P 500 INDEX AND THE S&P 500 COMMERCIAL &  
PROFESSIONAL SERVICES INDEX

\* Assumes \$100 invested on December 31, 2011, and reinvestment of dividends.

## Item 6. Selected Financial Data

	For the Years Ended December 31,				
	2016	2015	2014	2013	2012
	(Amounts in millions, except per share data)				
<b>Results of Operations:</b>					
Revenue	\$1,703.7	\$1,637.1	\$1,584.5	\$1,558.4	\$1,563.9
Costs and Expenses	1,344.5	1,300.1	1,173.1	1,132.3	1,147.3
Operating Income (1)	359.2	337.0	411.4	426.1	416.6
Non-Operating Income (Expense) - Net (2)	(155.6 )	(57.0 )	(71.2 )	(39.8 )	(53.6 )
Income Before Provision for Income Taxes and Equity in Net Income of Affiliates	203.6	280.0	340.2	386.3	363.0
Provision for Income Taxes (3)	99.9	74.2	54.3	135.6	82.2
Equity in Net Income of Affiliates	2.8	2.7	1.9	1.6	1.3
Net Income (Loss) from Continuing Operations	106.5	208.5	287.8	252.3	282.1
Less: Net (Income) Loss Attributable to the Noncontrolling Interest	(5.0 )	(4.3 )	(3.5 )	(3.6 )	(1.0 )
Net Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet	101.5	204.2	284.3	248.7	281.1
Income from Discontinued Operations, Net of Income Taxes (4)	—	2.1	10.1	9.8	14.4
Loss on Disposal of Business, Net of Income Taxes	(4.1 )	(37.5 )	—	—	—
Income (Loss) from Discontinued Operations, Net of Income Taxes (5)	(4.1 )	(35.4 )	10.1	9.8	14.4
Net Income (Loss) Attributable to Dun & Bradstreet	\$97.4	\$168.8	\$294.4	\$258.5	\$295.5
<b>Basic Earnings (Loss) Per Share of Common Stock:</b>					
Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders	\$2.78	\$5.66	\$7.79	\$6.36	\$6.16
Income (Loss) from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders	(0.11 )	(0.98 )	0.27	0.25	0.31
Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders	\$2.67	\$4.68	\$8.06	\$6.61	\$6.47
<b>Diluted Earnings (Loss) Per Share of Common Stock:</b>					
Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders	\$2.76	\$5.61	\$7.71	\$6.29	\$6.12
Income (Loss) from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders	(0.11 )	(0.97 )	0.28	0.25	0.31
Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders	\$2.65	\$4.64	\$7.99	\$6.54	\$6.43
<b>Other Data:</b>					
Weighted Average Number of Shares Outstanding - Basic	36.5	36.1	36.5	39.1	45.6
Weighted Average Number of Shares - Diluted	36.8	36.4	36.9	39.5	46.0
Cash Dividends Paid per Common Share	\$1.93	\$1.85	\$1.76	\$1.60	\$1.52
Cash Dividends Declared per Common Share	\$1.93	\$1.85	\$1.76	\$1.60	\$1.52
<b>Other Comprehensive Income, Net of Tax:</b>					
Net Income (Loss) from Continuing Operations	\$106.5	\$208.5	\$287.8	\$252.3	\$282.1
Income (Loss) from Discontinued Operations, Net of Income Taxes	(4.1 )	(35.4 )	10.1	9.8	14.4

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Net Income (Loss)	102.4	173.1	297.9	262.1	296.5
Foreign Currency Translation Adjustments, no Tax Impact	24.9	(59.0 )	(46.9 )	(35.6 )	17.1
Defined Benefit Pension Plans:					
Prior Service Costs, Net of Tax Income (Expense) (6)	(0.9 )	(0.9 )	1.8	(5.6 )	(6.4 )
Net Actuarial Gain (Loss), Net of Tax Income (Expense) (7)	(8.7 )	15.8	(138.3 )	154.4	(56.2 )
Derivative Financial Instruments, Net of Tax Income (Expense) (8)	—	—	(0.1 )	—	0.1
Total Other Comprehensive Income (Loss), Net of Tax	15.3	(44.1 )	(183.5 )	113.2	(45.4 )
Comprehensive Income (Loss), Net of Income Taxes	117.7	129.0	114.4	375.3	251.1
Less: Comprehensive Income (Loss) Attributable to the Noncontrolling Interest	(4.4 )	(3.6 )	(3.3 )	(3.5 )	(1.0 )
Comprehensive Income (Loss) Attributable to Dun & Bradstreet	\$113.3	\$125.4	\$111.1	\$371.8	\$250.1
Balance Sheet:					
Total Assets (9) (10)	\$2,209.2	\$2,266.5	\$1,981.9	\$1,884.6	\$1,984.8
Long-Term Debt (10)	\$1,594.5	\$1,797.0	\$1,348.3	\$1,510.4	\$1,283.7
Total Dun & Bradstreet Shareholders' Equity (Deficit)	\$(1,002.0)	\$(1,116.8)	\$(1,203.3)	\$(1,048.4)	\$(1,017.4)
Noncontrolling Interest	\$14.2	\$11.5	\$8.7	\$6.1	\$3.1
Total Equity (Deficit)	\$(987.8 )	\$(1,105.3)	\$(1,194.6)	\$(1,042.3)	\$(1,014.3)

(1) Restructuring, non-core gains and (charges) and acquisition and divestiture-related charges<sup>(a)</sup> included in Operating Income:

	For the Years Ended December 31,				
	2016	2015	2014	2013	2012
Gain (Charge):					
Restructuring Charges	\$(22.1)	\$(32.3)	\$(14.9)	\$(13.9)	\$(29.4)
Legal and Other Professional Fees and Shut-Down Costs Related to Matters in China	\$(2.0 )	\$(1.6 )	\$(3.7 )	\$(7.4 )	\$(15.6)
Accrual for Legal Matters	\$ (26.0)	\$—	\$—	\$—	\$—
Acquisition/Divestiture Related Costs	\$(9.5 )	\$(21.9)	\$—	\$—	\$—
Amortization of Acquisition Related Intangibles	\$(24.2)	\$(17.8)	\$—	\$—	\$—
Impairments Related to Matters in China	\$—	\$—	\$—	\$—	\$(12.9)
Impairment of Assets	\$(2.4 )	\$(6.8 )	\$(7.3 )	\$(33.3)	\$—
Strategic Technology Investment or MaxCV	\$—	\$—	\$—	\$—	\$(30.3)

(a) See Item 7. included in this Annual Report on Form 10-K for further detail.

(2) Restructuring, non-core gains and (charges) and acquisition and divestiture-related charges<sup>(a)</sup> included in Non-Operating Income (Expense) – Net:

	For the Years Ended December 31,				
	2016	2015	2014	2013	2012
Gain (Charge):					
Effect of Legacy Tax Matters (b)	\$(1.7 )	\$(6.9)	\$(28.6)	\$0.8	\$(14.8)
Gain (Loss) on Sale of Businesses (c)	\$(95.1)	\$—	\$—	\$—	\$6.1
Gain (Loss) on Investment	\$(6.7 )	\$(1.2)	\$—	\$—	\$—
Acquisition/Divestiture Related Costs	\$(0.1 )	\$(0.3)	\$—	\$—	\$—

(a) See Item 7. included in this Annual Report on Form 10-K for further detail.

(b) During the year ended December 31, 2016, we recognized the reduction of a contractual receipt under a tax allocation agreement between Moody's Corporation and Dun & Bradstreet as a result of the expiration of a statute of limitations for the 2012 tax year.

During the year ended December 31, 2015, we recognized the reduction of a contractual receipt under a tax allocation agreement between Moody's Corporation and Dun & Bradstreet as a result of the expiration of a statute of limitations for the 2011 tax year.

During the year ended December 31, 2014, we recognized the reduction of a contractual receipt under a tax allocation agreement between Moody's Corporation and Dun & Bradstreet as a result of the effective settlement of audits for the 2007 - 2009 tax years and the expiration of a statute of limitations for the 2010 tax year.

During the year ended December 31, 2012, we recognized the reduction of a contractual receipt under a tax allocation agreement between Moody's Corporation and Dun & Bradstreet as a result of the expiration of the statute of limitations for the 2005 and 2006 tax years.

During the year ended December 31, 2016, we recognized a total pre-tax loss on the sale of businesses related to (c) the disposal of our Belgium, Netherlands and Latin America operations. See Note 17 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail.

(3) Restructuring, non-core gains and (charges) and acquisition and divestiture-related charges<sup>(a)</sup> included in Provision for Income Taxes:

	For the Years Ended December 31,				
	2016	2015	2014	2013	2012
Tax Benefit (Expense):					
Restructuring Charges	\$7.7	\$11.7	\$4.1	\$3.6	\$10.7
Legal and Other Professional Fees and Shut-Down Costs Related to Matters in China	\$0.7	\$0.8	\$1.3	\$2.8	\$5.2
Accrual for Legal Matters	\$3.4	\$—	\$—	\$—	\$—
Gain (Loss) on Sale of Businesses	\$(2.7)	\$—	\$—	\$—	\$5.1
Acquisition/Divestiture Related Costs	\$1.6	\$3.8	\$—	\$—	\$—
Amortization of Acquisition Related Intangibles	\$9.1	\$6.8	\$—	\$—	\$—
Cash Repatriation Tax Benefit	\$—	\$2.9	\$—	\$—	\$—
Impairment of Assets	\$—	\$2.1	\$2.8	\$6.2	\$—
Strategic Technology Investment or MaxCV	\$—	\$—	\$—	\$—	\$9.5
Gain (Loss) on Investment	\$—	\$0.3	\$—	\$—	\$—
Tax Benefit on a Loss on the Tax Basis of a Legal Entity	\$—	\$—	\$—	\$—	\$15.4
Effect of Legacy and Other Tax Matters	\$3.4	\$14.3	\$65.8	\$(0.8)	\$27.8

(a) See Item 7. included in this Annual Report on Form 10-K for further detail.

(4) Tax Benefit (Expense) of \$2.2 million, \$1.7 million, \$0.1 million and \$(0.9) million during the years ended December 31, 2015, 2014, 2013 and 2012, respectively.

(5) In June 2015, we divested our business in Australia and New Zealand (“ANZ”) for \$169.8 million, which was part of our Non-Americas segment. Accordingly, we have reclassified the historical financial results of our business in ANZ as discontinued operations for all periods presented in this Annual Report on Form 10-K and recorded a loss on the disposal of the business of \$4.1 million and \$37.5 million (both pre-tax and after tax) for the years ended December 31, 2016 and 2015, respectively, in the consolidated statement of operations and comprehensive income (loss). See Note 17 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail.

Tax Benefit (Expense) of \$0.4 million, \$0.5 million, \$(1.1) million, \$3.3 million and \$3.1 million during the years (6) ended December 31, 2016, 2015, 2014, 2013 and 2012, respectively. See Note 10 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail.

Tax Benefit (Expense) of \$4.3 million, \$(9.6) million, \$84.9 million, \$(91.7) million and \$27.2 million during the (7) years ended December 31, 2016, 2015, 2014, 2013 and 2012, respectively. See Note 10 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail.

(8) Tax Benefit (Expense) of \$(0.1) million and \$(1.9) million for the years ended December 31, 2014 and 2012, respectively.

(9) During the year ended December 31, 2015, we acquired NetProspex and Dun & Bradstreet Credibility Corp. See Note 18 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail.

The prior period consolidated balance sheets were adjusted associated with the adoption of Accounting Standards Update (“ASU”) No. 2015-03 “Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs” in the first quarter of 2016. The impacts were adjustments of \$7.1 million, \$3.9 million, \$5.6 million and \$7.0 million to the consolidated balance sheet at December 31, 2015, 2014, 2013 and 2012, (10) respectively. See Note 2 and Note 6 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail.



Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

How We Manage Our Business

In addition to reporting generally accepted accounting principles in the United States of America ("GAAP") results, the Company evaluates performance and reports on a total company basis and on a business segment level basis its results (such as revenue, operating income, operating income growth, operating margin, net income, tax rate and diluted earnings per share) on an "As Adjusted" basis. The term "As Adjusted" refers to the following: the elimination of the effect on revenue due to purchase accounting fair value adjustments to deferred revenue; restructuring charges; other non-core gains and charges that are not in the normal course of our business (such as gains and losses on sales of businesses, impairment charges and material tax and legal settlements); acquisition and divestiture-related fees (such as costs for bankers, legal fees, diligence costs, retention payments and contingent consideration adjustments); and acquisition-related intangible amortization expense. A recurring component of our "As Adjusted" basis is our restructuring charges, which we believe do not reflect our underlying business performance. Such charges are variable from period to period based upon actions identified and taken during each period. Additionally, our "As Adjusted" results exclude the results of Discontinued Operations. Management reviews operating results on an "As Adjusted" basis on a monthly basis and establishes internal budgets and forecasts based upon such measures. Management further establishes annual and long-term compensation such as salaries, target cash bonuses and target equity compensation amounts based on performance on an "As Adjusted" basis and a significant percentage weight is placed upon performance on an "As Adjusted" basis in determining whether performance objectives have been achieved. Management believes that by reflecting these adjustments to our GAAP financial measures, business leaders are provided incentives to recommend and execute actions that support our long-term growth strategy rather than being influenced by the potential impact one of these items can have in a particular period on their compensation. The Company adjusts for these items because they do not reflect the Company's underlying business performance and they may have a disproportionate positive or negative impact on the results of its ongoing business operations. We believe that the use of our non-GAAP financial measures provides useful supplemental information to our investors.

We also isolate the effects of changes in foreign exchange rates on our revenue growth because we believe it is useful for investors to be able to compare revenue from one period to another, both after and before the effects of foreign exchange. The change in our operating performance attributable to foreign currency rates is determined by converting both our prior and current periods by a constant rate. As a result, we monitor our "As Adjusted" revenue growth both after and before the effects of foreign exchange.

We also analyze "As Adjusted" revenue growth on an organic basis because management believes this information provides important insight into the underlying/ongoing performance of the business. Organic revenue excludes revenue from acquired businesses for one year from the date of the acquisition and net divested revenue which we define as the historical revenues from the divested businesses net of the annual ongoing future revenue streams resulting from the commercial arrangements entered into in connection with such divestitures.

We may from time to time use the term "sales," which we define as the annual value of committed customer contracts. This term is often referred to as "bookings" or "commitments" by other companies.

In June 2015, we divested our business in Australia and New Zealand ("ANZ") for \$169.8 million, which was part of our Non-Americas segment. Accordingly, we have reclassified the historical financial results of our business in ANZ as discontinued operations for all periods presented as set forth in Item 8. of this Annual Report on Form 10-K. See Note 17 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail.

In the fourth quarter of 2016, we divested our operations in the Netherlands and Belgium ("Benelux") and Latin America, which were reported within our Non-Americas and Americas segments, respectively.

We monitor free cash flow as a measure of our business. We define free cash flow as net cash provided by operating activities minus capital expenditures and additions to computer software and other intangibles. Free cash flow measures our available cash flow for potential debt repayment, acquisitions, share repurchases, dividend payments and additions to cash, cash equivalents and short-term investments. We believe free cash flow to be relevant and useful to our investors as this measure is used by our management in evaluating the funding available after supporting our ongoing business operations and our portfolio of investments.

Free cash flow should not be considered as a substitute measure for, or superior to, net cash flows provided by operating activities, investing activities or financing activities. Therefore, we believe it is important to view free cash flow as a complement to the consolidated statements of cash flows.



We also monitor deferred revenue after adjusting for the effect of foreign exchange, dispositions, acquisitions and the impacts of the write-down of deferred revenue due to purchase accounting.

We also report and monitor the performance of our Risk Management Solutions as Trade Credit and Other Enterprise Risk Management, and the results of our Sales & Marketing Solutions as Traditional Prospecting Solutions and Advanced Marketing Solutions. Trade Credit represents our traditional commercial credit products such as DNBi (which includes D&B Credit) and all other products that help customers assess payment risk. Other Enterprise Risk Management includes all of our remaining Risk Management products, such as our compliance, supply chain, credit on self and D&B Direct risk solutions. Traditional Prospecting Solutions includes Hoover's and our educational marketing business Market Data Retrieval ("MDR"). Advanced Marketing Solutions includes all of our remaining Sales & Marketing Solutions products including Optimizer, NetProspex and DaaS (e.g., CRM and D&B Direct sales and marketing solutions).

We evaluate our business based on the following supplemental revenue metrics for Trade Credit we further evaluate it by "DNBi," which includes D&B Credit, and "Other Trade Credit" and for total revenue we further evaluate it by "Direct" and "Alliance & Partners." We define "DNBi" as our interactive, online application that offers customers a subscription based real time access to our most complete and up-to-date global information, comprehensive monitoring and portfolio. We define "Other Trade Credit" as products and services used to manage credit risk and to support our customers' internal credit risk decisioning processes. We define "Direct" as when we hold the relationship with the end customer. We define "Alliance & Partners" as where we do not maintain the end relationship with the customer of our content (e.g., Alliances, Dun & Bradstreet Worldwide Network partners, Third Party or Broker type relationships). Management believes these measures provide further insight into our revenue performance.

The adjustments discussed herein to our results as determined under GAAP are among the primary indicators management uses as a basis for our planning and forecasting of future periods, to allocate resources, to evaluate business performance and, as noted above, for compensation purposes. However, these financial measures (e.g., results on an "As Adjusted" basis and free cash flow) are not prepared in accordance with GAAP, and should not be considered in isolation or as a substitute for total revenue, operating income, operating income growth, operating margin, net income, tax rate, diluted earnings per share, or net cash provided by operating activities, investing activities and financing activities prepared in accordance with GAAP. In addition, it should be noted that because not all companies calculate these financial measures similarly, or at all, the presentation of these financial measures is not likely to be comparable to similar measures of other companies.

See "Results of Operations" below for a discussion of our results reported on a GAAP basis.

#### Overview

Since January 1, 2015, we have managed and reported our business through two segments:

• Americas, which currently consists of our operations in the United States ("U.S."), Canada, and our Latin America Worldwide Network (we divested our Latin America operations in September 2016); and

• Non-Americas, which currently consists of our operations in the United Kingdom ("U.K."), Greater China, India and our European and Asia Pacific Worldwide Networks (we divested our operations in both the Netherlands and Belgium ("Benelux") in November 2016 and our Australian operations in June 2015).

Prior to January 1, 2015, we managed and reported our business through the following three segments:

• North America, which consisted of our operations in the U.S. and Canada;

• Asia Pacific, which primarily consisted of our operations in Australia, Greater China, India and Asia Pacific Worldwide Network; and

• Europe and other International Markets, which primarily consisted of our operations in the U.K., the Netherlands, Belgium, Latin America and our European Worldwide Network.

The financial statements of our subsidiaries outside of the U.S. and Canada reflect a fiscal year ended November 30 to facilitate the timely reporting of our consolidated financial results and consolidated financial position.

The following table presents the contribution by segment to revenue:

	For the Years Ended December 31,		
	2016	2015	2014

Revenue:

Americas	83%	81%	80%
----------	-----	-----	-----

Non-Americas	17%	19%	20%
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The following table presents contributions by customer solution set to revenue:

	For the Years Ended December 31,		
	2016	2015	2014

Revenue by Customer Solution Set:

Risk Management Solutions	59%	60%	61%
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Sales & Marketing Solutions	41%	40%	39%
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Our customer solution sets are discussed in greater detail in “Item 1. Business” of this Annual Report on Form 10-K.

#### Critical Accounting Policies and Estimates

In preparing our consolidated financial statements and accounting for the underlying transactions and balances reflected therein, we have applied the significant accounting policies described in Note 1 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K. Of those policies, we consider the policies described below to be critical because they are both most important to the portrayal of our financial condition and results, and they require management’s subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. We base our estimates on historical experience and on various other factors that we believe to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

If actual results in a given period ultimately differ from previous estimates, the actual results could have a material impact on such period.

We have discussed the selection and application of our critical accounting policies and estimates with the Audit Committee of our Board of Directors, and the Audit Committee has reviewed the disclosure regarding critical accounting policies and estimates as well as the other sections in this “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

#### Pension and Postretirement Benefit Obligations

Through June 30, 2007, we offered coverage to substantially all of our U.S. based employees under a defined benefit plan called The Dun & Bradstreet Corporation Retirement Account (“U.S. Qualified Plan”). The U.S. Qualified Plan covered active and retired employees. The benefits to be paid upon retirement are based on a percentage of the employee’s annual compensation. The percentage of compensation allocated annually to a retirement account ranged from 3% to 12.5% based on age and service. Amounts allocated under the U.S. Qualified Plan also receive interest credits based on the 30-year Treasury rate or equivalent rate published by the Internal Revenue Service. Pension costs are determined actuarially and funded in accordance with the Internal Revenue Code.

We also maintain supplemental and excess plans in the United States (“U.S. Non-Qualified Plans”) to provide additional retirement benefits to certain key employees of the Company. These plans are unfunded, pay-as-you-go plans. The U.S. Qualified Plan and the U.S. Non-Qualified Plans account for approximately 71% and 14% of our pension obligation, respectively, at December 31, 2016.

Effective June 30, 2007, we amended the U.S. Qualified Plan and one of the U.S. Non-Qualified Plans, known as the U.S. Pension Benefit Equalization Plan (the “PBEP”). Any pension benefit that had been accrued through such date under the two plans was “frozen” at its then current value and no additional benefits, other than interest on such amounts, will accrue under the U.S. Qualified Plan and the PBEP. Effective April 2011, we amended our Executive Retirement Plan to close the plan to new participants. Our employees in certain of our international operations are also

provided with retirement benefits through defined benefit plans, representing the remaining balance of our pension obligations.

We also provide various health care benefits for retirees. U.S. based employees, hired before January 1, 2004, who retire with 10 years of vesting service after age 45, are eligible to receive benefits. Postretirement benefit costs and obligations are determined actuarially. In July 2014, we amended our post-65 retiree health plan to eliminate our group-based retiree medical

and prescription plans effective December 31, 2014. Effective January 1, 2015, we provide eligible retirees and dependents age 65 or older access to coverage in the individual Medicare market. We also provide an annual contribution towards retirees' premiums and other out-of-pocket costs.

Certain of our non-U.S. based employees receive postretirement benefits through government-sponsored or administered programs.

The key assumptions used in the measurement of the pension and postretirement obligations and net periodic pension and postretirement cost are:

- Expected long-term rate of return on pension plan assets, which is based on a target asset allocation as well as expected returns on asset categories of plan investments;
- Discount rate, which is used to measure the present value of pension plan obligations and postretirement health care obligations. The discount rates are derived using a yield curve approach which matches projected plan benefit payment streams with bond portfolios, reflecting actual liability duration unique to our plans;
- Mortality rates, which are used to estimate life expectancy of plan participants, determining the period over which retirement plan benefits are expected to be paid; and
- Rates of compensation increase and cash balance accumulation/conversion rates, which are based on an evaluation of internal plans and external market indicators.

We believe that the assumptions used are appropriate, though changes in these assumptions would affect our pension and other postretirement benefit costs.

The factor with the most immediate impact on our pension costs is a change in the expected long-term rate of return on pension plan assets for the U.S. Qualified Plan. This assumption was 7.25% for 2016 and 7.75% for each of 2015 and 2014. For 2017, we will use a long-term rate of return of 7.00%. The 7.00% assumption represents our best estimate of the expected long-term future investment performance of the U.S. Qualified Plan, after considering expectations for future capital market returns and the plan's asset allocation. As of December 31, 2016, the U.S. Qualified Plan was 50% invested in publicly traded equity securities, 45% invested in debt securities and 5% invested in alternative investments (e.g. real estate).

A change in the discount rate also has an effect on our annual operating income and financial position. Effective January 1, 2016, we changed the approach used to measure service and interest cost components of net periodic benefit costs for our pension and postretirement benefit plans. Previously, we measured service and interest costs utilizing a single weighted-average discount rate derived from the yield curve used to measure the plan obligations. Beginning in 2016, we elected to measure service and interest costs by applying the specific spot rates along that yield curve to the plans' liability cash flows ("Spot Rate Approach"). We believe the new approach provides a more precise measurement of service and interest costs by improving the correlation between projected benefit cash flows and their corresponding spot rates on the yield curve. This change does not affect the measurement of our plan obligations and it was accounted for as a change in accounting estimate which was applied prospectively. This change in estimate reduced our 2016 pension and postretirement net periodic cost by approximately \$14 million. The weighted average discount rate used in effect for the 2016 interest and service cost for the U.S. plans under the Spot Rate Approach was 3.04%. The weighted average discount rate used to measure the benefit obligation for the U.S. plans was 3.89% at December 31, 2015.

Changes in the above key assumptions for our U.S. plans would have the following effects:

	Long-Term Rate of Return		Discount Rate	
	Increase	Decrease	Increase	Decrease
Increase (Decrease) in Pension Cost	\$(3.0)	\$ 3.0	\$ 1.0	\$(1.0)
Increase (Decrease) in Pension Obligation	N/A	N/A	\$(47.0)	\$ 37.0

Differences between the assumptions stated above and actual experience could affect our pension and other postretirement benefit costs. When actual plan experience differs from the assumptions used, actuarial gains or losses arise. These gains and losses are aggregated and amortized generally over the average future service periods or life expectancy of plan participants to the extent that such gains or losses exceed a "corridor." The purpose of the corridor is

to reduce the volatility caused by the difference between actual experience and the pension-related assumptions noted above, on a plan-by-plan basis. For all of our pension plans, total actuarial losses that have not been recognized in our pension costs as of

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December 31, 2016 and 2015 were \$1,132.5 million and \$1,120.7 million, respectively, of which \$894.9 million and \$885.2 million, respectively, were attributable to the U.S. Qualified Plan, \$122.8 million and \$124.0 million, respectively, were attributable to the U.S. Non-Qualified Plans, and the remainder was attributable to the non-U.S. pension plans. See discussion in Note 10 to our consolidated financial statements included in Item 8. of this Annual Report on Form 10-K. In our 2017 net periodic pension cost, we expect to recognize a portion of such losses amounting to \$29.8 million, \$6.9 million and \$3.4 million for the U.S. Qualified Plan, U.S. Non-Qualified Plans and non-U.S. plans, respectively, compared to \$29.0 million, \$6.9 million and \$2.9 million, respectively, in 2016. The higher amortization of actuarial loss included in our 2017 pension cost for the U.S. and non-U.S. plans, is due to a higher unrecognized actuarial loss subject to amortization in 2017, primarily as a result of lower discount rates at December 31, 2016.

The mortality assumption is one of the key components in determining projected pension obligations as well as the pension and postretirement benefit costs. For our U.S. plans we used the RP-2014 aggregate mortality table together with mortality improvement projection scale MP-2016 and MP-2015 at December 31, 2016 and 2015, respectively. The adoption of the updated mortality improvement projection scale MP-2016 and MP-2015 resulted in a reduction of the projected benefit obligations for the U.S. plans of approximately \$11 million and \$21 million, respectively, at December 31, 2016 and 2015.

Differences between the expected long-term rate of return assumption and actual experience could affect our net periodic pension cost. For our pension plans, we recorded net periodic pension cost of \$5.2 million, \$18.1 million and \$18.7 million for the years ended December 31, 2016, 2015 and 2014, respectively. A major component of the net periodic pension cost is the expected return on plan assets, which was \$96.5 million, \$102.6 million and \$100.2 million for the years ended December 31, 2016, 2015 and 2014, respectively. The expected return on plan assets is determined by multiplying the expected long-term rate of return assumption by the market-related value of plan assets. The market-related value of plan assets recognizes asset gains and losses over five years to reduce the effects of short-term market fluctuations on net periodic cost. For our pension plans we recorded: (i) for the year ended December 31, 2016, a total investment gain of \$112.5 million which was comprised of a gain of \$68.1 million in our U.S. Qualified Plan and a gain of \$44.4 million in our non-U.S. plans, (ii) for the year ended December 31, 2015, a total investment gain of \$13.5 million which was comprised of a loss of \$2.7 million in our U.S. Qualified Plan and a gain of \$16.2 million in our non-U.S. plans, and (iii) for the year ended December 31, 2014, a total investment gain of \$139.2 million which was comprised of a gain of \$94.3 million in our U.S. Qualified Plan and a gain of \$44.9 million in our non-U.S. plans. At January 1, 2017, the market-related value of plan assets of our U.S. Qualified Plan and the non-U.S. plans was \$1,199.8 million and \$241.9 million, respectively, compared with the fair value of the plan assets of \$1,150.6 million and \$275.7 million, respectively.

Changes in the funded status of our pension plans could result in fluctuations in our shareholders' equity (deficit). We are required to recognize the funded status of our benefit plans as a liability or an asset, on a plan-by-plan basis with an offsetting adjustment to Accumulated Other Comprehensive Income ("AOCI"), in our shareholders' equity (deficit), net of tax. Accordingly, the amounts recognized in equity represent unrecognized gains (losses) and prior service costs. These unrecognized gains (losses) and prior service costs are amortized out of equity (deficit) based on an actuarial calculation each period. Gains (losses) and prior service costs that arise during the year are recognized as a component of Other Comprehensive Income ("OCI") which is then reflected in AOCI. During the years ended December 31, 2016 and 2015, we recorded in OCI, net of applicable tax, a net loss of \$9.6 million and net income of \$14.9 million, respectively. The loss in 2016 was primarily driven by lower discount rates applied to our global plans at December 31, 2016. Total net funded status for our global plans improved by \$12.3 million to a deficit of \$537.9 million at December 31, 2016, compared to a deficit of \$550.2 million at December 31, 2015, primarily due to better asset performance during 2016.

For information on pension and postretirement benefit plan contribution requirements, please see "Future Liquidity-Sources and Uses of Funds-Pension Plan and Postretirement Benefit Plan Contribution Requirements." See Note 10 to our consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for more information regarding costs of, and assumptions for, our pension and postretirement benefit obligations and costs.

Revenue Recognition

Application of the various accounting principles in GAAP related to the measurement and recognition of revenue requires us to make judgments and estimates. Specifically, complex arrangements with non-standard terms and conditions may require significant contract interpretation to determine the appropriate accounting, including whether the deliverables specified in a multiple-element arrangement should be treated as separate units of accounting. Other significant judgments include determining whether we are acting as the principal in a transaction, primarily as it relates to transactions with alliances and partners, and whether separate contracts are considered part of one arrangement. We also use judgment to assess whether collectability is reasonably assured before we recognize any revenue. We base our judgment on the creditworthiness of the customer, their historical payment experience and the market and economic conditions affecting the customer.

Total consideration in multiple-element arrangements is allocated to each deliverable based on the relative selling price at the inception of the arrangements and does not change. We determine the estimated selling price for each deliverable using the selling price hierarchy (vendor-specific objective evidence of selling price, third-party evidence of selling price, and best estimated selling price). We review estimated selling prices used in this hierarchy on a quarterly basis and update as required. As a result, the allocation of total consideration in future new multiple-element arrangements with the same deliverables can change.

#### Goodwill and Other Intangible Assets

Goodwill represents the excess of the purchase consideration over the fair value of assets and liabilities of businesses acquired. Goodwill is not subject to regular periodic amortization. Instead, the carrying amount of goodwill is tested for impairment at least annually at December 31, and between annual tests if events or circumstances warrant such a test. An impairment loss would be recognized if the carrying amount exceeded the fair value.

We assess recoverability of goodwill at the reporting unit level. A reporting unit is an operating segment or a component of an operating segment which is a business and for which discrete financial information is available and reviewed by a segment manager. Our reporting units are North America and Latin America Partnership within the Americas segment, and United Kingdom, European Partnerships, Greater China, India and Asia Pacific Partnerships within the Non-Americas segment. During the fourth quarter of 2016, we shifted our business model in Benelux and Latin America to our Worldwide Network partnership model in connection with the divestiture of the domestic operations of Benelux and Latin America. As a result, the former Benelux and Latin America reporting units through the divestiture dates were eliminated and we currently report our new partnership businesses in Benelux and Latin America within the European Partnerships and Latin America Partnership reporting units, respectively.

We perform a two-step goodwill impairment test. In the first step, we compare the fair value of each reporting unit to its carrying value. If the fair value of the reporting unit exceeds the carrying value of the net assets, including goodwill assigned to that reporting unit, goodwill is not impaired and no further test is performed. However, if the carrying value of the net assets assigned to the reporting unit exceeds the fair value of the reporting unit, the second step of the impairment test is performed to determine the magnitude of the impairment, which is the implied fair value of the reporting unit's goodwill compared to the carrying value. The implied fair value of goodwill is the difference between the fair value of the reporting unit and the fair value of its identifiable net assets. If the carrying value of goodwill exceeds the implied fair value of goodwill, the goodwill is written down to its implied fair value and an impairment loss equal to this difference is recorded in the period that the impairment is identified as an operating expense.

We determine the fair value of our reporting units based on the market approach and also in certain instances use the income approach to further validate our results. Under the market approach, we estimate the fair value based on market multiples of current year Earnings before Interest, Taxes, Depreciation and Amortization ("EBITDA") for each individual reporting unit. We use judgment in identifying the relevant comparable company market multiples (i.e., recent divestitures/acquisitions, facts and circumstances surrounding the market, dominance, growth rate, etc.). As of our most recent impairment analysis at December 31, 2016, the EBITDA multiples used to determine the individual reporting unit's fair value range from 8 to 12. For the income approach, we use the discounted cash flow method ("DCF") to estimate the fair value of a reporting unit. The projected cash flows are based on management's most recent view of the long-term outlook for each reporting unit. Factors specific to each reporting unit could include revenue growth, profit margins, terminal value, capital expenditures projections, assumed tax rates, discount rates and other assumptions deemed reasonable by management. For our 2016 year-end impairment analysis, we also applied the DCF approach to estimate the fair value for the India reporting unit and derived the reporting unit fair value using an equal weighting of the two valuation approaches (see below discussion for further detail).

Our determination of current year EBITDA multiples and projected cash flows are sensitive to the risk of future variances due to market conditions as well as business unit execution risks. Management assesses the relevance and reliability of the multiples and projected cash flows by considering factors unique to its reporting units, including recent operating results, business plans, economic projections, anticipated future cash flows, recent market transactions involving comparable businesses and other data. EBITDA multiples and projected cash flows can also be significantly impacted by the future growth opportunities for the reporting unit as well as for the Company itself, general market and geographic sentiment and pending or recently completed merger transactions.



Consequently, if future results fall below our forward-looking projections for an extended period of time, the results of future impairment tests could indicate that impairment exists. Although we believe the multiples of current year EBITDA in our market approach and the projected cash flows in our income approach make reasonable assumptions about our business, a significant increase in competition or reduction in our competitive capabilities could have a significant adverse impact on our ability to retain market share and thus on the projected values for our reporting units.

As a reasonableness check, we reconcile the estimated fair values derived in the valuations for the total Company based on the individual reporting units to our total enterprise value (calculated by multiplying the closing price of our common stock on December 31, 2016 by the number of shares outstanding at that time, adjusted for the value of the Company's debt).

At December 31, 2016, the estimated fair values of our reporting units exceeded the respective carrying values by amounts ranging from 13% to well over 100%. Our India reporting unit was at the low end of the range and our largest reporting unit, North America, was at the high end of the range at December 31, 2016. We also further estimated the fair value for the India reporting unit by applying the DCF method to validate the fair value derived from the market approach. We applied a discount rate of 15% and a terminal growth rate of 5% to the most recent projected cash flows generated from the reporting unit. The carrying value of goodwill for India is immaterial.

The allocated goodwill by reportable segment is as follows:

(in millions)	As of December 31, 2016		As of December 31, 2015	
	Number of Reporting Units	Goodwill	Number of Reporting Units	Goodwill
Americas	2	\$ 550.5	2	\$ 562.6
Non-Americas	5	101.4	6	141.4
Consolidated Total		\$ 651.9		\$ 704.0

Indefinite-lived intangibles other than goodwill, are also assessed annually for impairment at December 31 of each year, or, under certain circumstances which indicate there may be an impairment. An impairment loss is recognized if the carrying value exceeds the fair value. The estimated fair value is determined by utilizing the expected present value of the future cash flows of the assets. We perform both qualitative and quantitative impairment tests to compare the fair value of the indefinite-lived intangible asset with its carrying value. For the recently acquired indefinite-lived intangible assets from acquisitions, we perform a qualitative impairment test based on macroeconomic and market conditions, industry considerations, overall performance and other relevant factors. For other indefinite-lived intangible assets, we may also perform a quantitative impairment test primarily using an income approach based on projected cash flows.

No impairment charges related to goodwill and indefinite-lived intangibles have been recognized for the years ended December 31, 2016, 2015 and 2014.

#### Income Taxes and Tax Contingencies

We are subject to income taxes in the U.S. and many foreign jurisdictions. In determining our consolidated provision for income taxes for financial statement purposes, we must make certain estimates and judgments. These estimates and judgments affect the determination of the recoverability of certain of the deferred tax assets and the calculation of certain tax liabilities, which arise from temporary differences between the tax and financial statement recognition of revenue and expense and net operating losses.

In evaluating our ability to recover our deferred tax assets, we consider all available positive and negative evidence including our past operating results, the existence of cumulative losses in the most recent years and our forecast of future taxable income. In estimating future taxable income, we develop assumptions, including the amount of future pre-tax operating income, the reversal of temporary differences, and the implementation of feasible and prudent tax planning strategies. These assumptions require significant judgment about the forecasts of future taxable income and are consistent with the plans and estimates we are using to manage the underlying businesses.

We currently have recorded valuation allowances in certain jurisdictions that we will maintain until it is more likely than not the deferred tax assets will be realized. Our income tax expense recorded in the future may be reduced to the extent of decreases in our valuation allowances. The realization of our remaining deferred tax assets is primarily dependent on future taxable income in the appropriate jurisdiction. Any reduction in future taxable income may require that we record an additional valuation allowance against our deferred tax assets. An increase in the valuation allowance could result in additional income tax expense in such period and could have a significant impact on our future earnings.

Changes in tax laws and rates could also affect recorded deferred tax assets and liabilities in the future. Management records the effect of a tax rate or law change on our deferred tax assets and liabilities in the period of enactment.

Future tax rate or law changes could have a material adverse effect on our financial condition, results of operations or

cash flows.

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### Recently Issued Accounting Standards

See Note 2 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for disclosure of the impact that recent accounting standards may have on our audited consolidated financial statements.

### Results of Operations

The following discussion and analysis of our financial condition and results of operations are based upon the consolidated financial statements and should be read in conjunction with the consolidated financial statements and related notes set forth in Item 8. of this Annual Report on Form 10-K, which have been prepared in accordance with GAAP.

### Consolidated Revenue

The following table presents our revenue by segment:

For the Years Ended  
December 31,  
2016    2015    2014  
(Amounts in millions)

#### Revenue:

Americas	\$1,416.1	\$1,329.1	\$1,260.3
Non-Americas	287.6	308.0	324.2
Total Revenue	\$1,703.7	\$1,637.1	\$1,584.5

The following table presents our total revenue by customer solution set:

For the Years Ended  
December 31,  
2016    2015    2014  
(Amounts in millions)

#### Revenue:

Risk Management Solutions	\$1,011.8	\$978.3	\$962.1
Sales & Marketing Solutions	691.9	658.8	622.4
Total Revenue	\$1,703.7	\$1,637.1	\$1,584.5

Year Ended December 31, 2016 vs. Year Ended December 31, 2015

Total revenue increased \$66.6 million, or 4% (5% increase before the effect of foreign exchange), for the year ended December 31, 2016 as compared to the year ended December 31, 2015. The increase in total revenue was driven by an increase in Americas total revenue of \$87.0 million, or 7% (both after and before the effect of foreign exchange), partially offset by a decrease in Non-Americas total revenue of \$20.4 million, or 7% (1% decrease before the effect of foreign exchange).

Total revenue was impacted by the divestiture of our operations in Benelux (which we divested in November 2016) and Latin America (which we divested in September 2016). Prior to the divestiture, Benelux contributed \$48.2 million and \$58.7 million of revenue during the years ended December 31, 2016 and 2015, respectively. Prior to the divestiture, Latin America contributed \$8.7 million and \$10.0 million of revenue during the years ended December 31, 2016 and 2015, respectively.

We acquired a 100% equity interest in DBCC during the second quarter of 2015 and a 100% equity interest in NetProspex during the first quarter of 2015. In accordance with ASC 805, "Business Combinations," deferred revenue at the acquisition date was recorded at fair value based on the estimated cost to provide the related services plus a reasonable profit margin on such costs. The impact of the deferred revenue fair value adjustment was a reduction of \$3.1 million and \$19.9 million for the years ended December 31, 2016 and 2015, respectively.

The increase in total revenue is primarily attributed to:

- Increased revenue associated with our acquisition of Dun & Bradstreet Credibility Corp. ("DBCC"), which was completed during the second quarter of 2015, net of the impact of the deferred revenue fair value adjustment;
- Growth in our Integration Manager and Optimizer products, driven primarily by increased spend by our larger strategic customers;

- Increased revenue associated with Credit-on-Self products and certain of our other Risk Management Solutions driven by our emerging businesses channel; and

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Increased revenue through our third-party alliances and our D&B Direct offering;

partially offset by:

The negative impact of foreign exchange;

Decreased revenue of our DNBi and Hoover's subscription plans primarily due to a decline in sales in prior periods; and

More of our revenue is being deferred out as we shift more of our sales to newer, embedded products where revenue is recognized over time.

While revenue from our alliances increased in 2016 as compared to 2015, it increased at a slower rate. For 2017, we expect this trend to continue.

#### Customer Solution Sets

On a customer solution set basis, total revenue reflects:

A \$33.5 million, or 3% increase (5% increase before the effect of foreign exchange), in Risk Management Solutions.

The increase was driven by an increase in revenue in Americas of \$42.0 million, or 6% (both after and before the effect of foreign exchange), partially offset by a decrease in revenue in Non-Americas of \$8.5 million, or 3%, (2% increase before the effect of foreign exchange); and

A \$33.1 million, or 5% increase (6% increase before the effect of foreign exchange), in Sales & Marketing Solutions.

The increase was driven by an increase in revenue in Americas of \$45.0 million, or 8% (both after and before the effect of foreign exchange), partially offset by a decrease in revenue in Non-Americas of \$11.9 million, or 19% (13% decrease before the effect of foreign exchange).

Year Ended December 31, 2015 vs. Year Ended December 31, 2014

Total revenue increased \$52.6 million, or 3% (5% increase before the effect of foreign exchange), for the year ended December 31, 2015 as compared to the year ended December 31, 2014. The increase in total revenue was primarily driven by an increase in Americas total revenue of \$68.8 million, or 5% (6% increase before the effect of foreign exchange), and an increase in Non-Americas total revenue of \$16.2 million, or 5% (3% increase before the effect of foreign exchange).

Non-Americas total revenue was impacted by the ceasing of operations in our Ireland Small Corporate Registry Business during the year ended December 31, 2014.

The increase in total revenue is primarily attributed to:

Increased revenue associated with our acquisitions of DBCC, which was completed during the second quarter of 2015, and NetProspex, which was completed during the first quarter of 2015. Revenue includes revenue from DBCC and NetProspex since their respective acquisition dates of \$71.2 million and \$17.6 million, respectively, for the year ended December 31, 2015, net of the impact of the deferred revenue fair value adjustment of \$18.2 million and \$1.7 million, respectively;

Growth in our DaaS offerings (e.g., DaaS CRM alliances and D&B Direct); and

An increase in purchases by our Worldwide Network primarily for fulfillment services and product usage;

partially offset by:

The negative impact of foreign exchange;

More of our revenue is being deferred out as we shift more of our sales to newer, embedded products where revenue is recognized over time; and

Decreased revenue of our subscription plans (e.g., Hoover's and DNBi) primarily due to a decline in sales in prior quarters.

### Customer Solution Sets

On a customer solution set basis, total revenue reflects:

A \$16.2 million, or 2% increase (5% increase before the effect of foreign exchange), in Risk Management Solutions. The increase was driven by an increase in revenue in Americas of \$32.0 million, or 5% (both after and before the effect of foreign exchange), partially offset by a decrease in revenue in Non-Americas of \$15.8 million, or 6% (2% increase before the effect of foreign exchange); and

A \$36.4 million, or 6% increase (7% increase before the effect of foreign exchange), in Sales & Marketing Solutions. The increase was driven by an increase in revenue in Americas of \$36.8 million, or 7% (both after and before the effect of foreign exchange), partially offset by a decrease in revenue in Non-Americas of \$0.4 million, or 1% (7% increase before the effect of foreign exchange).

### Recent Developments

#### United Kingdom's Proposed Exit from the European Union

In June 2016, voters in the United Kingdom (“U.K.”) approved a non-binding referendum in favor of the U.K.’s withdrawal from membership in the European Union (“EU”), which is commonly referred to as “Brexit.” An immediate consequence of the Brexit vote was an adverse impact to global markets, including currency markets which experienced a sharp drop in the value of the British pound. Longer term, Brexit will require negotiations regarding the future terms of the U.K.’s relationship with the EU, which could result in the U.K. losing access to certain aspects of the single EU market and the global trade deals negotiated by the EU on behalf of its members. The Brexit vote and the perceptions as to the impact of the withdrawal of the U.K. may adversely affect business activity, political stability and economic conditions in the U.K., the Eurozone, the EU and elsewhere. While we have not experienced any material impact from Brexit on our underlying business to date, we cannot predict its future implications, which will in part depend on the outcome of the trade negotiations referenced above. For the three year period 2014 through 2016, the U.K. contributed an annual average of approximately 7% of total company revenue and 10% of consolidated operating income. See further discussion in “Liquidity and Financial Position.”

In January 2017, the U.K. Supreme Court stated that the non-binding referendum result does not authorize the Government to apply to leave the EU, and Parliament must now vote on whether the U.K. leaves the EU. It is widely believed that the vote will reflect the referendum result and notice to leave the EU will be served in March 2017.

#### European Union Safe Harbor Ruling

In October 2015, the European Court of Justice invalidated the “Safe Harbor” framework as a means of transferring personally identifiable information from the EU to the U.S. Dun & Bradstreet had relied on Safe Harbor as the basis for transfers from the EU prior to the decision. Since that time, we have relied on alternative mechanisms. In July 2016, the EU and U.S. authorities reached an agreement on a replacement for Safe Harbor, called Privacy Shield. Dun & Bradstreet became certified under the Privacy Shield on September 26, 2016 and now relies on this certification for transfers from the EU to the U.S.

#### Shanghai Roadway D&B Marketing Services Co. Ltd.

On March 18, 2012, we announced we had temporarily suspended our Shanghai Roadway D&B Marketing Services Co. Ltd. (“Roadway”) operations in China, pending an investigation into allegations that its data collection practices may have violated local Chinese consumer data privacy laws. Thereafter, the Company decided to permanently cease the operations of Roadway. In addition, we have been reviewing certain allegations that we may have violated the Foreign Corrupt Practices Act (“FCPA”) and certain other laws in our China operations. As previously reported, we have voluntarily contacted the Securities and Exchange Commission (“SEC”) and the United States Department of Justice (“DOJ”) to advise both agencies of our investigation, and we are continuing to meet with representatives of both the SEC and DOJ in connection therewith. Our investigation remains ongoing and is being conducted at the direction of the Audit Committee.

On September 28, 2012, Roadway was charged in a Bill of Prosecution, along with five former employees, by the Shanghai District Prosecutor with illegally obtaining private information of Chinese citizens. On December 28, 2012,

the Chinese court imposed a monetary fine on Roadway and fines and imprisonment on four former Roadway employees. A fifth former Roadway employee was separated from the case.

For the years ended December 31, 2016, 2015 and 2014, we incurred \$2.0 million, \$1.6 million and \$3.7 million, respectively, of legal and other professional fees related to matters in China.



As our investigation and our discussions with both the SEC and DOJ are ongoing, we cannot yet predict the ultimate outcome of the matter or its ultimate impact on our business, financial condition or results of operations. Based on our discussions with the SEC and DOJ, including indications from the SEC of its estimate of the amount of net benefit potentially earned by the Company as a result of the challenged activities, we continue to believe that it is probable that the Company will incur a loss related to the government's investigation. The DOJ also advised the Company in February 2015 that they will be proposing terms of a potential settlement, but we are unable to predict the timing or terms of any such proposal. We continue to have follow-up meetings with the SEC and DOJ, most recently meeting with the SEC in June 2016 and with the DOJ in October 2016, and the parties are still discussing the evidence and other factors to help bring this matter to resolution. In our June 2016 meetings with the SEC, the SEC provided us with its current net benefit calculations, but has not indicated whether it will impose additional penalties. In accordance with ASC 450, an amount in respect of this matter has been accrued in the consolidated financial statements in the second quarter of 2016. We are still in discussions with the DOJ to determine what range of penalties the DOJ might propose. Accordingly, we remain unable at this time to reasonably estimate the final amount or ultimate range of any loss, although it is possible that the amount of such additional loss could be material.

#### Consolidated Operating Costs

The following table presents our consolidated operating costs and operating income:

	For the Years Ended		
	December 31,		
	2016	2015	2014
	(Amounts in millions)		
Operating Expenses	\$542.6	\$544.7	\$530.1
Selling and Administrative Expenses	711.2	664.4	575.6
Depreciation and Amortization	68.6	58.7	52.5
Restructuring Charge	22.1	32.3	14.9
Operating Costs	\$1,344.5	\$1,300.1	\$1,173.1
Operating Income	\$359.2	\$337.0	\$411.4

#### Operating Expenses

Year Ended December 31, 2016 vs. Year Ended December 31, 2015

Operating expenses decreased \$2.1 million, or less than 1%, for the year ended December 31, 2016, compared to the year ended December 31, 2015. The decrease was primarily due to the following:

- Lower costs as a result of management restructuring initiatives taken in the fourth quarter of 2015 and January 2016; and

- The positive impact of foreign exchange;

partially offset by:

- Increased costs in data and technology as a result of our strategic investments; and

- Increased costs associated with our acquisition of DBCC during the second quarter of 2015.

Year Ended December 31, 2015 vs. Year Ended December 31, 2014

Operating expenses increased \$14.6 million, or 3%, for the year ended December 31, 2015, compared to the year ended December 31, 2014. The increase was primarily due to the following:

- Increased costs associated with our acquisition of DBCC during the second quarter of 2015 and NetProspex during the first quarter of 2015;

- Increased costs in technology for product development and data as a result of our strategic investments; and

- Increased compensation costs;

partially offset by:

- The positive impact of foreign exchange.

### Selling and Administrative Expenses

Year Ended December 31, 2016 vs. Year Ended December 31, 2015

Selling and administrative expenses increased \$46.8 million, or 7%, for the year ended December 31, 2016, compared to the year ended December 31, 2015. The increase was primarily due to the following:

- Increased costs associated with our acquisition of DBCC during the second quarter of 2015;
- Increased costs associated with the accrual for legal matters recorded in the second quarter of 2016. See Note 13 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail; and
- Increased costs resulting from our strategic investments;

partially offset by:

- Lower costs as a result of management restructuring initiatives taken in the fourth quarter of 2015 and January 2016; and

• The positive impact of foreign exchange.

Year Ended December 31, 2015 vs. Year Ended December 31, 2014

Selling and administrative expenses increased \$88.8 million, or 15%, for the year ended December 31, 2015, compared to the year ended December 31, 2014. The increase was primarily due to the following:

- Increased costs associated with our acquisition of DBCC during the second quarter of 2015 and NetProspex during the first quarter of 2015;
- Increased compensation costs primarily related to our investments in Alliances and the sales organization; and
- Increased costs associated with our brand modernization effort;

partially offset by:

• The positive impact of foreign exchange.

### Matters Impacting Both Operating Expenses and Selling and Administrative Expenses

#### Pension, Postretirement and 401(k) Plan

For our pension plans globally, we had a net periodic pension cost of \$5.2 million, \$18.1 million and \$18.7 million for the years ended December 31, 2016, 2015 and 2014, respectively. The decrease in net periodic pension costs in each of 2016 and 2015, as compared to the respective prior year was due to the following:

Interest cost decreased in 2016, compared to the prior year, primarily due to the impact associated with the following change in accounting estimate. Effective January 1, 2016, we changed the approach used to measure service and interest cost components of net periodic benefit costs for our pension and postretirement benefit plans. Previously we measured service and interest costs utilizing a single weighted-average discount rate derived from the yield curve used to measure the plan obligations ("Traditional Approach"). Starting in 2016, we elected to measure service and interest costs by applying the specific spot rates along that yield curve to the plans' liability cash flows ("Spot Rate Approach"). We believe the new approach provides a more precise measurement of service and interest costs by improving the correlation between projected benefit cash flows and their corresponding spot rates on the yield curve. This change does not affect the measurement of our plan obligations and it was reflected as a change in accounting estimate which was applied prospectively. The weighted average discount rate in effect using the Spot Rate Approach for the U.S. Qualified Plan was 3.04%, 85 basis points lower than the discount rate derived from using the Traditional Approach. Interest cost decreased in 2015 compared to 2014 primarily due to a lower discount rate used to measure the U.S. plans' pension cost in 2015. The discount rate used to measure the pension cost for our U.S. plans using the Traditional Approach was 3.89%, 3.60% and 4.44%, respectively, for the years ended December 31, 2016, 2015 and 2014.

The actuarial loss amortization included in annual pension expense was also a major factor in driving the pension costs to fluctuate from year to year. Actuarial loss amortization was largely impacted by the discount rate, amortization period and plan experience (for example, the lower the discount rate, the higher the loss amortization). Actuarial loss amortization included in annual pension expense for all global plans was \$38.8 million, \$42.5 million and \$36.1 million for the years ended December 31, 2016, 2015 and 2014, respectively, of which \$35.9 million, \$39.0 million and \$32.7 million were attributable to our U.S. plans for the years ended December 31, 2016, 2015 and 2014, respectively. Lower actuarial loss amortization in 2016 compared to 2015 was primarily due to the higher discount rate applied to our U.S. plans at January 1, 2016. Higher actuarial loss amortization in the U.S. plans for 2015 was a result of the adoption of new mortality tables which assume a longer life expectancy of plan participants and a lower discount rate at January 1, 2015.

Expected return on plan assets included in annual pension expense for all global plans was \$96.5 million, \$102.6 million and \$100.2 million for the years ended December 31, 2016, 2015 and 2014, respectively. The expected return on plan assets was determined by multiplying the expected long-term rate of return assumption by the market-related value of plan assets. The market-related value of plan assets recognizes asset gains and losses over five years to reduce the effects of short-term market fluctuations on net periodic cost. The decrease of the expected return on plan assets for 2016 was primarily driven by a lower long-term rate of return assumption at January 1, 2016. For 2016, we used a long-term rate of return assumption of 7.25%, compared to 7.75% for both 2015 and 2014. Higher expected return on plan assets in 2015 compared to 2014 was due to the higher market-related value of plan assets at January 1, 2015, primarily as a result of asset performance and a company contribution of \$10 million to our U.S. Qualified Plan in December 2014.

We expect that the net pension cost in 2017 will be approximately \$6 million for all of our global pension plans, most of which will be attributable to the U.S. plans. This compares to a net pension cost of \$5.2 million in 2016, of which \$4.5 million and \$0.7 million were attributable to the U.S. plans and non-U.S. plans, respectively. For our U.S. plans, the pension cost in 2017 is primarily impacted by a lower expected return on plan assets driven by a lower long-term rate of return assumption at January 1, 2017. For 2017, we will use a long-term rate of return of 7.00%, compared to 7.25% for 2016. This decrease in income is partially offset by a lower interest cost driven by a lower discount rate at January 1, 2017. The weighted average discount rate applied to the projected benefit obligation for our U.S. plans at January 1, 2017 is 3.74%, a 15 basis points decrease from the 3.89% discount rate used for 2016.

We had postretirement benefit income of \$2.1 million, \$1.6 million and \$2.0 million for the years ended December 31, 2016, 2015 and 2014, respectively. Higher postretirement benefit income in 2016 compared to the prior year period was primarily due to better actual plan experience as well as a change in assumptions at January 1, 2016 (i.e. higher discount rate). Lower postretirement benefit income in 2015 compared to 2014 was primarily attributable to the lower amortization of prior service credits, primarily due to prior service credits being fully amortized at various points of time (discussed below). These prior service credits were established as a result of plan amendments.

In July 2014, we amended our post-65 retiree health plan to eliminate our group-based retiree medical and prescription plans effective December 31, 2014. Effective January 1, 2015, we began providing eligible retirees and dependents age 65 or older access to coverage in the individual Medicare market. Dun & Bradstreet also provides an annual contribution towards retirees' premiums and other out-of-pocket costs. As a result of this change, we reduced our accumulated postretirement obligation by \$4.9 million in the third quarter of 2014, which is being amortized over approximately three years.

The credit which was fully amortized in the fourth quarter of 2014 was established in July 1, 2010 in connection with the Health Care and Education Reconciliation Act of 2010. In connection with the adoption of this health care law, we converted the then-current prescription drug program for retirees over 65 to a group-based company sponsored Medicare Part D program, or EGWP. Beginning in 2013, we used the Part D subsidies delivered through the EGWP each year to reduce net company retiree medical costs until net company costs were completely eliminated. As a result, we reduced our accumulated postretirement obligation by \$21 million in the third quarter of 2010, which was amortized over approximately four years.

We expect postretirement benefit income will be approximately \$1 million in 2017. The decrease in postretirement benefit income in 2017, as compared to 2016, is primarily due to lower amortization of the prior service credits as the remaining prior service credits will be fully amortized in the second quarter of 2017.

Plan changes were accounted for as plan amendments under ASC 715-60-35, "Compensation-Retirement Benefits."

We had expense associated with our 401(k) Plan of \$11.0 million, \$10.5 million and \$8.5 million for the years ended December 31, 2016, 2015 and 2014, respectively. Higher expense in each of 2016 and 2015 as compared to the respective prior year was primarily due to higher company matching contributions associated with higher compensation. We consider net pension cost and postretirement benefit income to be part of our compensation costs, and, therefore, they are included in operating expenses and in selling and administrative expenses, based upon the classifications of the underlying compensation costs. See the discussion of “Critical Accounting Policies and Estimates - Pension and Postretirement Benefit Obligations,” above, and Note 10 to our consolidated financial statements included in Item 8. of this Annual Report on Form 10-K.

#### Stock-Based Compensation

For the years ended December 31, 2016, 2015 and 2014, we recognized total stock-based compensation expense (e.g., restricted stock, stock options, etc.) of \$21.2 million, \$14.7 million and \$11.2 million, respectively.

For the years ended December 31, 2016, 2015 and 2014, we recognized expense associated with our restricted stock unit programs of \$19.9 million, \$13.3 million and \$9.5 million, respectively. The increase for the year ended December 31, 2016, as compared to the year ended December 31, 2015 was primarily due to our increased use of performance-based restricted stock units, awards related to the 2015 acquisition of DBCC and NetProspex as well as higher than anticipated forfeitures in 2015. The increase for the year ended December 31, 2015 as compared to the year ended December 31, 2014 was primarily due to changes in our executive compensation program beginning in 2013 where more emphasis was placed on grants of longer-term performance-based restricted stock units, as well as higher grant date fair values related to the 2015 performance-based restricted stock unit awards, partially offset by the impact of higher forfeitures in 2015.

For the years ended December 31, 2016, 2015 and 2014, we recognized expense associated with our Employee Stock Purchase Plan (“ESPP”) of \$1.2 million, \$0.9 million and \$0.8 million, respectively. The increase for the year ended December 31, 2016 as compared to the year ended December 31, 2015 was primarily due to the implementation in November 2015 of our new 2015 ESPP, which includes a lookback provision.

For the years ended December 31, 2016, 2015 and 2014, we recognized expense associated with our stock option programs of \$0.1 million, \$0.5 million, and \$0.9 million, respectively. The decrease in expense in 2016 and 2015 as compared to the respective prior period was primarily due to changes in our executive compensation program beginning in 2013 where the annual grants of stock options were replaced by grants of longer-term performance-based restricted stock units.

We consider these costs to be part of our compensation costs and, therefore, they are included in operating expenses and in selling and administrative expenses, based upon the classifications of the underlying compensation costs.

#### Depreciation and Amortization

Depreciation and amortization increased \$9.9 million, or 17%, for the year ended December 31, 2016 as compared to the year ended December 31, 2015. This increase was primarily due to our acquisition of DBCC during the second quarter of 2015 and an increase in our technology investments, partially offset by the completion of the depreciable lives of certain assets.

Depreciation and amortization increased \$6.2 million, or 12%, for the year ended December 31, 2015 as compared to the year ended December 31, 2014. This increase was primarily due to our acquisitions of DBCC during the second quarter of 2015 and NetProspex during the first quarter of 2015, partially offset by the completion of the depreciable lives of certain assets.

#### Restructuring Charge

We recorded restructuring charges of \$22.1 million, \$32.3 million, and \$14.9 million for the years ended December 31, 2016, 2015 and 2014, respectively. See Note 3 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail.

## Interest Income (Expense) – Net

The following table presents our “Interest Income (Expense) – Net”:

	For the Years Ended		
	December 31,		
	2016	2015	2014
	(Amounts in millions)		
Interest Income	\$ 1.8	\$ 1.6	\$ 1.6
Interest Expense	(53.1 )	(51.0 )	(43.3 )
Interest Income (Expense) - Net	\$(51.3)	\$(49.4)	\$(41.7)

Interest income increased \$0.2 million, or 15% for the year ended December 31, 2016 as compared to the year ended December 31, 2015. The increase in interest income was primarily attributable to higher average amounts of invested cash. Interest income remained flat for the year ended December 31, 2015 as compared to the year ended December 31, 2014.

Interest expense increased \$2.1 million, or 4%, for the year ended December 31, 2016 as compared to the year ended December 31, 2015. The increase in interest expense was primarily attributable to higher average interest rates on our outstanding debt balances. Interest expense increased \$7.7 million, or 18%, for the year ended December 31, 2015 as compared to the year ended December 31, 2014. The increase in interest expense was primarily attributable to higher amounts of average outstanding debt.

## Other Income (Expense) – Net

The following table presents our “Other Income (Expense) – Net”:

	For the Years Ended		
	December 31,		
	2016	2015	2014
	(Amounts in millions)		
Loss on Sale of Businesses (a)	\$(95.1 )	\$—	\$—
Effect of Legacy Tax Matters (b)	(1.7 )	(6.9 )	(28.6 )
Miscellaneous Other Income (Expense) - Net (c)	(7.5 )	(0.7 )	(0.9 )
Other Income (Expense) - Net	\$(104.3)	\$(7.6)	\$(29.5)

Loss on Sale of Businesses for the year ended December 31, 2016 was related to the divestitures of our operations (a) in Benelux and Latin America. See Note 17 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail.

(b) During the years ended December 31, 2016 and 2015, we recognized the reduction of a contractual receipt under a tax allocation agreement between Moody's Corporation and Dun & Bradstreet as a result of the expiration of a statute of limitations for the 2012 and 2011 tax years, respectively. During the year ended December 31, 2014, we recognized the reduction of a contractual receipt under a tax allocation agreement between Moody's Corporation and Dun & Bradstreet as a result of the effective settlement of audits for the 2007 - 2009 tax years and the expiration of a statute of limitations for the 2010 tax year.

(c) Miscellaneous Other Expense increased during the year ended December 31, 2016 as compared to the year ended December 31, 2015 primarily due to an impairment charge recorded in the fourth quarter of 2016 related to a change in our assessment of the recoverability of a non-operating asset as a result of a decline in the projected cash flows.

Provision for Income Taxes	
Effective Tax Rate for the Year Ended December 31, 2014	16.0 %
Impact of Legacy Tax Matters (1)	10.7
Impact of Release of Uncertain Tax Positions	3.9
Impact of Income Earned in Jurisdictions with Low Tax Rates	(6.2 )
Impact of Nondeductible Charges	0.7
Impact of Tax Credits and Deductions	4.9
Impact of Earnings Repatriation (2)	(1.1 )
Impact of Change in State Tax	(1.1 )
Other	(1.3 )
Effective Tax Rate for the Year Ended December 31, 2015	26.5 %
Impact of Legacy Tax Matters (3)	3.0
Impact of Release of Uncertain Tax Positions	0.6
Impact of Income Earned in Jurisdictions with Low Tax Rates	0.6
Impact of Nondeductible Charges (4)	5.6
Impact of Tax Credits and Deductions (5)	(4.3 )
Impact of Prior Year Earnings Repatriation	1.1
Impact of Change in State Tax	0.2
Impact of Sale of Benelux and Latin America (6)	15.1
Other	0.6
Effective Tax Rate for the Year Ended December 31, 2016	49.0 %

(1) The impact was due to the release of uncertain tax positions in 2015 as a result of the expiration of the statute of limitations for the 2011 tax year. The impact is unfavorable as a result of a lower release of uncertain tax positions in 2015 as compared to 2014.

(2) The impact was due to the recognition of a U.S. tax benefit on the repatriation of the 2015 and prior year earnings, in the amount of \$132.5 million, from the Company's subsidiaries in Canada and Japan. Of the \$132.5 million, \$123.0 million was distributed in the fourth quarter of 2015 and \$2.5 million was distributed in the second quarter of 2016 with the remaining \$7.0 million to be distributed in future periods. The tax benefit was due to the recognition of foreign tax credits in excess of the U.S. taxes due on the repatriation. This remittance was effected to partially offset the funding requirement associated with acquisitions in 2015.

(3) The impact was due to the release of uncertain tax positions in 2016 as a result of the expiration of the statute of limitations for the 2012 tax year. The impact is unfavorable as a result of a lower release of uncertain tax positions in 2016 as compared to 2015.

(4) The impact was primarily due to the reserve for the China matter recorded in the second quarter of 2016 which may not be deductible.

(5) The impact was primarily due to incremental foreign tax credits available to reduce our U.S. tax liability.

(6) The impact was due to the non-deductible loss associated with the release of cumulative foreign currency translation as part of the divestitures of our operations in Benelux and Latin America in 2016.

#### Discontinued Operations

In June 2015, we divested our business in ANZ for \$169.8 million, which was part of our Non-Americas segment. Accordingly, we have reclassified the historical financial results of our business in ANZ as discontinued operations for all periods presented as set forth in this Annual Report. As of December 31, 2015, we received proceeds of \$159.7 million, inclusive of a working capital adjustment of \$0.7 million with no additional proceeds in 2016. For the year ended December 31, 2016, we recorded a total loss on disposal of business of \$4.1 million, reflecting the increase of escrow reserve. For the year ended December 31, 2015, we recorded a total loss of \$37.5 million. See Note 17 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail.





## Earnings per Share

Basic earnings (loss) per share is computed by dividing net income (loss) for the period by the weighted-average number of common shares outstanding during the period. Diluted earnings (loss) per share is computed by dividing net income (loss) for the period by the weighted-average number of common shares outstanding during the period, plus the dilutive effect of outstanding restricted stock unit awards, stock options, and contingently issuable shares using the treasury stock method. See Note 1 to our consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail on our accounting policies related to EPS.

The following table sets forth our EPS:

	For the Years Ended December 31,		
	2016	2015	2014
Basic Earnings (Loss) Per Share of Common Stock:			
Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders	\$2.78	\$5.66	\$7.79
Income (Loss) from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders	(0.11 )	(0.98 )	0.27
Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders	\$2.67	\$4.68	\$8.06
Diluted Earnings (Loss) Per Share of Common Stock:			
Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders	\$2.76	\$5.61	\$7.71
Income (Loss) from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders	(0.11 )	(0.97 )	0.28
Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders	\$2.65	\$4.64	\$7.99

For the year ended December 31, 2016, both basic and diluted EPS attributable to Dun & Bradstreet common shareholders decreased 43% compared with the year ended December 31, 2015. The decrease was primarily due to a decrease of 42% in Net Income Attributable to Dun & Bradstreet common shareholders which was primarily due to the loss on the divestiture of our operations in Benelux and Latin America primarily resulting from the recognition of a cumulative foreign currency translation loss as well as the accrual for legal matters recorded in the second quarter of 2016. See Note 17 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail on the divestiture of our operations in Benelux and Latin America. See Note 13 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail on the accrual for legal matters.

For the year ended December 31, 2015, both basic and diluted EPS attributable to Dun & Bradstreet common shareholders decreased 42%, compared with the year ended December 31, 2014. The decrease was primarily due to a decrease of 43% in Net Income Attributable to Dun & Bradstreet common shareholders which was primarily due to: (i) lower net income from continuing operations mainly related to the effective settlement of audits for the 2007 - 2009 tax years resulting in higher income in 2014; and (ii) the loss on the divestiture of the business in ANZ in 2015, partially offset by a 1% reduction in the weighted average number of basic and diluted shares outstanding resulting from our total share repurchases in the prior year.

## Segment Results

Since January 1, 2015, we have managed and reported our business through two segments:

•Americas, which currently consists of our operations in the U.S., Canada, and our Latin America Worldwide Network (we divested our Latin America operations in September 2016); and

•Non-Americas, which currently consists of our operations in the U.K., Greater China, India and our European and Asia Pacific Worldwide Networks (we divested our operations in both the Netherlands and Belgium in November 2016 and our Australian operations in June 2015).

Prior to January 1, 2015, we managed and reported our business through the following three segments:

•North America, which consisted of our operations in the U.S. and Canada;



Asia Pacific, which primarily consisted of our operations in Australia, Greater China, India and Asia Pacific Worldwide Network; and

Europe and other International Markets, which primarily consisted of our operations in the U.K., the Netherlands, Belgium, Latin America and our European Worldwide Network.

#### Americas

Americas is our largest segment representing 83%, 81%, and 80% of our total revenue for the years ended December 31, 2016, 2015 and 2014, respectively.

During the year ended December 31, 2016, we divested our operations in Latin America. See Note 17 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail.

The following table presents our Americas revenue by customer solution set and Americas operating income:

For the Years Ended  
December 31,  
2016      2015      2014  
(Amounts in millions)

#### Revenue:

Risk Management Solutions	\$775.4	\$733.4	\$701.4
Sales & Marketing Solutions	640.7	595.7	558.9
Americas Total Revenue	\$1,416.1	\$1,329.1	\$1,260.3
Operating Income	\$429.5	\$369.3	\$404.8

Year Ended December 31, 2016 vs. Year Ended December 31, 2015

#### Americas Overview

Americas total revenue increased \$87.0 million, or 7% (both after and before the effect of foreign exchange), for the year ended December 31, 2016 as compared to the year ended December 31, 2015. We acquired a 100% equity interest in DBCC during the second quarter of 2015 and a 100% equity interest in NetProspex during the first quarter of 2015. The impact of the deferred revenue fair value adjustment was a reduction of \$3.1 million and \$19.9 million for the years ended December 31, 2016 and 2015, respectively. See Note 18 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further details.

Americas total revenue was impacted by the divestiture of our Latin America operations during the fourth quarter of 2016. Prior to the divestiture, Latin America contributed \$8.7 million and \$10.0 million of revenue during the years ended December 31, 2016 and 2015, respectively.

#### Americas Customer Solution Sets

On a customer solution set basis, the \$87.0 million increase in total revenue for the year ended December 31, 2016, as compared to the year ended December 31, 2015, reflects:

#### Risk Management Solutions

An increase in Risk Management Solutions of \$42.0 million, or 6% (both after and before the effect of foreign exchange), attributable to:

Trade Credit, which accounted for 67% of total Americas Risk Management Solutions, decreased 2% (both after and before the effect of foreign exchange) primarily attributable to:

• Decreased revenue associated with our legacy Trade Credit products;

• Declining DNBi sales performance in prior periods resulting in lower revenue for the year due to the ratable nature of DNBi. While DNBi retention continued to be in the low 90% range, and the increase in pricing continued to be in the low single digits, we were not generating enough new customers to offset normal attrition;

partially offset by:

Increased revenue associated with certain of our other Risk Management Solutions driven by our emerging businesses channel; and

Increased revenue associated with our acquisition of DBCC, which was completed during the second quarter of 2015, net of the impact of the deferred revenue fair value adjustment.

Other Enterprise Risk Management, which accounted for 33% of total Americas Risk Management Solutions, increased 27% (both after and before the effect of foreign exchange), primarily due to:

Increased revenue associated with our acquisition of DBCC, which was completed during the second quarter of 2015, net of the impact of the deferred revenue fair value adjustment;

Increased revenue associated with Credit-on-Self products, driven by our emerging businesses channel;

Increased revenue associated with Supply Management and Compliance Solutions driven by new business; and

Increased revenue from other usage based solutions such as D&B Direct.

#### Sales & Marketing Solutions

An increase in Sales & Marketing Solutions of \$45.0 million, or 8% (both after and before the effect of foreign exchange) primarily due to:

Traditional Prospecting Solutions, which accounted for 23% of total Americas Sales & Marketing Solutions, increased less than 1% (both after and before the effect of foreign exchange). The increase was primarily due to:

Increased revenue associated with our acquisition of DBCC, which was completed during the second quarter of 2015, net of the impact of the deferred revenue fair value adjustment;

partially offset by:

Decreased revenue in Hoover's, primarily due to declining sales performance in prior periods. The product had not been a focus of investment; and

Decreased revenue in our education marketing business due to lower customer spend.

Advanced Marketing Solutions, which accounted for 77% of total Americas Sales & Marketing Solutions, increased 10% (both after and before the effect of foreign exchange). The increase was primarily due to:

Growth in our Integration Manager and Optimizer products, driven primarily by increased spend by our larger strategic customers;

Increased revenue through our third-party alliances and our D&B Direct offering; and

Increased revenue from Audience Solutions, which is our new product offering in the digital marketing space.

#### Americas Operating Income

Americas operating income for the year ended December 31, 2016 was \$429.5 million, compared to \$369.3 million for the year ended December 31, 2015, an increase of \$60.2 million, or 16%. The increase in operating income was primarily attributable to:

The impact of the acquisition of DBCC during the second quarter of 2015, as well as revenue growth from our existing business; and

Lower costs as a result of management restructuring initiatives taken in the fourth quarter of 2015 and January 2016; partially offset by:

Increased costs (e.g., amortization of intangibles) as a result of the acquisition of DBCC during the second quarter of 2015;

Increased data and compensation costs.

Year Ended December 31, 2015 vs. Year Ended December 31, 2014

#### Americas Overview

Americas total revenue increased \$68.8 million, or 5% (6% increase before the effect of foreign exchange), for the year ended December 31, 2015 as compared to the year ended December 31, 2014. We acquired a 100% equity interest in DBCC during the second quarter of 2015 and a 100% equity interest in NetProspex during the first quarter of 2015. The impact of the deferred revenue fair value adjustment was a reduction of \$19.9 million for the year ended December 31, 2015. See Note 18 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further details.

#### Americas Customer Solution Sets

On a customer solution set basis, the \$68.8 million increase in total revenue for the year ended December 31, 2015, as compared to the year ended December 31, 2014, reflects:

#### Risk Management Solutions

An increase in Risk Management Solutions of \$32.0 million, or 5% (both after and before the effect of foreign exchange) primarily attributable to:

Trade Credit, which accounted for 72% of total Americas Risk Management Solutions, decreased 3% (2% decrease before the effect of foreign exchange) primarily attributable to:

Declining sales performance in prior quarters of DNBi. Due to the ratable nature of DNBi revenue, DNBi revenue was down 2% (1% decrease before the effect of foreign exchange) during the year ended December 31, 2015 compared to a 4% decline (both after and before the effect of foreign exchange) during the year ended December 31, 2014. While DNBi retention continued to be in the low 90% range, and the increase in pricing continued to be in the low single digits, we were not generating enough new customers to offset normal attrition;

• The negative impact of foreign exchange; and

• Decreased revenue due to certain customers shifting from subscription-based plans to usage-based plans; partially offset by:

• Increased revenue associated with our acquisition of DBCC, which was completed during the second quarter of 2015. Other Enterprise Risk Management, which accounted for 28% of total Americas Risk Management Solutions, increased 31% (both after and before the effect of foreign exchange), primarily due to:

• Increased revenue associated with our acquisition of DBCC, which was completed during the second quarter of 2015; and

• Growth and higher usage of our D&B Direct product;

partially offset by:

• Decreased customer spend for certain supply chain products.

#### Sales & Marketing Solutions

An increase in Sales & Marketing Solutions of \$36.8 million, or 7% (both after and before the effect of foreign exchange) primarily due to:

Traditional Prospecting Solutions, which accounted for 25% of total Americas Sales & Marketing Solutions, increased 2% (3% increase before the effect of foreign exchange). The increase was primarily due to:

• Increased revenue associated with our acquisition of DBCC, which was completed during the second quarter of 2015; partially offset by:

• Decreased revenue in Hoover's, primarily due to declining sales performance in prior quarters, driven by reduced customer spend and competitive pressures.

Advanced Marketing Solutions, which accounted for 75% of total Americas Sales & Marketing Solutions, increased 8% (both after and before the effect of foreign exchange). The increase was primarily due to:

- Increased revenue associated with our acquisition of NetProspex, which was completed during the first quarter of 2015;

- Growth in our DaaS offerings (e.g., CRM alliances and D&B Direct); and

- Growth in our D&B Optimizer product;

partially offset by:

- Decreased commitment spend within our third-party alliances primarily due to a loss of a certain customer account, competition and a shift in customer needs, which lowered our revenue from these alliances.

#### Americas Operating Income

Americas operating income for the year ended December 31, 2015 was \$369.3 million, compared to \$404.8 million for the year ended December 31, 2014, a decrease of \$35.5 million or 9%. The decrease in operating income was primarily attributable to:

- Increased costs (e.g., amortization of intangibles) as a result of the acquisitions of DBCC during the second quarter of 2015 and NetProspex during the first quarter of 2015; and

- Increased compensation costs as a result of our strategic investments;

partially offset by:

- Increased revenue primarily as a result of the acquisitions of DBCC during the second quarter of 2015 and

- NetProspex during the first quarter of 2015.

#### Non-Americas

Non-Americas represented 17%, 19% and 20% of our total revenue for the years ended December 31, 2016, 2015 and 2014, respectively.

During the year ended December 31, 2016, we divested our operations in Benelux. See Note 17 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail.

During the year ended December 31, 2015, we divested our business in ANZ and reclassified the historical financial results of our business in ANZ as discontinued operations for all periods presented as set forth in this Annual Report on Form 10-K.

During the year ended December 31, 2014, we ceased the operations in our Ireland Small Corporate Registry Business.

The following table presents our Non-Americas revenue by customer solution set and Non-Americas operating income.

	For the Years Ended		
	December 31,		
	2016	2015	2014
	(Amounts in millions)		

#### Revenue:

Risk Management Solutions	\$236.4	\$244.9	\$260.7
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Sales & Marketing Solutions	51.2	63.1	63.5
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Non-Americas Total Revenue	\$287.6	\$308.0	\$324.2
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Operating Income (Loss)	\$59.4	\$83.1	\$87.0
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Year Ended December 31, 2016 vs. Year Ended December 31, 2015

#### Non-Americas Overview

Non-Americas total revenue decreased \$20.4 million, or 7% (1% decrease before the effect of foreign exchange), for the year ended December 31, 2016 as compared to the year ended December 31, 2015.

Non-Americas total revenue was impacted by the divestiture of our Benelux operations during the fourth quarter of 2016. Benelux contributed \$48.2 million and \$58.7 million of revenue during the years ended December 31, 2016 and 2015, respectively.

#### Non-Americas Customer Solution Sets

On a customer solution set basis, the \$20.4 million decrease in Non-Americas revenue for the year ended December 31, 2016, as compared to the year ended December 31, 2015, reflects:

#### Risk Management Solutions

A decrease in Risk Management Solutions of \$8.5 million, or 3% (2% increase before the effect of foreign exchange) primarily due to:

Trade Credit, which accounted for 72% of total Non-Americas Risk Management Solutions, decreased 7% (1% decrease before the effect of foreign exchange) primarily attributable to:

- The negative impact of foreign exchange;
- Decreased transactional usage and decreased project revenue of various risk products in most markets; and
- The divestiture of our Benelux operations during the fourth quarter of 2016;

partially offset by:

• An increase in purchases by our Worldwide Network partners primarily for technology and fulfillment services. Other Enterprise Risk Management, which accounted for 28% of total Non-Americas Risk Management Solutions, increased 6% (11% increase before the effect of foreign exchange) primarily attributable to:

- Increased usage of various risk products across most markets, by new and existing customers; and
- An increase in purchases by our Worldwide Network partners primarily for technology and fulfillment services.

partially offset by:

- The negative impact of foreign exchange; and
- The divestiture of our Benelux operations during the fourth quarter of 2016.

#### Sales & Marketing Solutions

A decrease in Sales & Marketing Solutions of \$11.9 million, or 19% (13% decrease before the effect of foreign exchange) primarily due to:

Traditional Prospecting Solutions, which accounted for 32% of total Non-Americas Sales & Marketing Solutions, decreased 9% (5% decrease before the effect of foreign exchange) primarily attributed to decreased project revenue in our marketing business in certain markets and the negative impact of foreign exchange.

Advanced Marketing Solutions, which accounted for 68% of total Non-Americas Sales & Marketing Solutions, decreased 23% (16% decrease before the effect of foreign exchange) primarily attributed to:

Decreased project revenue primarily due to our decision to end the relationship with a competitor in Europe who was buying our data;

- The negative impact of foreign exchange; and
- The divestiture of our Benelux operations during the fourth quarter of 2016;

partially offset by:

• An increase in purchases by our Worldwide Network partners primarily for fulfillment services and product usage.

#### Non-Americas Operating Income

Non-Americas operating income for the year ended December 31, 2016 was \$59.4 million, compared to operating income of \$83.1 million for the year ended December 31, 2015, a decrease of \$23.7 million. The decrease was primarily due to:

• Decreased revenue;

• Increased compensation, technology and data costs;

• The negative impact of foreign exchange; and

• An impairment charge related to certain intangible assets in our Greater China operations, comprised of customer relationships, database and trademark;

partially offset by:

- Decreased costs associated with the divestiture of our Benelux operations during the fourth quarter of 2016.

Year Ended December 31, 2015 vs. Year Ended December 31, 2014

Non-Americas Overview

Non-Americas total revenue decreased \$16.2 million, or 5% (3% increase before the effect of foreign exchange), for the year ended December 31, 2015 as compared to the year ended December 31, 2014.

Non-Americas total revenue was impacted by the ceasing of operations of our Ireland Small Corporate Registry Business, during the year ended December 31, 2014.

Non-Americas Customer Solution Sets

On a customer solution set basis, the \$16.2 million decrease in Non-Americas total revenue for the year ended December 31, 2015, as compared to the year ended December 31, 2014, reflects:

Risk Management Solutions

A decrease in Risk Management Solutions of \$15.8 million, or 6% (2% increase before the effect of foreign exchange) primarily due to:

Trade Credit, which accounted for 74% of total Non-Americas Risk Management Solutions, decreased 10% (2% decrease before the effect of foreign exchange) primarily attributable to:

• The negative impact of foreign exchange;

• Decreased transactional usage of various risk products in most markets; and

• The conversion of certain customers from our subscription plans to a new Compliance offering within Other Enterprise Risk Management;

partially offset by:

• Increased revenue from our Worldwide Network for fulfillment services and product usage.

Other Enterprise Risk Management, which accounted for 26% of total Non-Americas Risk Management Solutions, increased 9% (17% increase before the effect of foreign exchange) primarily attributable to:

• Increased transactional usage of various risk products, across most markets, by new and existing customers;

• An increase in purchases by our Worldwide Network primarily for fulfillment services and product usage; and

• Increased revenue from a new Compliance offering in our European markets from customers converting from subscription plans as discussed in Trade Credit above;

partially offset by:

• The negative impact of foreign exchange.



### Sales & Marketing Solutions

A decrease in Sales & Marketing Solutions of \$0.4 million, or 1% (7% increase before the effect of foreign exchange) primarily due to:

Traditional Prospecting Solutions, which accounted for 29% of total Non-Americas Sales & Marketing Solutions, decreased 6% (2% decrease before the effect of foreign exchange) primarily attributed to:

- The negative impact of foreign exchange; and
- Decreased project revenue in our marketing business in certain Asian markets.

Advanced Marketing Solutions, which accounted for 71% of total Non-Americas Sales & Marketing Solutions, increased 2% (11% increase before the effect of foreign exchange) primarily attributed to:

- An increase in purchases by our Worldwide Network primarily for fulfillment services and product usage; and
- Increased project revenue in our marketing business in certain markets;

partially offset by:

- The negative impact of foreign exchange.

### Non-Americas Operating Income

Non-Americas operating income for the year ended December 31, 2015 was \$83.1 million, compared to operating income of \$87.0 million for the year ended December 31, 2014, a decrease of \$3.9 million. The decrease was primarily due to:

- The negative impact of foreign exchange; and
- Increased compensation costs.

### Market Risk

We employ established policies and procedures to manage our exposure to changes in interest rates and foreign currencies. We use foreign exchange forward and option contracts to hedge short-term foreign currency denominated loans and certain third-party and intercompany transactions. We may also use foreign exchange forward contracts to hedge our net investments in our foreign subsidiaries. In addition, we may use interest rate derivatives to hedge a portion of the interest rate exposure on our outstanding debt or in anticipation of a future debt issuance, as discussed under "Interest Rate Risk Management" below.

We do not use derivative financial instruments for trading or speculative purposes. If a hedging instrument ceases to qualify as a hedge in accordance with hedge accounting guidelines, any subsequent gains and losses are recognized currently in income. Collateral is generally not required for these types of instruments.

A discussion of our accounting policies for financial instruments is included in the summary of significant accounting policies in Note 1 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K, and further disclosure relating to financial instruments is included in Note 7 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K.

### Interest Rate Risk Management

Our objective in managing our exposure to interest rates is to limit the impact of interest rate changes on our earnings, cash flows and financial position, and to lower our overall borrowing costs. To achieve these objectives, we maintain a policy that floating-rate debt be managed within a minimum and maximum range of our total debt exposure. To manage our exposure and limit volatility, we may use fixed-rate debt, floating-rate debt and/or interest rate swaps. We recognize all derivative instruments as either assets or liabilities at fair value in the consolidated balance sheets. As of December 31, 2016, we did not have any interest rate derivatives outstanding.

A 100 basis point increase/decrease in the weighted average interest rate on our outstanding debt subject to rate variability would result in an incremental increase/decrease in annual interest expense of approximately \$5.7 million and \$5.0 million, respectively, for the year ended December 31, 2016.

### Foreign Exchange Risk Management

We have numerous offices in various countries outside of the U.S. and conduct operations in several countries through minority equity investments and strategic relationships with local providers. Our operations outside of the U.S. generated approximately 19% and 22% of our total revenue for the years ended December 31, 2016 and 2015, respectively. Approximately 28% and 38% of our assets for the years ended December 31, 2016 and 2015, respectively, were located outside of the U.S.

Our objective in managing our exposure to foreign currency fluctuations is to reduce the volatility caused by foreign exchange rate changes on the earnings, cash flows and financial position of our international operations. We follow a policy of hedging balance sheet positions denominated in currencies other than the functional currency applicable to each of our various subsidiaries. In addition, we are subject to foreign exchange risk associated with our international earnings and net investments in our foreign subsidiaries. We use short-term, foreign exchange forward and, from time to time, option contracts to execute our hedging strategies. Typically, these contracts have maturities of 12 months or less. These contracts are denominated primarily in the British pound sterling, the Euro, Canadian dollar and the Hong Kong dollar. The gains and losses on the forward contracts associated with the balance sheet positions are recorded in "Other Income (Expense) – Net" in the consolidated statements of operations and comprehensive income and are essentially offset by the losses and gains on the underlying foreign currency transactions.

As in prior years, we have hedged substantially all balance sheet positions denominated in a currency other than the functional currency applicable to each of our various subsidiaries with short-term, foreign exchange forward contracts. In addition, we may use foreign exchange forward contracts to hedge certain net investment positions. The underlying transactions and the corresponding foreign exchange forward are marked-to-market at the end of each quarter and the fair value impacts are reflected within the consolidated financial statements.

At December 31, 2016 and 2015, we did not have any foreign exchange option contracts outstanding. At December 31, 2016 and 2015, the notional amounts of our foreign exchange forward contracts were \$280.1 million and \$326.8 million, respectively.

Realized gains and losses associated with these contracts were \$44.0 million and \$55.6 million, respectively, at December 31, 2016; \$31.0 million and \$46.9 million, respectively, at December 31, 2015; and \$15.1 million and \$23.0 million, respectively, at December 31, 2014. Unrealized gains and losses associated with these contracts were \$1.5 million and \$1.4 million, respectively, at December 31, 2016; \$0.5 million and \$0.3 million, respectively, at December 31, 2015; and \$0.4 million and \$0.1 million, respectively, at December 31, 2014.

If exchange rates to which we are exposed under our outstanding foreign exchange forward contracts were to increase, on average, 10% from year-end 2016 levels, the unrealized losses on our foreign exchange forward contracts would be approximately \$14 million, excluding the expected gains on the underlying hedged items. If exchange rates, on average, were to decrease 10% from year-end 2016 levels, the unrealized gains on our foreign exchange forward contracts would be approximately \$14 million, excluding the expected losses on the underlying hedged items.

However, the estimated potential gains and losses on these contracts would substantially be offset by changes in the dollar equivalent value of the underlying hedged items.

### Liquidity and Financial Position

In connection with our commitment to delivering Total Shareholder Return, we will remain disciplined in the use of our shareholders' cash, maintaining three key priorities for the use of this cash:

First, making ongoing investments in the business to drive organic growth;

Second, investing in acquisitions that we believe will be value-accretive to enhance our capabilities and accelerate our growth; and

Third, continuing to return cash to shareholders.

We believe that cash provided by operating activities, supplemented as needed with available financing arrangements, is sufficient to meet our short-term needs (12 months or less), including restructuring charges, our capital investments, contractual obligations and contingencies (see Note 13 to the consolidated financial statements included in Item 8. of

this Annual Report on Form 10-K), excluding the legal matters identified in such note for which exposures cannot be estimated or are not probable. We have the ability to access the short-term borrowings market to supplement the seasonality in the timing of receipts in order to fund our working capital needs. Such borrowings would be supported by our \$1 billion revolving credit facility, when

needed. Our future capital requirements will depend on many factors that are difficult to predict, including the size, timing and structure of any future acquisitions, future capital investments, the ultimate resolution of issues arising from the investigations regarding potential FCPA violations in our China operations and future results of operations. In June 2016, voters in the U.K. approved a non-binding referendum in favor of the U.K.'s withdrawal from membership in the EU, which is commonly referred to as "Brexit." An immediate consequence of the Brexit vote was an adverse impact to global markets, including currency markets which experienced a sharp drop in the value of the British pound. Longer term, Brexit will require negotiations regarding the future terms of the U.K.'s relationship with the EU, which could result in the U.K. losing access to certain aspects of the single EU market and the global trade deals negotiated by the EU on behalf of its members. The Brexit vote and the perceptions as to the impact of the withdrawal of the U.K. may adversely affect business activity, political stability and economic conditions in the U.K., the Eurozone, the EU and elsewhere. Our liquidity has not been impacted by the current credit environment and management does not expect that it will be materially impacted in the near future. Management continues to closely monitor our liquidity, the credit markets and our financial counterparties. However, management cannot predict with any certainty the impact to us of any further disruption in the credit environment.

Our \$1 billion revolving credit facility, which matures July 2019, requires the maintenance of interest coverage and total debt to Earnings Before Interest, Income Taxes, Depreciation and Amortization ("EBITDA") ratios which are defined in the credit agreement. On May 14, 2015, we amended the facility to modify the total debt to EBITDA ratio from 4.0:1.0 to 4.5:1.0 for any fiscal quarter that ends before December 31, 2016. For fiscal quarters ending on or after December 31, 2016, the total debt to EBITDA ratio reverts to 4.0:1.0. We were in compliance with the \$1 billion revolving credit facility financial and non-financial covenants at December 31, 2016 and at December 31, 2015. At December 31, 2016 and December 31, 2015, we had \$199.8 million and \$382.2 million, respectively, in borrowings outstanding under our \$1 billion revolving credit facility.

As of December 31, 2016, \$342.9 million of our \$352.6 million cash and cash equivalents on the consolidated balance sheet were held by our foreign operations. We maintain the \$342.9 million foreign cash and cash equivalents balance within our foreign operations since we have sufficient liquidity in the United States to satisfy our ongoing domestic funding requirements. The cash held by foreign subsidiaries is permanently invested overseas and is generally used to finance the subsidiaries' operational activities and future foreign investments. We have not provided for U.S. deferred income taxes or foreign withholding taxes on the remaining approximately \$548 million of undistributed earnings of our non-U.S. subsidiaries as of December 31, 2016, since we intend to reinvest these earnings indefinitely. If U.S. taxes and applicable withholding taxes have not already been previously provided (e.g., previously taxed earnings), we would be required to accrue and pay additional U.S. and applicable withholding taxes in order to repatriate these undistributed earnings. In the third quarter of 2016, we classified our operations in Benelux and Latin America as assets held for sale in connection with their announced divestitures and repatriated any cash held at those operations prior to completing the disposals in the fourth quarter of 2016.

In December 2015, we remitted to the United States \$163.0 million of cash that had been held by our foreign operations, comprising dividends of \$123.0 million and borrowings from foreign subsidiaries of \$40.0 million. An additional \$2.5 million was distributed in the second quarter of 2016 with the remaining \$7.0 million to be distributed in future periods. This remittance was effected to partially offset the funding requirement associated with the acquisitions of DBCC and NetProspex in 2015, which had totaled \$444.2 million. Given the timing, these acquisitions were funded initially through a combination of borrowings under the Company's \$1 billion revolving credit facility and cash on hand, and subsequently with more permanent financing in the form of senior notes with a face value of \$300 million that mature on June 15, 2020. See Note 5 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for a discussion of the tax impacts related to the \$163.0 million remittance.

Cash Provided by Operating Activities from Continuing Operations

Net cash provided by operating activities was \$322.7 million, \$336.8 million and \$297.4 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Year ended December 31, 2016 vs. Year Ended December 31, 2015

Net cash provided by operating activities decreased by \$14.1 million for the year ended December 31, 2016 compared to the year ended December 31, 2015. This decrease was primarily driven by:

• Increased restructuring payments in 2016 as compared to the prior year; and

• Increased interest payments as compared to the prior year;

partially offset by:

•The net decrease in other working capital during the period.

Year ended December 31, 2015 vs. Year Ended December 31, 2014

Net cash provided by operating activities increased by \$39.4 million for the year ended December 31, 2015 compared to the year ended December 31, 2014. This increase was primarily driven by:

•Increased collections in 2015 as compared to the prior year; and

•Lower tax payments in 2015 as compared to the prior year;

partially offset by:

•Increased strategic investments in 2015 (e.g., compensation and data expenses) to drive long-term growth of our business; and

•Increased acquisition-related costs in 2015 as compared to the prior year.

Cash Used in Investing Activities from Continuing Operations

Net cash used in investing activities was \$58.1 million, \$371.1 million and \$63.3 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Year ended December 31, 2016 vs. Year Ended December 31, 2015

Net cash used in investing activities decreased by \$313.0 million for the year ended December 31, 2016 compared to the year ended December 31, 2015. This improvement was primarily driven by:

Payment of \$444.2 million in the prior year period for the acquisition of DBCC for \$320.0 million and NetProspex for \$124.2 million. See Note 18 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K;

partially offset by:

Net proceeds of \$13.0 million from the sale of our Benelux operations during the year ended December 31, 2016 as compared to net proceeds of \$159.8 million from the sale of our ANZ business during the prior year period. See Note 17 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K.

Year ended December 31, 2015 vs. Year Ended December 31, 2014

Net cash used in investing activities increased by \$307.8 million for the year ended December 31, 2015 compared to the year ended December 31, 2014. This increase was primarily driven by:

Payment of \$444.2 million for the acquisition of DBCC for \$320.0 million and NetProspex for \$124.2 million during the year ended December 31, 2015, as compared to smaller acquisitions in the aggregate of \$8.3 million during the year ended December 31, 2014. See Note 18 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K; and

•Increased additions to computer software in 2015 as compared to the prior year period;

partially offset by:

Net proceeds of \$159.8 million from the sale of our ANZ business and our property in Parsippany, N.J. during the year ended December 31, 2015. See Note 17 to the consolidated financial statements included in Item 8. of this

Annual Report on Form 10-K for further information on the sale of our ANZ business. See Note 1 and Note 7 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further information on the sale of our Parsippany, N.J. building.

### Cash (Used in) Provided by Financing Activities from Continuing Operations

Net cash (used in) provided by financing activities was \$(224.9) million, \$110.7 million and \$(144.4) million for the years ended December 31, 2016, 2015 and 2014. As set forth below, these changes primarily relate to contractual obligations, share repurchases, stock-based programs and dividends.

#### Contractual Obligations

##### Debt

In June 2015, we issued senior notes with a face value of \$300 million that mature on June 15, 2020, bearing interest at a fixed annual rate of 4.00%, payable semi-annually. The proceeds were used in June 2015 to repay borrowings outstanding under our \$1 billion revolving credit facility, a portion of which had earlier been drawn in connection with the acquisition of DBCC. In addition, in connection with the issuance, we incurred underwriting and other fees of \$2.9 million. We did not issue senior notes during the years ended December 31, 2016 and 2014.

##### Term Loan Facility

On May 14, 2015, we entered into a delayed draw unsecured term loan facility which provided for borrowings in the form of up to two drawdowns in an aggregate principal amount of up to \$400 million at any time up to and including November 15, 2015 (the “term loan facility”). The term loan facility matures five years from the date of the initial drawdown. Proceeds under the term loan facility were designated to be used for general corporate purposes including the refinancing of the 2.875% senior notes that matured in November 2015 and the repayment of borrowings outstanding under the \$1 billion revolving credit facility. Borrowings under the term loan facility bear interest at a rate of LIBOR plus a spread of 137.5 basis points. Our initial draw down under the term loan facility in the amount of \$400 million was made in November 2015, establishing a facility maturity of November 2020. We also committed to repay the borrowings in prescribed installments over the five year period. We made scheduled repayments of \$20.0 million and \$5.0 million during the years ended December 31, 2016 and 2015, respectively. We had \$375.0 million of borrowings outstanding under the term loan facility at December 31, 2016, of which \$22.5 million and \$352.5 million were classified within “Short-Term Debt” and “Long-Term Debt,” respectively. We had \$395.0 million of borrowings outstanding under the term loan facility at December 31, 2015, of which \$20.0 million and \$375.0 million were classified within “Short-Term Debt” and “Long-Term Debt,” respectively. The associated weighted average interest rates were 2.03% and 1.73% for the years ended December 31, 2016 and 2015, respectively.

The term loan facility requires the maintenance of interest coverage and total debt to EBITDA ratios, which are defined in the term loan facility credit agreement and which are generally identical to those contained in the \$1 billion revolving credit facility. We were in compliance with the term loan facility financial and non-financial covenants at December 31, 2016 and 2015.

##### Revolving Credit Facility

We had \$199.8 million, \$382.2 million and \$604.5 million of borrowings outstanding under the \$1 billion revolving credit facility at December 31, 2016, 2015 and 2014, respectively. We borrowed under this facility from time to time during the years ended December 31, 2016, 2015 and 2014 to supplement the timing of receipts in order to fund our working capital needs. During the year ended December 31, 2015, we also accessed the facility to fund our purchase of NetProspex and a portion of the consideration for our purchase of DBCC.

##### Share Repurchases

Our share repurchases were as follows:

Program	For the Years Ended December 31,			
	2016	2015	2014	
	\$ Amount	\$ Amount	Shares	\$ Amount
Share Repurchase Programs	—\$	—\$	—1,570,326	(a) \$ 165.0
Repurchases to Mitigate the Dilutive Effect of the Shares Issued Under Our Stock Incentive Plans and Employee Stock Purchase Plan (“ESPP”)	—	—	541,326	(b) 60.0
Total Repurchases	—\$	—\$	—2,111,652	\$ 225.0





In August 2012, our Board of Directors approved a \$500 million increase to our then-existing \$500 million share repurchase program, for a total program authorization of \$1 billion. The then-existing \$500 million share purchase program was approved by our Board of Directors in October 2011 and commenced in November 2011 upon completion of the previous \$200 million share repurchase program. This program was completed in August 2014.

In May 2010, our Board of Directors approved a four-year, five million share repurchase program to mitigate the dilutive effect of the shares issued under our stock incentive plans and ESPP. This program commenced in October 2010 and expired in October 2014. Of the 5,000,000 shares that were authorized for repurchase under this program, 2,682,492 shares were repurchased at the time this program expired in October 2014.

In August 2014, our Board of Directors approved a \$100 million share repurchase program to mitigate the dilutive effect of shares issued under our stock incentive plans and Employee Stock Purchase Program, and to be used for discretionary share repurchases from time to time. The \$100 million share repurchase program will remain open until it has been fully utilized. There is currently no definitive timeline under which the program will be completed. As of December 31, 2016, we had not yet commenced share repurchases under this program.

#### Stock-based Programs

Net proceeds from stock-based awards during the years ended December 31, 2016, 2015 and 2014 were \$44.0 million, \$8.4 million and \$7.7 million, respectively. The increase for the year ended December 31, 2016, as compared to the year ended December 31, 2015 was primarily driven by higher stock option exercise activity in 2016 as compared to 2015.

#### Dividends

The total amount of dividends paid during the years ended December 31, 2016, 2015 and 2014 was \$70.5 million, \$66.7 million and \$64.0 million, respectively.

#### Future Liquidity—Sources and Uses of Funds

##### Contractual Cash Obligations

Contractual Obligations <sup>(a)</sup>	Total	2017	2018	2019	2020	2021	Thereafter	All Other
	(Amounts in millions)							
Current and Long-Term Debt <sup>(1)</sup>	\$ 1,796.3	\$ 523.9	\$ 68.7	\$ 278.6	\$ 598.9	\$ 13.1	\$ 313.1	\$ —
Operating Leases <sup>(2)</sup>	\$ 200.8	\$ 31.7	\$ 29.9	\$ 27.2	\$ 25.7	\$ 24.2	\$ 62.1	\$ —
Obligations to Outsourcers <sup>(2)</sup>	\$ 357.7	\$ 140.2	\$ 80.1	\$ 48.7	\$ 39.7	\$ 33.2	\$ 15.8	\$ —
Pension and Other								
Postretirement Benefits	\$ 544.4	\$ 31.2	\$ 19.0	\$ 45.6	\$ 52.9	\$ 42.4	\$ 353.3	\$ —
Payments/Contributions <sup>(3)</sup>								
Unrecognized Tax Benefits <sup>(4)</sup>	\$ 5.6	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 5.6

(a) Because their future cash flows are uncertain, other noncurrent liabilities are excluded from the table.

(1) See Note 6 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail.

(2) See Note 12 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further detail.

Represents projected contributions to our U.S. Qualified and Non-U.S. defined benefit plans as well as projected benefit payments related to our unfunded plans, including the U.S. Non-Qualified Plans and our postretirement benefit plans. The projected contributions are estimated based on the same assumptions used to measure our benefit obligation at the end of 2016 and include benefits attributable to estimated future employee service. A closed group approach is used in calculating the projected benefit payments, assuming only the participants who are currently in the valuation population are included in the projection and the projected benefits continue for up to approximately 99 years. These estimates will change as a result of changes in the economy, as well as other mandated assumption changes that could occur in future years.

(4) We have a total amount of unrecognized tax benefits of \$7.0 million for the year ending December 31, 2016. Although we do not anticipate payments within the next twelve months for these matters, these could require the

aggregate use of

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cash totaling approximately \$5.6 million. As we cannot make reliable estimates regarding the timing of the cash flows by period, we have included unrecognized tax benefits within the “All Other” column in the table above.

#### Capital Structure

Every year we examine our capital structure and review our liquidity and funding plans. During 2017, we will continue to focus on Total Shareholder Return.

We believe that cash provided by operating activities, supplemented from time to time as needed with readily available financing arrangements, is sufficient to meet our short-term needs, including the cash cost of restructuring charges, our capital investments, contractual obligations and contingencies, excluding acquisitions and the legal matters identified within this Annual Report on Form 10-K for which exposures cannot be estimated. See Note 13 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K.

As we execute our long-term strategy, which contemplates strategic acquisitions, we may require financing of our existing debt instruments or consider additional financing. We regularly evaluate market conditions, our liquidity profile and various financing alternatives for opportunities to enhance our capital structure. While we feel confident that such financing arrangements are available to us, there can be no guarantee that we will be able to access new sources of liquidity when required.

Disruptions in the economic environment, from time to time, may have a significant adverse impact on commercial and financial institutions and our liquidity could be impacted as a result. Management continues to closely monitor our liquidity, the credit markets and our financial counterparties. However, management cannot predict with any certainty the impact to us of any future disruption in the credit environment.

#### Share Repurchases

There is currently no definitive timeline under which the \$100 million share repurchase program will be completed. As of December 31, 2016, we had not yet commenced share repurchases under this program.

#### Dividends

In February 2017, the Board of Directors approved the declaration of a dividend of \$0.5025 per share of common stock for the first quarter of 2017. This cash dividend will be payable on March 10, 2017 to shareholders of record at the close of business on February 23, 2017.

#### Fixed-Rate Note

Our senior notes with a face value of \$450 million mature on December 1, 2017 (the “2017 notes”). We currently intend to refinance the 2017 notes prior to their stated maturity and we anticipate that the new issuance will bear a higher rate of interest than the 2017 notes, given the current interest rate environment.

#### Potential Payments in Legal Matters

We and our predecessors, successors and assigns are involved in certain legal proceedings, claims and litigation arising in the ordinary course of business. These matters are at various stages of resolution, but could ultimately result in significant cash payments as described in Note 13 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K. We believe we have adequate reserves recorded in the consolidated financial statements for our share of current exposures in these matters, where applicable, as described therein.

#### Pension Plan and Postretirement Benefit Plan Contribution Requirements

For financial statement reporting purposes, the net funded status of our pension plans, as determined in accordance with GAAP, had a deficit of \$246.2 million, \$277.9 million and \$13.8 million for the U.S. Qualified Plan, the U.S. Non-Qualified Plans and the non-U.S. plans, respectively, at December 31, 2016, as compared to a deficit of \$248.3 million, \$279.8 million and \$22.1 million for the U.S. Qualified Plan, the U.S. Non-Qualified Plans and the non-U.S. plans, respectively, at December 31, 2015. The improvement in the net funded status for our global plans at December 31, 2016 was primarily due to better plan asset performance in 2016, partially offset by higher actuarial losses mainly as a result of lower discount rates applied to our global plans at December 31, 2016. See Note 10 to our consolidated financial statements included in Item 8. of this Annual Report on Form 10-K.

During fiscal year 2016, we were not required to, and we did not make contributions to the U.S. Qualified Plan, which is our largest pension plan. Under funding regulations associated with the Pension Protection Act of 2006 (“PPA 2006”), as amended by the Moving Ahead for Progress in the 21<sup>st</sup> Century Act (“MAP-21”), the Highway and Transportation Funding Act (“HATFA”) and the Bipartisan Budget Act of 2015 (“BBA 2015”), the plan was considered “fully funded” for the 2015 plan year. We do not expect to make any required contributions to the U.S. Qualified Plan in 2017 for the 2016 plan year based on the preliminary calculation of the minimum funding requirements as defined in the Pension Protection Act of 2006, as amended by the MAP-21, HATFA and BBA 2015. Final funding requirements for the 2016 plan year will be determined based on our January 2017 funding actuarial valuation. However, we may consider making voluntary contributions to the U.S. Qualified Plan in 2017. We expect to continue to make cash contributions to our other pension plans during 2017. The expected 2017 contributions to these other plans are approximately \$29 million, compared to \$27.6 million in 2016. In addition, we expect to make benefit payments related to our postretirement benefit plan of approximately \$2 million during 2017, compared to \$1.4 million in 2016. See the Contractual Cash Obligations table above for projected contributions and benefit payments beyond 2016.

#### Commercial Paper Program

We maintain an \$800 million commercial paper program which is supported by our \$1 billion revolving credit facility. Under this program, we may issue from time to time unsecured promissory notes in the commercial paper market in private placements exempt from registration under the Securities Act of 1933, as amended, for a cumulative face amount not to exceed \$800 million outstanding at any one time and with maturities not exceeding 364 days from the date of issuance. Outstanding commercial paper effectively reduces the amount available for borrowing under our \$1 billion revolving credit facility.

#### Off-Balance Sheet Arrangements

We do not have any transactions, obligations or relationships that could be considered off-balance sheet arrangements except for those disclosed in Note 7 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K.

#### Fair Value Measurements

Our non-financial assets and liabilities include long-lived assets held and used, goodwill and intangible assets. These assets are recognized at fair value when they are deemed to be impaired. We incurred impairment charges during the year ended December 31, 2016. See Note 1 to the consolidated financial statements included in Item 8. of this Annual Report on Form 10-K for further details.

In addition, the fair value of our real estate funds within our pension plans was measured utilizing Level III inputs.

#### Forward-Looking Statements

We may from time-to-time make written or oral “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, including statements contained in filings with the Securities and Exchange Commission, in reports to shareholders and in press releases and investor Web casts. These forward-looking statements include, without limitation, any statements related to financial guidance or strategic goals. These forward-looking statements can also be identified by the use of words like “anticipates,” “aspirations,” “believes,” “commits,” “continues,” “estimates,” “expects,” “goals,” “guidance,” “intends,” “p,” “strategy,” “targets,” “will” and other words of similar meaning. They can also be identified by the fact that they do not relate strictly to historical or current facts.

We cannot guarantee that any forward-looking statement will be realized. Achievement of future results is subject to risks, uncertainties and inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Investors should bear this in mind as they consider forward-looking statements and whether to invest in, or remain invested in, our securities.

In connection with the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, we are identifying the following important factors that, individually or in the aggregate, could cause actual results to differ

materially from those contained in any forward-looking statements made by us; any such statement is qualified by reference to the following cautionary factors: (i) reliance on third parties to support critical components of our business model; (ii) our ability to protect our information technology infrastructure against cyber-attack and unauthorized access; (iii) risks associated with potential violations of the Foreign Corrupt Practices Act and similar laws; (iv) customer demand for our products; (v) the

successful implementation of our business strategy; (vi) the integrity and security of our global database and data centers; (vii) our ability to maintain the integrity of our brand and reputation; (viii) our ability to renew large contracts and the related revenue recognition and timing thereof; (ix) the impact of macro-economic challenges on our customers and vendors; (x) 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; (xi) our ability to acquire and successfully integrate other businesses, products and technologies; (xii) adherence by third-party members of our Dun & Bradstreet Worldwide Network, or other third parties who license and sell under the Dun & Bradstreet name, to our quality standards and to the renewal of their agreements with Dun & Bradstreet; (xiii) 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; and (xiv) the other factors described under the headings “Risk Factors,” “Management’s Discussion and Analysis,” “Legal Proceedings” and elsewhere in this Annual Report on Form 10-K, our Quarterly Reports on Form 10-Q and the Company’s other reports or documents filed or furnished with the Securities and Exchange Commission.

It should be understood that it is not possible to predict or identify all risk factors. Consequently, the above list of important factors and the Risk Factors discussed in Item 1A. of our Annual Report on Form 10-K and in our Quarterly Reports on Form 10-Q should not be considered to be a complete discussion of all of our potential trends, risks and uncertainties. Except as otherwise required by federal securities laws, we do not undertake any obligation to update any forward-looking statement we may make from time to time.

#### Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Information in response to this Item is set forth under the caption “Market Risk” in Item 7. of this Annual Report on Form 10-K.

Item 8. Financial Statements and Supplementary Data

Index to Financial Statements and Schedules

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Schedules

Schedules are omitted as they are not required or inapplicable or because the required information is provided in the consolidated financial statements, including the notes to the consolidated financial statements.

#### MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

Management is responsible for the preparation of the consolidated financial statements and related information appearing in this report. Management believes that the consolidated financial statements fairly reflect the form and substance of transactions and that the consolidated financial statements reasonably present our financial position and results of operations in conformity with generally accepted accounting principles in the United States of America. Management also has included in the consolidated financial statements amounts that are based on estimates and judgments which it believes are reasonable under the circumstances.

An independent registered public accounting firm audits our consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and their report is provided herein.

#### MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934, as amended. Management designed our internal control systems in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Our internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States, and that receipts and expenditures are being made only in accordance with authorizations of management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of our assets that could have a material effect on the financial statements.

Management conducted an evaluation of the effectiveness of our internal control over financial reporting based on the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on its evaluation, our management concluded that our internal control over financial reporting was effective at the reasonable assurance level as of December 31, 2016.

The effectiveness of our internal control over financial reporting as of December 31, 2016 has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in their report, which is included herein.



REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of operations and comprehensive income, cash flows, and shareholders' equity (deficit) present fairly, in all material respects, the financial position of The Dun & Bradstreet Corporation and its subsidiaries at December 31, 2016 and December 31, 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing on page 57. Our responsibility is to express opinions on these financial statements and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ PricewaterhouseCoopers LLP  
New York, NY  
February 23, 2017



THE DUN & BRADSTREET CORPORATION  
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

	For the Years Ended		
	December 31,		
	2016	2015	2014
	(Amounts in millions, except per share data)		
Revenue	\$1,703.7	\$1,637.1	\$1,584.5
Operating Expenses	542.6	544.7	530.1
Selling and Administrative Expenses	711.2	664.4	575.6
Depreciation and Amortization	68.6	58.7	52.5
Restructuring Charge	22.1	32.3	14.9
Operating Costs	1,344.5	1,300.1	1,173.1
Operating Income	359.2	337.0	411.4
Interest Income	1.8	1.6	1.6
Interest Expense	(53.1 )	(51.0 )	(43.3 )
Other Income (Expense) – Net	(104.3 )	(7.6 )	(29.5 )
Non-Operating Income (Expense) – Net	(155.6 )	(57.0 )	(71.2 )
Income Before Provision for Income Taxes and Equity in Net Income of Affiliates	203.6	280.0	340.2
Less: Provision for Income Taxes	99.9	74.2	54.3
Equity in Net Income of Affiliates	2.8	2.7	1.9
Net Income (Loss) from Continuing Operations	106.5	208.5	287.8
Less: Net (Income) Loss Attributable to the Noncontrolling Interest	(5.0 )	(4.3 )	(3.5 )
Net Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet	101.5	204.2	284.3
Income from Discontinued Operations, Net of Income Taxes (1)	—	2.1	10.1
Loss on Disposal of Business, Net of Income Taxes	(4.1 )	(37.5 )	—
Income (Loss) from Discontinued Operations, Net of Income Taxes	(4.1 )	(35.4 )	10.1
Net Income (Loss) Attributable to Dun & Bradstreet	\$97.4	\$168.8	\$294.4
Basic Earnings (Loss) Per Share of Common Stock:			
Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders	\$2.78	\$5.66	\$7.79
Income (Loss) from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders	(0.11 )	(0.98 )	0.27
Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders	\$2.67	\$4.68	\$8.06
Diluted Earnings (Loss) Per Share of Common Stock:			
Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders	\$2.76	\$5.61	\$7.71
Income (Loss) from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders	(0.11 )	(0.97 )	0.28
Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders	\$2.65	\$4.64	\$7.99
Weighted Average Number of Shares Outstanding-Basic	36.5	36.1	36.5
Weighted Average Number of Shares Outstanding-Diluted	36.8	36.4	36.9
Cash Dividend Paid Per Common Share	\$1.93	\$1.85	\$1.76
Other Comprehensive Income, Net of Income Taxes:			
Net Income (Loss) from Continuing Operations	\$106.5	\$208.5	\$287.8
Income (Loss) from Discontinued Operations, Net of Income Taxes	(4.1 )	(35.4 )	10.1
Net Income (Loss)	102.4	173.1	297.9
Foreign Currency Translation Adjustments, no Tax Impact	24.9	(59.0 )	(46.9 )
Defined Benefit Pension Plans:			

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Prior Service Costs, Net of Tax Benefit (Expense) (2)	(0.9	)	(0.9	)	1.8
Net Actuarial Gain (Loss), Net of Tax Benefit (Expense) (3)	(8.7	)	15.8		(138.3 )
Derivative Financial Instruments, Net of Tax Benefit (Expense) (4)	—		—		(0.1 )
Total Other Comprehensive Income (Loss)	15.3		(44.1	)	(183.5 )
Comprehensive Income (Loss), Net of Income Taxes	117.7		129.0		114.4
Less: Comprehensive (Income) Loss Attributable to the Noncontrolling Interest	(4.4	)	(3.6	)	(3.3 )
Comprehensive Income (Loss) Attributable to Dun & Bradstreet	\$113.3		\$125.4		\$111.1

- (1) Tax Benefit (Expense) of \$2.2 million and \$1.7 million during the years ended December 31, 2015 and 2014, respectively.
- (2) Tax Benefit (Expense) of \$0.4 million, \$0.5 million and \$(1.1) million during the years ended December 31, 2016, 2015 and 2014, respectively.
- (3) Tax Benefit (Expense) of \$4.3 million, \$(9.6) million and \$84.9 million during the years ended December 31, 2016, 2015 and 2014, respectively.
- (4) Tax Benefit (Expense) of \$(0.1) million during the year ended December 31, 2014.

The accompanying notes are an integral part of the consolidated financial statements.

THE DUN & BRADSTREET CORPORATION  
CONSOLIDATED BALANCE SHEETS

	December 31,	
	2016	2015
	(Amounts in millions, except per share data)	
<b>ASSETS</b>		
Current Assets		
Cash and Cash Equivalents	\$ 352.6	\$ 365.7
Accounts Receivable, Net of Allowance of \$23.6 at December 31, 2016 and \$20.6 at December 31, 2015	543.6	523.5
Other Receivables	11.3	13.7
Prepaid Taxes	3.3	6.4
Deferred Income Tax	—	12.0
Other Prepays	32.1	36.7
Other Current Assets	1.5	1.6
Total Current Assets	944.4	959.6
Non-Current Assets		
Property, Plant and Equipment, Net of Accumulated Depreciation of \$50.6 at December 31, 2016 and \$54.3 at December 31, 2015	39.4	27.2
Computer Software, Net of Accumulated Amortization of \$321.2 at December 31, 2016 and \$348.1 at December 31, 2015	108.1	102.6
Goodwill	651.9	704.0
Deferred Income Tax	110.9	93.8
Other Receivables	1.9	4.2
Other Intangibles (Note 15)	296.1	326.2
Other Non-Current Assets	56.5	48.9
Total Non-Current Assets	1,264.8	1,306.9
Total Assets	\$ 2,209.2	\$ 2,266.5
<b>LIABILITIES</b>		
Current Liabilities		
Accounts Payable	\$ 46.7	\$ 31.3
Accrued Payroll	113.6	108.8
Accrued Income Tax	44.5	28.7
Short-Term Debt	22.5	20.0
Other Accrued and Current Liabilities (Note 15)	154.6	122.6
Deferred Revenue	628.1	647.8
Total Current Liabilities	1,010.0	959.2
Pension and Postretirement Benefits	541.8	558.0
Long-Term Debt	1,594.5	1,797.0
Liabilities for Unrecognized Tax Benefits	4.9	8.3
Other Non-Current Liabilities	45.8	49.3
Total Liabilities	3,197.0	3,371.8
Contingencies (Note 13)		
<b>EQUITY</b>		
<b>DUN &amp; BRADSTREET SHAREHOLDERS' EQUITY (DEFICIT)</b>		
Series A Junior Participating Preferred Stock, \$0.01 par value per share, authorized - 0.5 shares; outstanding - none	—	—
	—	—

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Preferred Stock, \$0.01 par value per share, authorized - 9.5 shares; outstanding - none (Note 8)			
Series Common Stock, \$0.01 par value per share, authorized - 10.0 shares; outstanding - none	—		—
Common Stock, \$0.01 par value per share, authorized - 200.0 shares; issued - 81.9 shares	0.8		0.8
Capital Surplus	317.6		292.2
Retained Earnings	2,959.6		2,932.8
Treasury Stock, at cost, 45.1 shares at December 31, 2016 and 45.8 shares at December 31, 2015	(3,330.4	)	(3,377.1 )
Accumulated Other Comprehensive Income (Loss)	(949.6	)	(965.5 )
Total Dun & Bradstreet Shareholders' Equity (Deficit)	(1,002.0	)	(1,116.8 )
Noncontrolling Interest	14.2		11.5
Total Equity (Deficit)	(987.8	)	(1,105.3 )
Total Liabilities and Shareholders' Equity (Deficit)	\$ 2,209.2		\$ 2,266.5

The accompanying notes are an integral part of the consolidated financial statements.

THE DUN & BRADSTREET CORPORATION  
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended December 31,		
	2016	2015	2014
	(Amounts in millions)		
Cash Flows from Operating Activities:			
Net Income	\$102.4	\$173.1	\$297.9
Less:			
Loss on Disposal of Business, Net of Income Taxes	(4.1 )	(37.5 )	—
Income from Discontinued Operations	—	2.1	10.1
Net Income from Continuing Operations, Net of Income Taxes	\$106.5	\$208.5	\$287.8
Reconciliation of Net Income to Net Cash Provided by Operating Activities:			
Depreciation and Amortization	68.6	58.7	52.5
Amortization of Unrecognized Pension Loss	35.8	39.8	32.9
Loss from Sales of Businesses	95.1	—	—
Impairment of Assets	11.6	6.7	7.3
Income Tax Benefit from Stock-Based Awards	14.2	7.0	4.4
Excess Tax Benefit on Stock-Based Awards	(7.2 )	(3.0 )	(1.6 )
Equity Based Compensation	21.2	14.7	11.2
Restructuring Charge	22.1	32.3	14.9
Restructuring Payments	(32.7 )	(20.9 )	(15.4 )
Changes in Deferred Income Taxes, Net	5.7	12.7	(67.7 )
Changes in Accrued Income Taxes, Net	9.4	(16.7 )	10.2
Changes in Current Assets and Liabilities, Net of Acquisitions:			
(Increase) Decrease in Accounts Receivable	(45.8 )	(24.5 )	(7.5 )
(Increase) Decrease in Other Current Assets	7.1	4.7	(5.2 )
Increase (Decrease) in Deferred Revenue	8.0	41.4	(11.9 )
Increase (Decrease) in Accounts Payable	18.6	1.8	(5.6 )
Increase (Decrease) in Accrued Liabilities	53.7	1.4	21.6
Increase (Decrease) in Other Accrued and Current Liabilities	—	(0.6 )	—
Changes in Non-Current Assets and Liabilities, Net of Acquisitions:			
(Increase) Decrease in Other Long-Term Assets	(3.9 )	14.3	37.8
Net Increase (Decrease) in Long-Term Liabilities	(67.0 )	(39.6 )	(65.0 )
Net, Other Non-Cash Adjustments	1.7	(1.9 )	(3.3 )
Net Cash Provided by Operating Activities from Continuing Operations	322.7	336.8	297.4
Net Cash Provided by Operating Activities from Discontinued Operations	—	6.4	18.1
Net Cash Provided by Operating Activities	322.7	343.2	315.5
Cash Flows from Investing Activities:			
Proceeds from Sales of Businesses and Property, Net of Cash Divested and Transaction Costs	13.0	159.8	—
Payments for Acquisitions of Businesses, Net of Cash Acquired	—	(444.2 )	(8.3 )
Proceeds from Maturity and (Payment) for Debt Security Investment	0.5	(6.3 )	—
Cash Settlements of Foreign Currency Contracts	(11.4 )	(15.6 )	(7.7 )
Capital Expenditures	(14.4 )	(12.8 )	(9.8 )
Additions to Computer Software and Other Intangibles	(45.8 )	(52.0 )	(37.4 )
Net, Other	—	—	(0.1 )
Net Cash Used in Investing Activities from Continuing Operations	(58.1 )	(371.1 )	(63.3 )
Net Cash Used in Investing Activities from Discontinued Operations	—	(5.4 )	(6.7 )

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Net Cash Used in Investing Activities	(58.1 )	(376.5 )	(70.0 )
Cash Flows from Financing Activities:			
Payments for Purchases of Treasury Shares	—	—	(225.0 )
Net Proceeds from Stock-Based Awards	44.0	8.4	7.7
Payment of Bond Issuance Costs	—	(4.7 )	(1.4 )
Payment of Debt	—	(300.0 )	—
Proceeds from Issuance of Long-Term Debt	—	298.8	—
Payments of Dividends	(70.5 )	(66.7 )	(64.0 )
Proceeds from Borrowings on Credit Facilities	439.8	1,509.2	1,109.1
Proceeds from Borrowings on Term Loan Facilities	—	400.0	—
Payments of Borrowings on Credit Facilities	(622.2 )	(1,731.5 )	(971.1 )
Payments of Borrowings on Term Loan Facilities	(20.0 )	(5.0 )	—
Excess Tax Benefit on Stock-Based Awards	7.2	3.0	1.6
Payment for Capital Lease and Other Long-Term Financing Obligation	(0.2 )	(0.2 )	(0.6 )
Net, Other	(3.0 )	(0.6 )	(0.7 )
Net Cash (Used in) Provided by Financing Activities from Continuing Operations	(224.9 )	110.7	(144.4 )
Effect of Exchange Rate Changes on Cash and Cash Equivalents	(52.8 )	(31.1 )	(17.6 )
Increase (Decrease) in Cash and Cash Equivalents	(13.1 )	46.3	83.5
Cash and Cash Equivalents, Beginning of Period	365.7	319.4	235.9
Cash and Cash Equivalents, End of Period	352.6	365.7	319.4
Cash and Cash Equivalents of Discontinued Operations, End of Period	—	—	3.1
Cash and Cash Equivalents of Continuing Operations, End of Period	\$352.6	\$365.7	\$316.3
Supplemental Disclosure of Cash Flow Information:			
Cash Paid for:			
Income Taxes, Net of Refunds	\$70.5	\$71.2	\$107.5
Interest	\$51.8	\$49.9	\$42.4

The accompanying notes are an integral part of the consolidated financial statements.



## THE DUN &amp; BRADSTREET CORPORATION

## CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (DEFICIT)

For the Years Ended December 31, 2016, 2015 and 2014

(Amounts in millions, except per share data)

	Common Stock (Par Value)	Capital Surplus	Retained Earnings	Treasury Stock	Cumulative Translation Adjustment	Defined Benefit Postretirement Plans	Derivative Financial Instrument	Total Dun & Bradstreet Shareholders' Equity (Deficit)	Noncontrolling Interest	Total Equity (Deficit)
Balance, January 1, 2014	\$ 0.8	\$270.0	\$2,600.9	\$(3,181.3)	\$(186.7)	\$(552.2)	\$ 0.1	\$(1,048.4)	\$ 6.1	\$(1,042.3)
Net Income	—	—	294.4	—	—	—	—	294.4	3.5	297.9
Payment to Noncontrolling Interest	—	—	—	—	—	—	—	—	(0.7)	(0.7)
Equity-Based Plans	—	9.3	—	13.9	—	—	—	23.2	—	23.2
Treasury Shares Acquired	—	—	—	(225.0)	—	—	—	(225.0)	—	(225.0)
Pension Adjustments, net of tax benefit of \$83.8	—	—	—	—	—	(136.5)	—	(136.5)	—	(136.5)
Dividend Declared	—	—	(64.2)	—	—	—	—	(64.2)	—	(64.2)
Change in Cumulative Translation Adjustment	—	—	—	—	(46.7)	—	—	(46.7)	(0.2)	(46.9)
Derivative Financial Instruments, net of tax expense of \$0.1	—	—	—	—	—	—	(0.1)	(0.1)	—	(0.1)
Balance, December 31, 2014	\$ 0.8	\$279.3	\$2,831.1	\$(3,392.4)	\$(233.4)	\$(688.7)	\$—	\$(1,203.3)	\$ 8.7	\$(1,194.6)
Net Income	—	—	168.8	—	—	—	—	168.8	4.3	173.1
Payment to Noncontrolling Interest	—	—	—	—	—	—	—	—	(0.8)	(0.8)
Equity-Based Plans	—	12.9	—	15.3	—	—	—	28.2	—	28.2
Pension Adjustments, net of tax expense of \$9.1	—	—	—	—	—	14.9	—	14.9	—	14.9
	—	—	(67.1)	—	—	—	—	(67.1)	—	(67.1)

Dividend Declared										
Change in Cumulative Translation Adjustment Balance, December 31, 2015	—	—	—	—	(58.3 )	—	—	(58.3 )	(0.7 )	(59.0 )
Net Income	\$ 0.8	\$292.2	\$2,932.8	\$(3,377.1)	\$(291.7 )	\$(673.8 )	\$—	\$(1,116.8)	\$ 11.5	\$(1,105.3)
Payment to Noncontrolling Interest	—	—	97.4	—	—	—	—	97.4	5.0	102.4
Equity-Based Plans	—	—	—	—	—	—	—	—	(1.7 )	(1.7 )
Pension Adjustments, net of tax benefit of \$4.7	—	25.4	—	46.7	—	—	—	72.1	—	72.1
Dividend Declared	—	—	(70.6 )	—	—	—	—	(70.6 )	—	(70.6 )
Change in Cumulative Translation Adjustment Balance, December 31, 2016	—	—	—	—	25.5	—	—	25.5	(0.6 )	24.9
Dividend Declared	\$ 0.8	\$317.6	\$2,959.6	\$(3,330.4)	\$(266.2 )	\$(683.4 )	\$—	\$(1,002.0)	\$ 14.2	\$(987.8 )

The accompanying notes are an integral part of the consolidated financial statements.

THE DUN & BRADSTREET CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Tabular dollar amounts in millions, except per share data)

Note 1. Description of Business and Summary of Significant Accounting Policies

Description of Business. The Dun & Bradstreet Corporation (“Dun & Bradstreet” or “we” or “us” or “our” or the “Company”) grows the most valuable relationships in business. By uncovering truth and meaning from data, we connect customers with the prospects, suppliers, clients and partners that matter most, and have since 1841. Nearly ninety percent of the Fortune 500, and companies of every size around the world, rely on our data, insights and analytics.

Dun & Bradstreet® is the world’s leading source of commercial data, analytics and insight on businesses. Our global commercial database as of December 31, 2016 contained approximately 265 million business records. We transform commercial data into valuable insight which is the foundation of our global solutions that customers rely on to make critical business decisions.

Dun & Bradstreet provides solution sets that meet a diverse set of customer needs globally. Customers use Risk Management Solutions™ to mitigate credit, compliance and supplier risk, increase cash flow and drive increased profitability, and Sales & Marketing Solutions™ to better use data to grow sales and improve marketing effectiveness and also for data management capabilities that provide effective and cost efficient marketing solutions to increase revenue from new and existing customers.

Basis of Presentation. The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America (“GAAP”) requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period reported. As discussed throughout this Note 1, we base our estimates on historical experience, current conditions and various other factors that we believe to be reasonable under the circumstances. Significant items subject to such estimates and assumptions include: valuation allowances for receivables and deferred income tax assets; liabilities for potential tax exposure and potential litigation claims and settlements; assets and obligations related to employee benefits; allocation of the purchase price in acquisition accounting; impairment assessment for goodwill and other intangible assets; long-term asset recoverability and estimated useful life; stock-based compensation; revenue deferrals; and restructuring charges. We review estimates and assumptions periodically and reflect the revisions in the consolidated financial statements in the period in which we determine any revisions to be necessary. Actual results could differ materially from those estimates under different assumptions or conditions.

The consolidated financial statements include our accounts, as well as those of our subsidiaries and investments in which we have a controlling interest. Investments in companies over which we have significant influence but not a controlling interest are recorded under the equity method of accounting. Investments over which we do not have significant influence are recorded under the cost method of accounting. We periodically review our investments to determine if there has been any impairment judged to be other than temporary. Such impairments are recorded as write-downs in the consolidated statements of operations and comprehensive income.

All intercompany transactions and balances have been eliminated in consolidation.

Since January 1, 2015, we have managed and reported our business through two segments:

Americas, which currently consists of our operations in the United States (“U.S.”), Canada, and our Latin America Worldwide Network (we divested our Latin America operations in September 2016); and

Non-Americas, which currently consists of our operations in the United Kingdom (“U.K.”), Greater China, India and our European and Asia Pacific Worldwide Networks (we divested our operations in both the Netherlands and Belgium (“Benelux”) in November 2016 and our Australian operations in June 2015).

Prior to January 1, 2015, we managed and reported our business through the following three segments:

North America (which consisted of our operations in the U.S. and Canada);

Asia Pacific, which primarily consisted of our operations in Australia, Greater China, India and Asia Pacific Worldwide Network; and



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Europe and other International Markets, which primarily consisted of our operations in the U.K., the Netherlands, Belgium, Latin America and our European Worldwide Network.

The financial statements of the subsidiaries outside of the U.S. and Canada reflect a fiscal year ended November 30 in order to facilitate the timely reporting of our consolidated financial results and consolidated financial position.

In June 2015, we divested our business in Australia and New Zealand (“ANZ”) for \$169.8 million, which was part of our Non-Americas segment. Accordingly, we have reclassified the historical financial results of our business in ANZ as discontinued operations for all periods presented as set forth in this Annual Report on Form 10-K. See Note 17 to the consolidated financial statements included in this Annual Report on Form 10-K for further detail.

The prior period consolidated balance sheet was adjusted associated with the adoption of Accounting Standards Update (“ASU”) No. 2015-03 “Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs” in the first quarter of 2016. The impact was an adjustment of \$7.1 million to the consolidated balance sheet at December 31, 2015. See Note 2 and Note 6 to the consolidated financial statements included in this Annual Report on Form 10-K for further detail.

Our quarterly financial statements are prepared on the same basis as the audited annual financial statements, and include all adjustments, which include only normal recurring adjustments, necessary for the fair presentation of our results of operations for these periods.

Where appropriate, we have reclassified certain prior year amounts to conform to the current year presentation.

Significant Accounting Policies

Revenue Recognition. Revenue is recognized when the following four conditions are met:

- Persuasive evidence of an arrangement exists;
- The contract fee is fixed or determinable;
- Delivery or performance has occurred; and
- Collectability is reasonably assured.

If at the outset of an arrangement, we determine that collectability is not reasonably assured, revenue is deferred until the earlier of when collectability becomes probable or the receipt of payment. If there is uncertainty as to the customer’s acceptance of our deliverables, revenue is not recognized until the earlier of receipt of customer acceptance or expiration of the acceptance period. If at the outset of an arrangement, we determine that the arrangement fee is not fixed or determinable, revenue is deferred until the arrangement fee becomes fixed or determinable, assuming all other revenue recognition criteria have been met.

Our Risk Management Solutions are generally sold under fixed price subscription contracts that allow customers unlimited access to risk information. Revenue on this type of contract is recognized ratably over the term of the contract.

Risk information is also sold using monthly or annual contracts that allow customers to purchase our risk information up to the contract amount based on an agreed price list. Once the contract amount is fully used, additional risk information can be purchased at per-item prices, which may be different than those in the original contract. Revenue on these contracts is recognized on a per-item basis as information is purchased and delivered to the customer. If customers do not use the full amount of their contract and forfeit the unused portion, we recognize the forfeited amount as revenue at contract expiration.

Where a data file of risk information is sold with periodic updates to that information, a portion of the revenue related to the updates is deferred as a liability on the balance sheet and recognized as the updates are delivered, usually on a quarterly or monthly basis over the term of the contract.

Revenue related to services, such as monitoring, is recognized ratably over the period of performance.

Sales & Marketing Solutions that provide continuous access to our marketing information and business reference databases may include access or hosting fees which are sold on a subscription basis. Revenue is recognized ratably over the term of the contract, which is typically one year.



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Where a data file of marketing information is sold, we recognize revenue upon delivery of the marketing data file to the customer. If the contract provides for periodic updates to that marketing data file, the portion of the revenue related to updates is deferred as a liability on the balance sheet and recognized as the updates are delivered, usually on a quarterly or monthly basis over the term of the contract.

Sales of software that are considered to be more than incidental are recognized in revenue when a noncancelable license agreement has been signed and the software has been shipped and installed, if required.

Revenue from consulting and training services is recognized as the services are performed.

We also provide certain technology services as part of our Worldwide Network arrangements. Historically, technology services were not classified as revenue as we viewed them as ancillary in nature. As we continue to shift our Non-Americas businesses into the Worldwide Network partnership model and as a result of the divestitures of our operations in Benelux and Latin America, such technology services now represent activities that constitute part of our ongoing and central operations. Accordingly, starting in the third quarter of 2016 we began to classify the technology services as revenue.

**Multiple Element Arrangements**

We have certain solution offerings that are sold as multi-element arrangements. The multiple element arrangements or deliverables may include access to our business information database, information data files, periodic data refreshes, software and services. We evaluate each deliverable in an arrangement to determine whether it represents a separate unit of accounting. Most product and service deliverables qualify as separate units of accounting and can be sold stand-alone or in various combinations across our markets. A deliverable constitutes a separate unit of accounting when it has stand-alone value and there are no customer-negotiated refunds or return rights for the delivered items. If the arrangement includes a customer-negotiated refund or return right relative to the delivered items, and the delivery and performance of the undelivered item is considered probable and substantially in our control, the delivered item constitutes a separate unit of accounting.

If the deliverable or a group of deliverables meets the separation criteria, the total arrangement consideration is allocated to each unit of accounting based on its relative selling price. The amount of arrangement consideration that is allocated to a delivered unit of accounting is limited to the amount that is not contingent upon the delivery of another unit of accounting.

We use a hierarchy to determine the selling price to be used for allocating revenue to deliverables: (i) vendor-specific objective evidence of selling prices (“VSOE”); (ii) third-party evidence of selling price (“TPE”); and (iii) best estimated selling prices (“BESP”) of each element. We determine the selling price for each deliverable using VSOE, if it exists, TPE if VSOE does not exist, or BESP if neither VSOE nor TPE exist. Revenue allocated to each element is then recognized when the basic revenue recognition criteria are met for each element.

We determine VSOE of a deliverable by monitoring the price at which we sell the deliverable on a stand-alone basis to third parties or from the stated renewal rate for the elements contained in the initial arrangement. In certain instances, we are not able to establish VSOE for all deliverables in an arrangement with multiple elements. This may be due to us infrequently selling each element separately, not pricing products or services within a reasonable range, or only having a limited sales history. Where we are unable to establish VSOE, we may use the price at which we or a third party sell a similar product to similarly situated customers on a stand-alone basis. Generally, our offerings contain a level of differentiation such that comparable pricing of solutions with similar functionality or delivery cannot be obtained. Furthermore, we are rarely able to reliably determine what similar competitors’ selling prices are on a stand-alone basis. Therefore, we typically are not able to determine TPE of selling price.

When we are unable to establish selling prices by using VSOE or TPE, we establish the BESP in our allocation of arrangement consideration. The objective of BESP is to determine the price at which we would transact a sale if the solution were sold on a stand-alone basis. The determination of BESP is based on our review of available data points and consideration of factors such as but not limited to pricing practices, our growth strategy, geographies and customer segment and market conditions. The determination of BESP is made through consultation with and formal approval of our management, taking into consideration our go-to-market strategy.

We regularly review VSOE and have a review process for TPE and BESP and maintain internal controls over the establishment and updates of these estimates.

Deferred revenue consists of amounts billed in excess of revenue recognized on sales of our information solutions and generally relates to deferral of subscription revenue and also includes the amount of deferred revenue related to updates to data

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files. Deferred revenue is included in current liabilities in the balance sheet and is subsequently recognized as revenue in accordance with our revenue recognition policies.

We record revenue on a net basis for those sales where we act as an agent in the transaction.

Sales Cancellations. In determining sales cancellation allowances, we analyze historical trends, customer-specific factors and current economic trends. Based on this information, we record an allowance as a reduction of revenue as appropriate.

Restructuring Charges. Restructuring charges have been recorded in accordance with Accounting Standards Codification (“ASC”) 712-10, “Nonretirement Postemployment Benefits,” or “ASC 712-10,” and/or ASC 420-10, “Exit or Disposal Cost Obligations,” or “ASC 420-10,” as appropriate.

We record severance costs provided under an ongoing benefit arrangement once they are both probable and estimable in accordance with the provisions of ASC 712-10.

We account for one-time termination benefits, contract terminations and/or costs to terminate lease obligations less assumed sublease income in accordance with ASC 420-10, which addresses financial accounting and reporting for costs associated with restructuring activities. Under ASC 420-10, we establish a liability for a cost associated with an exit or disposal activity, including severance and lease termination obligations, and other related costs, when the liability is incurred, rather than at the date that we commit to an exit plan. We reassess the expected cost to complete the exit or disposal activities at the end of each reporting period and adjust our remaining estimated liabilities, if necessary.

The determination of when we accrue for severance costs and which standard applies depends on whether the termination benefits are provided under an ongoing arrangement as described in ASC 712-10 or under a one-time benefit arrangement as defined by ASC 420-10. Inherent in the estimation of the costs related to the restructurings are assessments related to the most likely expected outcome of the significant actions to accomplish the exit activities. In determining the charges related to the restructurings, we have to make estimates related to the expenses associated with the restructurings. These estimates may vary significantly from actual costs depending, in part, upon factors that may be beyond our control. We will continue to review the status of our restructuring obligations on a quarterly basis and, if appropriate, record changes to these obligations in current operations based on management’s most current estimates.

Employee Benefit Plans. We provide various defined benefit plans to our employees as well as healthcare benefits to our retired employees. We use actuarial assumptions to calculate pension and benefit costs as well as pension assets and liabilities included in the consolidated financial statements. See Note 10 to the consolidated financial statements included in this Annual Report on Form 10-K for further detail.

Legal Contingencies. We are involved in legal proceedings, claims and litigation arising in the ordinary course of business for which we believe we have adequate reserves, and such reserves are not material to the consolidated financial statements. In addition, from time to time we may be involved in additional matters which could become material and for which we may also establish reserve amounts as discussed in Note 13 to the consolidated financial statements included in this Annual Report on Form 10-K. We record a liability when management believes that it is both probable that a liability has been incurred and we can reasonably estimate the amount of the loss. For such matters where management believes a liability is not probable but is reasonably possible, a liability is not recorded; instead, an estimate of loss or range of loss, if material individually or in the aggregate, is disclosed if reasonably estimable, or a statement will be made that an estimate of loss cannot be made. As additional information becomes available, we adjust our assessment and estimates of such liabilities accordingly.

Cash and Cash Equivalents. We consider all investments purchased with an initial term from the date of purchase by the Company to maturity of three months or less to be cash equivalents. These instruments are stated at cost, which approximates market value because of the short maturity of the instruments.

Accounts Receivable and Allowance for Bad Debts. Accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for bad debts reflects our best estimate of probable losses inherent in the accounts receivable balance. We estimate the allowance based on the aging of accounts receivable, historical experience,

known troubled accounts, customer creditworthiness and other currently available evidence.

Property, Plant and Equipment. Property, plant and equipment are stated at cost less accumulated depreciation, except for property, plant and equipment that have been impaired for which the carrying amount is reduced to the estimated fair value at the impairment date. Property, plant and equipment are generally depreciated using the straight-line method. Buildings are depreciated over a period of 40 years. Equipment, including furniture, is depreciated over a period of three to ten years. Leasehold improvements are amortized on a straight-line basis over the shorter of the term of the lease or the estimated useful

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life of the improvement. Property, plant and equipment depreciation and amortization expense for the years ended December 31, 2016, 2015 and 2014 was \$9.3 million, \$7.8 million and \$6.8 million, respectively.

Computer Software. We develop various computer software applications for internal use including systems which support our databases and common business services and processes (back-end systems), our financial and administrative systems (back-office systems) and systems which we use to deliver our information solutions to customers (customer-facing systems).

We expense costs as incurred during the preliminary development stage which includes conceptual formulation and review of alternatives. Once that stage is complete, we begin the application development stage which includes design, coding and testing. Direct internal and external costs incurred during this stage are capitalized. Capitalization of costs ceases when the software is ready for its intended use and all substantial testing is completed. Upgrades and enhancements which provide added functionality are accounted for in the same manner. Maintenance costs incurred solely to extend the life of the software are expensed as incurred. Capitalized costs for internal-use software are amortized over the estimated lives which range from three to eight years.

We periodically reassess the estimated useful lives of our computer software considering our overall technology strategy, the effects of obsolescence, technology, competition and other economic factors on the useful life of these assets.

Internal-use software is tested for impairment along with other long-lived assets (See Impairment of Long-Lived Assets).

We also develop software for sale to customers. Costs are expensed until technological feasibility is established after which costs are capitalized until the software is ready for general release to customers. Costs of enhancements that extend the life or improve the marketability of the software are capitalized once technological feasibility is reached. Maintenance and customer support are expensed as incurred.

Capitalized costs of software for sale are amortized on a straight-line basis over the estimated economic life of the software of three years. We continually evaluate recoverability of the unamortized costs, which are reported at the lower of unamortized cost or net realizable value.

The computer software amortization expense for the years ended December 31, 2016, 2015 and 2014 was \$30.8 million, \$28.5 million and \$38.4 million, respectively. As of December 31, 2016, we acquired \$1.4 million of computer software, which was included in accounts payable and accrued liabilities on the accompanying consolidated balance sheet as of December 31, 2016, and was therefore excluded from the consolidated statement of cash flows for the year ended December 31, 2016.

Goodwill and Other Intangible Assets. Goodwill represents the excess of the purchase consideration over the fair value of assets and liabilities of businesses acquired. Goodwill is not subject to regular periodic amortization. Instead, the carrying amount of goodwill is tested for impairment at least annually at December 31, and between annual tests if events or circumstances warrant such a test. An impairment loss would be recognized if the carrying amount exceeded the fair value.

We assess recoverability of goodwill at the reporting unit level. A reporting unit is an operating segment or a component of an operating segment which is a business and for which discrete financial information is available and reviewed by a segment manager. Our reporting units are North America and Latin America Partnership within the Americas segment, and United Kingdom, European Partnerships, Greater China, India and Asia Pacific Partnerships within the Non-Americas segment. During the fourth quarter of 2016, we shifted our business model in Benelux and Latin America to our Worldwide Network partnership model in connection with the divestiture of the domestic operations of Benelux and Latin America. As a result, the former Benelux and Latin America reporting units through the divestiture dates were eliminated and we currently report our new partnership businesses in Benelux and Latin America within the European Partnerships and Latin America Partnership reporting units, respectively.

We perform a two-step goodwill impairment test. In the first step, we compare the fair value of each reporting unit to its carrying value. If the fair value of the reporting unit exceeds the carrying value of the net assets, including goodwill assigned to that reporting unit, goodwill is not impaired and no further test is performed. However, if the carrying

value of the net assets assigned to the reporting unit exceeds the fair value of the reporting unit, the second step of the impairment test is performed to determine the magnitude of the impairment, which is the implied fair value of the reporting unit's goodwill compared to the carrying value. The implied fair value of goodwill is the difference between the fair value of the reporting unit and the fair value of its identifiable net assets. If the carrying value of goodwill exceeds the implied fair value of goodwill, the goodwill is written down to its implied fair value and an impairment loss equal to this difference is recorded in the period that the impairment is identified as an operating expense.

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We determine the fair value of our reporting units based on the market approach and also in certain instances use the income approach to further validate our results. Under the market approach, we estimate the fair value based on market multiples of current year Earnings before Interest, Taxes, Depreciation and Amortization (“EBITDA”) for each individual reporting unit. We use judgment in identifying the relevant comparable company market multiples (i.e., recent divestitures/acquisitions, facts and circumstances surrounding the market, dominance, growth rate, etc.). For the income approach, we use the discounted cash flow method (“DCF”) to estimate the fair value of a reporting unit. The projected cash flows are based on management’s most recent view of the long-term outlook for each reporting unit. Factors specific to each reporting unit could include revenue growth, profit margins, terminal value, capital expenditures projections, assumed tax rates, discount rates and other assumptions deemed reasonable by management. Indefinite-lived intangibles other than goodwill, are also assessed annually for impairment in the fourth quarter of each year, or, under certain circumstances which indicate there may be an impairment. An impairment loss is recognized if the carrying value exceeds the fair value. The estimated fair value is determined by utilizing the expected present value of the future cash flows of the assets. We perform both qualitative and quantitative impairment tests to compare the fair value of the indefinite-lived intangible asset with its carrying value. For the recently acquired indefinite-lived intangible assets from acquisitions, we perform a qualitative impairment test based on macroeconomic and market conditions, industry considerations, overall performance and other relevant factors. For other indefinite-lived intangible assets, we may also perform a quantitative impairment test primarily using an income approach based on projected cash flows.

No impairment charges were recognized related to goodwill and indefinite-lived intangible assets for the fiscal years ended December 31, 2016, 2015 and 2014.

Other intangibles, which primarily include customer lists and relationships, trademarks and technology related assets resulting from acquisitions, are being amortized over one to 8 years based on their estimated useful life using the straight-line method. Other intangibles are tested for recoverability along with other long-lived assets, excluding goodwill and indefinite-lived intangibles, whenever events or circumstances indicate the carrying value may not be recoverable. See “Impairment of Long-Lived Assets” below.

Other intangibles amortization expense for the years ended December 31, 2016, 2015 and 2014 were \$28.5 million, \$22.4 million and \$7.3 million, respectively.

Expected future amortization of acquired intangible assets as of December 31, 2016 is as follows:

Total	2017	2018	2019	2020	2021	Thereafter
\$137.7	\$24.4	\$24.3	\$24.0	\$23.2	\$19.6	\$ 22.2

Impairment of Long-Lived Assets. Long-lived assets, including property, plant and equipment, internal-use software and other intangible assets held for use, are tested for impairment when events or circumstances indicate the carrying amount of the asset group that includes these assets is not recoverable. An asset group is the lowest level for which its cash flows are independent of the cash flows of other asset groups. The carrying value of an asset group is considered unrecoverable if the carrying value exceeds the sum of the undiscounted cash flows expected to result from the use and eventual disposition of the asset group. The impairment loss is measured by the difference between the carrying value of the asset group and its fair value. We generally estimate the fair value of an asset group using an income approach or quoted market price, whichever is applicable.

During the year ended December 31, 2016, we recorded a loss of \$95.1 million related to the divestiture of our operations in Benelux and Latin America based on Level II inputs. The loss was recorded in “Other Income (Expense) - Net” in the consolidated statements of operations. See Note 17 to our consolidated financial statements included in this Annual Report on Form 10-K for further detail.

During the fourth quarter of 2016, we recorded an impairment charge of \$9.2 million in our Americas segment, of which \$2.5 million was related to technology and software assets associated with certain terminated projects and \$6.7 million was related to a change in our assessment of the recoverability of a non-operating asset as a result of a decline in the projected cash flows. We determined the fair value of these assets to be zero based on Level III inputs. In addition there was no alternative use for the technology and software assets. Of the \$9.2 million charge, \$1.8 million

was included in “Operating Costs,” \$0.7 million was included in “Selling & Administrative Expenses” and \$6.7 million was included in “Other Income (Expense) - Net.”

During the fourth quarter of 2016, we recorded an impairment charge of \$2.4 million in our Non-Americas segment related to certain intangible assets in our Greater China operations, comprised of customer relationships, database and

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trademark. The charge was in connection with our management review to realign strategic priorities in the region. As a result, our management decided to sunset certain product offerings. We determined the fair value of the intangibles associated with these sunset products and services to be zero based on Level III inputs. The charge was included in “Selling & Administrative Expenses.”

During the fourth quarter of 2015, we recorded an impairment charge of \$6.7 million in our Americas segment related to technology and software assets associated with certain in-process projects for the back-office supporting system and data management infrastructure as a result of management review during our annual strategic planning process. We decided to write off these assets primarily due to available alternative technology and increased expectations in the cost of development. We determined that the fair value of these assets was zero as there was no alternative use. Of the \$6.7 million impairment charge, \$2.2 million was included in “Operating Costs” and \$4.5 million was included in “Selling and Administrative Expenses.”

During the years ended December 31, 2016 and 2015, we recorded a loss of \$4.1 million and \$37.5 million, respectively, related to the divestiture of our business in ANZ based on Level III and Level II fair value inputs, respectively (see “Fair Value of Financial Instruments” below for discussion on level inputs). We have reclassified the historical financial results of the ANZ business as discontinued operations. The loss was reflected in the results of the discontinued operations. See Note 17 to our consolidated financial statements included in this Annual Report on Form 10-K for further detail.

During the third quarter of 2014, we made a decision to exit from our facility in Parsippany, N.J. (“asset group”) and placed the property on the market for sale. In October 2014, our Board of Directors approved the transaction. The expected sales price was approximately \$8.5 million. As a result, it was more likely than not that the asset group would be sold significantly before the end of its previously expected useful life. We performed an assessment on the recoverability of the asset group in accordance with ASC 360-10-35 “Property, Plant and Equipment.” Comparison of the expected cash flows from the expected sale and the carrying value of the asset group indicated that the carrying amount of the asset group was not expected to be fully recoverable. Furthermore, the carrying value of the asset group was written down to its fair value. The fair value of the asset group was based on the quoted market price, which is considered a Level II input (see “Fair Value of Financial Instruments” below for discussion on level inputs). As a result, we recorded an impairment charge of \$7.3 million in “Operating Costs” in the third quarter of 2014. The charge was included in our Americas reporting segment. Below is a summary of the components of the asset group and its carrying value as of September 30, 2014:

	Carrying Value
Building and Building Improvements	\$ 9.9
Land	4.7
Furniture and Fixtures	0.3
Machinery and Equipment	0.4
Total	\$ 15.3

In December 2014, we entered into a sale arrangement for \$8.5 million for this property. We had ceased to depreciate the above asset group since the third quarter of 2014 and reported the asset group as assets held for sale until the completion of the transaction in December 2015. We received final sales proceeds of \$8.3 million in December 2015. Income Taxes and Tax Contingencies. In determining income for financial statement purposes, we must make certain estimates and judgments. These estimates and judgments affect the determination of the recoverability of certain deferred tax assets and the calculation of certain tax liabilities, which arise from temporary differences between the tax and financial statement recognition of revenue and expense and net operating losses.

In evaluating our ability to recover our deferred tax assets, we consider all available positive and negative evidence, including our past operating results, the existence of cumulative losses in the most recent years and our forecast of future taxable income. In estimating future taxable income, we develop assumptions, including the amount of future

pre-tax operating income, the reversal of temporary differences, and the implementation of feasible and prudent tax planning strategies. These assumptions require significant judgment about the forecasts of future taxable income and are consistent with the plans and estimates we are using to manage the underlying businesses.

We currently have recorded valuation allowances that we will maintain until it is more likely than not the deferred tax assets will be realized. Our income tax expense recorded in the future may be reduced to the extent of decreases in our valuation allowances. The realization of our remaining deferred tax assets is primarily dependent on future taxable income in



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the appropriate jurisdiction. Any reduction in future taxable income may require that we record an additional valuation allowance against our deferred tax assets. An increase in the valuation allowance could result in additional income tax expense in such period and could have a significant impact on our future earnings. Changes in tax laws and rates could also affect recorded deferred tax assets and liabilities in the future. Management records the effect of a tax rate or law change on our deferred tax assets and liabilities in the period of enactment. Future tax rate or law changes could have a material effect on our financial condition, results of operations or cash flows.

**Foreign Currency Translation.** For all operations outside the U.S. where we have designated the local currency as the functional currency, assets and liabilities are translated using the end-of-year exchange rates, and revenues and expenses are translated using average exchange rates for the year. For those countries where we designate the local currency as the functional currency, translation adjustments are accumulated in a separate component of shareholders' equity. Foreign currency transaction gains and losses are recognized in earnings in the consolidated statement of operations and comprehensive income. We recorded foreign currency transaction losses of \$1.2 million for the year ended December 31, 2016. We recorded foreign currency transaction gains of \$1.1 million and less than \$0.1 million for the years ended December 31, 2015 and 2014, respectively.

**Earnings Per Share ("EPS") of Common Stock.** Basic earnings (loss) per share is computed by dividing net income (loss) by the weighted average number of common shares outstanding for the period. Diluted earnings per share is computed based on the weighted average number of common shares outstanding plus the dilutive effect of common shares potentially issuable in connection with awards outstanding under our stock incentive plans (i.e., restricted stock units, stock options and contingently issuable shares) for the period. Contingently issuable shares are shares that issuance is contingent upon the satisfaction of certain conditions other than just service. Our performance-based restricted stock units are deemed to be contingently issuable shares. In the case of a net loss, the dilutive effect of the awards outstanding under our stock incentive plans are not included in the computation of the diluted loss per share as the effect of including these shares in the calculation would be anti-dilutive. The dilutive effect of awards outstanding under our stock incentive plans reflected in diluted earnings per share is calculated under the treasury stock method. We assess if any of our share-based payment transactions are deemed participating securities prior to vesting and therefore need to be included in the earnings allocation when computing EPS under the two-class method. The two-class method requires earnings to be allocated between common shareholders and holders of participating securities. All outstanding unvested share-based payment awards that contain non-forfeitable rights to dividends are considered to be a separate class of common stock and should be included in the calculation of basic and diluted EPS. Based on a review of our stock-based awards, we have determined that none of our stock-based awards are deemed participating securities.

**Stock-Based Compensation.** The compensation expense of our stock-based compensation programs is calculated by estimating the fair value of each stock-based award at the date of grant. The stock-based compensation expense is recognized over the shorter of the award's vesting period or the period from the date of grant to the date when retirement eligibility is achieved. In addition, we estimate future forfeitures in calculating the stock-based compensation expense as opposed to only recognizing these forfeitures and the corresponding reductions in expense as they occur.

For restricted stock unit awards which vest based solely on service, the fair value is estimated by using the average of the high and low prices of our common stock on the date of grant.

For performance-based restricted stock units which have performance conditions, the fair market value is estimated by using the average of the high and low prices of our common stock on the date of grant. Compensation cost recognized over the performance period is based on the expected outcome of the performance condition. For performance-based restricted stock units which have market conditions, the fair market value is estimated on the date of grant using a Monte Carlo valuation model, which estimates possible outcomes of the market conditions. Incorporated into the fair value of these awards is the possibility that the market conditions may not be satisfied. Compensation cost related to awards with market conditions are recognized regardless of whether the market condition is satisfied, provided that the requisite service has been satisfied. The Monte Carlo valuation model requires that we make assumptions about

the stock price volatility, dividend yield, expected term of the award and risk-free interest rates. Our expected stock price volatility assumption is derived from the historical volatility of our common stock or for certain awards, a blend of historical volatility and, when available, implied volatility of our common stock. The expected dividend yield assumption is determined by dividing our most recent quarterly dividend payment by the average of the stock price from the three months preceding the grant date. The result is then annualized and compounded. Our expected term assumption is based on the period from date of grant through the end of the performance evaluation period. Our risk-free interest rate assumption corresponds to the expected term and is based on the U.S. Treasury yield curve in effect at the time of grant.

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For stock option awards, the fair value is estimated on the date of grant using the Black-Scholes option valuation model. The Black-Scholes option valuation model requires that we make assumptions about the stock price volatility, dividend yield, expected term of the stock option and risk-free interest rates. Our expected stock price volatility assumption is derived from the historical volatility of our common stock. The expected dividend yield assumption is determined by dividing the anticipated annual dividend payment by the stock price on the date of grant. We determine our expected term assumption using a midpoint scenario that combines our historical exercise data with hypothetical exercise data for our unexercised stock options. Our risk-free interest rate assumption corresponds to the expected term assumption and is based on the U.S. Treasury yield curve in effect at the time of grant.

If factors change, we may decide to use different assumptions under our valuation models and our forfeiture assumption in the future, which could materially affect our stock-based compensation expense, operating income, net income and earnings per share.

Our stock-based compensation programs are described more fully in Note 11 to the consolidated financial statements included in this Annual Report on Form 10-K.

**Financial Instruments.** We use financial instruments, including foreign exchange forward contracts, foreign exchange option contracts and interest rate derivatives, to manage our exposure to movements in foreign exchange rates and interest rates. The use of these financial instruments modifies our exposure to these risks in order to minimize the potential negative impact and/or to reduce the volatility that these risks may have on our financial results.

We use foreign exchange forward and foreign exchange option contracts to hedge certain non-functional currency denominated intercompany and third-party transactions. In addition, foreign exchange forward and foreign exchange option contracts are used to hedge certain of our foreign net investments. From time to time, we use interest rate swap contracts to hedge our long-term fixed-rate debt and/or our short-term variable-rate debt.

We recognize all such financial instruments on the balance sheet at their fair values, as either assets or liabilities, with an offset to earnings or other comprehensive earnings, depending on whether the derivative is designated as part of an effective hedge transaction and, if it is, the type of hedge transaction. If a derivative instrument meets certain hedge accounting criteria, it is designated as one of the following on the date it is entered into:

**Fair Value Hedge** – A hedge of the exposure to changes in the fair value of a recognized asset or liability or an unrecognized firm commitment. For fair value hedge transactions, both the effective and ineffective portions of the changes in the fair value of the derivative and changes in the fair value of the item being hedged are recorded in current earnings.

**Cash Flow Hedge** – A hedge of the exposure to variability in the cash flows of a recognized asset, liability or a forecasted transaction. For cash flow hedge transactions, the effective portion of the changes in fair value of derivatives are reported as other comprehensive income (“OCI”) and are recognized in earnings in the period during which the hedged transaction affects earnings. Amounts excluded from the effectiveness calculation and any ineffective portions of the change in fair values of the derivative are recognized in earnings.

We formally document all relationships between hedging instruments and hedged items for a derivative to qualify as a hedge at inception and throughout the hedged period, and we have documented policies for managing our exposures. Derivative financial instruments qualifying for hedge accounting must maintain a specified level of effectiveness between the hedge instrument and the item being hedged. The hedge accounting effectiveness is monitored on an ongoing basis, and if considered ineffective, we discontinue hedge accounting prospectively. See Note 7 to the consolidated financial statements included in this Annual Report on Form 10-K.

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Fair Value Measurements. We account for certain assets and liabilities at fair value. We define fair value as the exchange price that would be received for an asset or paid to transfer a liability (in either case an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Additionally, the inputs used to measure fair value are prioritized based on a three-level hierarchy. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level	Input Definition
Level I	Observable inputs utilizing quoted prices (unadjusted) for identical assets or liabilities in active markets at the measurement date.
Level II	Inputs other than quoted prices included in Level I that are either directly or indirectly observable for the asset or liability through corroboration with market data at the measurement date.
Level III	Unobservable inputs for the asset or liability in which little or no market data exists, therefore requiring management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability.

The estimated fair values of financial assets and liabilities and certain non-financial assets and liabilities, which are presented herein, have been determined by our management using available market information and appropriate valuation methodologies. However, judgment is required in interpreting market data to develop estimates of fair value. Accordingly, the estimates presented herein may not necessarily be indicative of amounts we could realize in a current market sale. See Note 7 to the consolidated financial statements included in this Annual Report on Form 10-K.

**Note 2. Recent Accounting Pronouncements**

We consider the applicability and impact of all ASUs. The ASUs not listed below were assessed and determined to be either not applicable or are expected to have an immaterial impact on our consolidated financial position and/or results of operations.

**Recently Adopted Accounting Pronouncements**

In November 2015, the Financial Accounting Standards Board ("FASB") issued ASU No. 2015-17 "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes." This standard requires entities to present deferred tax assets and deferred tax liabilities to be classified as noncurrent in the balance sheet. The standard is effective for fiscal years and the interim periods within those fiscal years beginning after December 15, 2016. The guidance can be applied either prospectively or retrospectively. In the period that the ASU is adopted, an entity will need to disclose the nature of and the reason for the change in accounting principle. If the new guidance is applied prospectively, the entity should disclose that prior balance sheets were not retrospectively adjusted. If the new guidance is applied retrospectively, the entity will need to disclose the quantitative effects of the change on the prior balance sheets presented. Early adoption was permitted. We adopted this standard in the first quarter of 2016 on a prospective basis and the prior period consolidated balance sheet was not retrospectively adjusted.

In August 2015, the FASB issued ASU No. 2015-15 "Interest-Imputation (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements." This standard incorporates into the Accounting Standards Codification ("ASC") the Securities and Exchange Commission's ("SEC") view on the presentation and subsequent measurement of debt issuance costs related to line-of-credit arrangements. The SEC staff announced that it would not object to an entity presenting the cost of securing a revolving line-of-credit

as an asset, regardless of whether a balance is outstanding. The guidance in this ASU provides an alternative for presentation of these costs. This guidance retains the requirement to subsequently amortize the deferred debt issuance costs ratably over the term of the line-of-credit arrangement. The adoption of this authoritative guidance did not have a material impact on our consolidated financial statements.

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In July 2015, the FASB issued ASU No. 2015-12 “Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962) and Health and Welfare Benefit Plans (Topic 965): I. Fully Benefit-Responsive Investment Contracts; II. Plan Investment Disclosures; III. Measurement Date Practical Expedient.” This three-part ASU simplifies current benefit plan accounting and requires (i) fully benefit-responsive investment contracts (“FBRICs”) to be measured, presented, and disclosed only at contract value and accordingly removes the requirement to reconcile their contract value to fair value; (ii) benefit plans to disaggregate their investments measured using fair value by general type, either on the face of the financial statements or in the notes to the financial statements; (iii) the net appreciation or depreciation in investments for the period to be presented in the aggregate rather than by general type, and removes certain disclosure requirements relevant to individual investments that represent five percent or more of net assets available for benefits. Further, the amendments in this ASU eliminate the requirement to disclose the investment strategy for certain investments that are measured using Net Asset Value (“NAV”) per share using the practical expedient in the FASB ASC Topic 820. Part III of the ASU provides a practical expedient to permit employee benefit plans to measure investments and investment-related accounts as of the month-end that is closest to the plan’s fiscal year-end, when the fiscal period does not coincide with a month-end, while requiring certain additional disclosures. The amendments in Parts I and II of this standard were effective retrospectively for fiscal years beginning after December 15, 2015. The amendments in Part III of this standard were effective prospectively for fiscal years beginning after December 15, 2015. Early application for all amendments was permitted. The adoption of this authoritative guidance did not have a material impact on our consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-05 “Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40): Customer’s Accounting for Fees Paid in a Cloud Computing Arrangement.” This standard provides guidance to assist an entity in evaluating the accounting for fees paid by a customer in a cloud computing arrangement. Specifically, the amendments in this update provide guidance to customers related to whether a cloud computing arrangement includes a software license. If the cloud computing arrangement includes a software license, the guidance requires that the customer account for the software license element of the arrangement in a manner consistent with the acquisition of other software licenses. Where the arrangement does not include a software license, the guidance requires the customer to account for the arrangement as a service contract. The amendments in this update apply only to internal-use software that a customer obtains access to in a hosting arrangement if certain criteria are met. The new standard supersedes certain guidance in ASC 350-40 “Internal-Use Software” which will require the accounting for all software licenses within the scope of such guidance to be consistent with the accounting for other licenses of intangible assets. The standard was effective for fiscal years and the interim periods within those fiscal years beginning on or after December 15, 2015. The guidance may be applied (i) prospectively to all arrangements entered into or materially modified after the effective date, or (ii) retrospectively. The standard requires additional disclosures under each method of adoption. Early adoption was permitted. The adoption of this authoritative guidance did not have a material impact on our consolidated financial statements.

In April 2015, the FASB issued ASU No. 2015-03. The new standard requires debt issuance costs related to a recognized debt liability to be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability in a manner consistent with the treatment for debt discounts. The amendments in this update do not affect the recognition and measurement guidance for debt issuance costs. In addition, the ASU requires that the amortization of debt issuance costs be reported as interest expense. The standard was effective for fiscal years and the interim periods within those fiscal years beginning on or after December 15, 2015. The guidance should be applied retrospectively to all prior periods presented in the financial statements, subject to the disclosure requirements for a change in an accounting principle. Early adoption was permitted for financial statements that have not been previously issued. The adoption of this authoritative guidance did not have a material impact on our consolidated financial statements. See Note 6 to the consolidated financial statements included in this Annual Report on Form 10-K for further detail.

In January 2015, the FASB issued ASU No. 2015-01 “Income Statement Extraordinary and Unusual Items (Subtopic 225-20): Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items.” This standard eliminates such concept from existing GAAP. Under the new guidance an entity is no longer required to: (i) segregate an extraordinary item from the results of ordinary operations; (ii) separately present an extraordinary item on its income statement, net of tax, after income from continuing operations; and (iii) disclose income taxes and earnings-per share data applicable to an extraordinary item. The new standard retains the existing requirement to separately present on a pre-tax basis within income from continuing operations items that are of an unusual nature or occur infrequently. Additionally, the new standard requires similar separate presentation of items that are both unusual and infrequent in nature. The standard was effective for fiscal years and the interim periods within those fiscal years beginning on or after December 15, 2015. The guidance may be applied prospectively or retrospectively to all prior periods presented in the financial statements, with additional disclosures for entities electing prospective application. Early application was permitted as of the beginning of the fiscal year of adoption. The adoption of this authoritative guidance did not have a material impact on our consolidated financial statements.

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## Recently Issued Accounting Pronouncements

In January 2017, the FASB issued ASU No. 2017-04, "Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment." The standard simplifies the accounting for goodwill impairments by eliminating step 2 from the goodwill impairment test. Instead, if the carrying amount of a reporting unit exceeds its fair value, an impairment loss shall be recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit. An entity will still have the option to perform a qualitative assessment to determine if a quantitative impairment assessment is necessary for the reporting unit. If the reporting unit passes the qualitative assessment, there is no impairment and no further analysis is required. An entity applies the same one-step impairment test to all reporting units, including those with zero or negative carrying amounts; however, the entity is required to disclose the amount of goodwill allocated to reporting units with zero or negative carrying amounts along with the reportable segment that includes the reporting unit. An entity must consider income tax effects from any tax-deductible goodwill on the carrying amount of the reporting unit. The standard is effective for annual and any interim impairment tests for periods beginning after December 15, 2019. Early adoption is allowed for all entities as of January 1, 2017, for annual and any interim impairment tests occurring after January 1, 2017. We do not expect the adoption of this authoritative guidance to have a material impact on our consolidated financial statements.

In January 2017, the FASB issued ASU No. 2017-01, "Business Combinations (Topic 805): Clarifying the Definition of a Business." The standard provides a framework to use in determining when a set of assets and activities is a business. The standard requires an entity to evaluate if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or a group of similar identifiable assets. If the fair value meets this threshold, the set of transferred assets and activities is not a business. The standard also requires a business to include at least one substantive process and narrows the definition of outputs by more closely aligning it with how outputs are described in ASU 2014-09, "Revenue from Contracts with Customers (Topic 606)." The standard is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2017. Entities must apply the guidance prospectively to any transactions occurring within the period of adoption. Early adoption is permitted in any interim or annual reporting period for which financial statements have not yet been issued or have not been made available for issuance. We do not expect the adoption of this authoritative guidance to have a material impact on our consolidated financial statements.

In December 2016, the FASB issued ASU No. 2016-19, "Technical Corrections and Improvements." The standard addresses the differences between the original guidance, such as legacy FASB statements, and the guidance in the ASC and clarifies certain existing guidance by updating wording and correcting references. The standard also simplifies the ASC through minor structural changes to headings or minor editing of text and makes improvements that are not expected to have a significant impact on current accounting practices. Most of the amendments do not require transition guidance and are effective upon issuance. There are certain amendments that clarify existing guidance or correct references in the ASC that could potentially result in changes in current practice. The transition guidance must be applied prospectively, except for the amendment related to internal-use software license fees paid in a cloud-computing arrangement, which may be applied either prospectively or retrospectively. These amendments are effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2016. We do not expect the adoption of this authoritative guidance to have a material impact on our consolidated financial statements.

In October 2016, the FASB issued ASU No. 2016-16, "Income Taxes (Topic 740): Intra-Entity Transfers of Assets Other Than Inventory." The standard eliminates the exception within Topic 740 of the immediate recognition of the current and deferred income tax effects of intra-entity transfers of assets other than inventory. As a result of the removal of the exception, a reporting entity would recognize the tax expense from the sale of the asset in the seller's tax jurisdiction when the transfer occurs, even though the pre-tax effects of that transaction are eliminated in consolidation. Any deferred tax asset that arises in the buyer's jurisdiction would also be recognized at the time of the transfer. The standard is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2017. Early adoption is permitted but the guidance can only be adopted in the first interim period of a fiscal year. Entities must apply the modified retrospective approach, with a cumulative-effect adjustment recorded in



retained earnings as of the beginning of the period of the adoption. We do not expect the adoption of this authoritative guidance to have a material impact on our consolidated financial statements.

In August 2016, the FASB issued ASU No. 2016-15, "Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (a consensus of the Emerging Issues Task Force)." The standard amends the guidance in ASC 230 on the classification of certain cash receipts and payments in the statement of cash flows. The standard is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2017. Early adoption is permitted. Entities must apply the guidance retrospectively to all periods presented but may apply it prospectively from the earliest date practicable if retrospective application would be impracticable. The adoption of this authoritative guidance will not have a material impact on our consolidated financial statements.

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In June 2016, the FASB issued ASU No. 2016-13, “Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.” The standard changes the impairment model for most financial assets and certain other instruments. For trade and other receivables, held-to-maturity debt securities, loans and other instruments, entities will be required to use a new forward-looking “expected loss” model that generally will result in the earlier recognition of allowances for losses. For available-for-sale debt securities with unrealized losses, entities will measure credit losses in a manner similar to what they do today, except that the losses will be recognized as allowances rather than reductions in the amortized cost of the securities. Entities will have to disclose significantly more information, including information they use to track credit quality by year of origination for most financing receivables. The standard is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2019. The guidance requires entities to apply the amendments through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective (that is, a modified-retrospective approach). For certain assets (such as debt securities for which an other-than-temporary impairment has been recognized before the effective date), a prospective transition approach is required. We do not expect that the adoption of this authoritative guidance will have a material impact on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-09 “Compensation—Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting.” This guidance simplifies several aspects of accounting for employee share-based payment transactions, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. The guidance is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2016. Early adoption will be permitted in any interim or annual reporting period for which financial statements have not yet been issued or have not been made available for issuance. We do not expect that the adoption of this authoritative guidance will have a material impact on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-07 “Simplifying the Transition to the Equity Method of Accounting.” This guidance eliminates the requirement to apply the equity method of accounting retrospectively when a reporting entity obtains significant influence over a previously held investment. The standard is effective for fiscal years beginning after December 15, 2016 and the interim periods within those years. Early adoption is permitted. The guidance should be applied prospectively for investments that qualify for the equity method of accounting after the effective date. We do not expect that the adoption of this authoritative guidance will have a material impact on our consolidated financial statements.

In March 2016, the FASB issued ASU No. 2016-05 “Effect of Derivative Contract Novations on Existing Hedge Accounting Relationships.” This guidance clarifies that a change in counterparty to a derivative contract, in and of itself, does not require the dedesignation of a hedging relationship. The standard is effective for fiscal years beginning after December 15, 2016 and interim periods within those years. Early adoption is permitted. Entities may adopt the guidance prospectively or use a modified retrospective approach to apply it to derivatives outstanding during all or a portion of the periods presented in the period of adoption. We do not expect that the adoption of this authoritative guidance will have a material impact on our consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02 “Leases (Topic 842).” This standard requires entities that lease assets to recognize on the balance sheet, subject to certain exceptions, the assets and liabilities for the rights and obligations created by those leases. The standard is effective for fiscal years and the interim periods within those fiscal years beginning after December 15, 2018. The guidance is required to be applied by the modified retrospective transition approach. Early adoption is permitted. We are currently assessing the impact of the adoption of this authoritative guidance on our consolidated financial statements.

New Revenue Recognition Standard:

In May 2014, the FASB issued ASU No. 2014-09, which outlines a single comprehensive model to use in accounting for revenue arising from contracts with customers and supersedes and replaces nearly all existing GAAP revenue recognition guidance, including industry-specific guidance. The authoritative guidance provides a five-step analysis of

transactions to determine when and how revenue is recognized. The five steps are: (i) identify the contract with the customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations; and (v) recognize revenue when or as each performance obligation is satisfied. The authoritative guidance applies to all contracts with customers except those that are within the scope of other topics in the FASB ASC. The authoritative guidance requires significantly expanded disclosures about revenue recognition and was initially effective for fiscal years and the interim periods within these fiscal years beginning on or after December 15, 2016. In August 2015, the FASB issued ASU No. 2015-14 “Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date.” This standard defers for one year the effective date of ASU No. 2014-09. The deferral will result in this standard being effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2017. Earlier application is permitted

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only as of annual reporting periods beginning after December 15, 2016 including interim reporting periods within that reporting period.

In March 2016, the FASB issued ASU No. 2016-08 “Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net).” This guidance amends the principal versus agent guidance in the new revenue standard. The amendments retain the guidance that the principal in an arrangement controls a good or service before it is transferred to a customer. The amendments clarify how an entity should identify the unit of accounting for principal versus agent evaluation and how it should apply the control principle to certain types of arrangements, such as service transactions. The amendments also reframe the indicators to focus on evidence that an entity is acting as a principal rather than an agent, revise examples in the new standard and add new examples.

In April 2016, the FASB issued ASU No. 2016-10 “Revenue From Contracts With Customers (Topic 606): Identifying Performance Obligations and Licensing.” The guidance amends identifying performance obligations and accounting for licenses of intellectual property in the new revenue standard. The amendments address implementation issues that were raised by stakeholders and discussed by the Revenue Recognition Transition Resource Group. The amendments updated examples and added several new examples to illustrate the new guidance.

In May 2016, the FASB issued ASU No. 2016-11, “Revenue Recognition (Topic 605) and Derivatives and Hedging (Topic 815): Rescission of SEC Guidance Because of Accounting Standards Updates 2014-09 and 2014-16 Pursuant to Staff Announcements at the March 3, 2016 EITF Meeting (SEC Update)” which rescinds certain SEC guidance from the FASB Accounting Standards Codification in response to announcements made by the SEC staff at the EITF’s March 3, 2016, meeting.

In May 2016, the FASB issued ASU No. 2016-12, “Revenue from Contracts with Customers (Topic 606): Narrow-Scope Improvements and Practical Expedients,” which amends certain aspects of ASU No. 2014-09 such as assessing collectibility, presentation of sales taxes, noncash consideration, and completed contracts and contract modifications at transition.

In December 2016, the FASB issued ASU No. 2016-20, “Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers,” which clarifies certain aspects of the revenue recognition guidance, including allowing entities to not make quantitative disclosures about remaining performance obligations in certain cases and requiring entities that use any of the new or previously existing optional exemptions to expand their qualitative disclosures. The amendments do not change any of the principles in ASU No. 2014-09.

We will adopt the new revenue guidance on January 1, 2018 and apply the modified retrospective transition method. We are currently assessing the impact of the adoption of this authoritative guidance on our consolidated financial statements and anticipate this standard will have a material impact on our consolidated financial statements. While we are continuing to assess all potential impacts of the standard, we currently believe the most significant changes relate to how we identify performance obligations for certain data products, accounting for non-cancelable multi-year contracts, determining our receivable, net contract asset or liability for each contract, capitalization and amortization of sales commissions and additional disclosures (i.e., unsatisfied performance obligations in non-cancelable multi-year contracts).

**Note 3. Restructuring Charge**

We incurred restructuring charges (which generally consist of employee severance and termination costs, contract terminations and/or costs to terminate lease obligations less assumed sublease income). These charges were incurred as a result of eliminating, consolidating, standardizing and/or automating our business functions.

Restructuring charges have been recorded in accordance with ASC 712-10, “Nonretirement Postemployment Benefits,” or “ASC 712-10” and/or ASC 420-10, “Exit or Disposal Cost Obligations,” or “ASC 420-10,” as appropriate.

We record severance costs provided under an ongoing benefit arrangement once they are both probable and estimable in accordance with the provisions of ASC 712-10.

We account for one-time termination benefits, contract terminations and/or costs to terminate lease obligations less assumed sublease income in accordance with ASC 420-10, which addresses financial accounting and reporting for costs associated with restructuring activities. Under ASC 420-10, we establish a liability for costs associated with an

exit or disposal activity, including severance and lease termination obligations, and other related costs, when the liability is incurred, rather than at the date that we commit to an exit plan. We reassess the expected cost to complete the exit or disposal activities at the end of each reporting period and adjust our remaining estimated liabilities, if necessary.

The determination of when we accrue for severance costs and which standard applies depends on whether the termination benefits are provided under an ongoing arrangement as described in ASC 712-10 or under a one-time benefit arrangement as

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defined by ASC 420-10. Inherent in the estimation of the costs related to the restructurings are assessments related to the most likely expected outcome of the significant actions to accomplish the exit activities. In determining the charges related to the restructurings, we have to make estimates related to the expenses associated with the restructurings. These estimates may vary significantly from actual costs depending, in part, upon factors that may be beyond our control. We will continue to review the status of our restructuring obligations on a quarterly basis and, if appropriate, record changes to these obligations in current operations based on management's most current estimates. During the year ended December 31, 2016, we recorded a \$22.1 million restructuring charge. This charge was comprised of:

Severance and termination costs of \$21.8 million in accordance with the provisions of ASC 712-10. Approximately 380 employees were impacted. Of these 380 employees, 355 employees exited the Company in 2016 and 25 employees will exit the Company in 2017. The cash payments for these employees will be substantially completed by the end of the first quarter of 2017; and

Contract termination, lease termination obligations and other exit costs including those to consolidate or close facilities of \$0.3 million.

During the year ended December 31, 2015, we recorded a \$32.3 million restructuring charge. This charge was comprised of:

Severance and termination costs of \$30.9 million in accordance with the provisions of ASC 712-10. Approximately 380 employees were impacted. Of these 380 employees, 375 employees exited the Company in 2015 and 5 employees exited the Company in 2016. The cash payments for these employees were substantially completed by the end of the third quarter of 2016; and

Contract termination, lease termination obligations and other exit costs including those to consolidate or close facilities of \$1.4 million.

During the year ended December 31, 2014, we recorded a \$14.9 million restructuring charge. This charge was comprised of:

Severance and termination costs of \$13.0 million in accordance with the provisions of ASC 712-10. Approximately 155 employees were impacted. Of these 155 employees, 145 employees exited the Company in 2014 and 10 employees exited the Company in 2015. The cash payments for these employees were substantially completed by the end of the second quarter of 2015; and

Contract termination, lease termination obligations and other exit costs including those to consolidate or close facilities of \$1.9 million.

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The following tables set forth, in accordance with ASC 712-10 and/or ASC 420-10, the restructuring reserves and utilization:

	Severance and Termination	Contract Termination, Lease Termination Obligations and Other Exit Costs	Total
Restructuring Charges:			
Balance Remaining as of January 1, 2014	\$ 5.8	\$ 4.6	\$10.4
Charge Taken during the Year Ended December 31, 2014	13.0	1.9	14.9
Payments during the Year Ended December 31, 2014	(10.7 )	(4.7 )	(15.4 )
Balance Remaining as of December 31, 2014	\$ 8.1	\$ 1.8	\$9.9
Charge Taken during the Year Ended December 31, 2015	30.9	1.4	32.3
Payments during the Year Ended December 31, 2015	(20.4 )	(0.9 )	(21.3 )
Balance Remaining as of December 31, 2015	\$ 18.6	\$ 2.3	\$20.9
Charge Taken during the Year Ended December 31, 2016	21.8	0.3	22.1
Payments during the Year Ended December 31, 2016	(32.1 )	(0.9 )	(33.0 )
Balance Remaining as of December 31, 2016	\$ 8.3	\$ 1.7	\$10.0

For initiatives taken during the years ended December 31, 2015 and 2014, all actions were substantially completed as of December 31, 2016.

## Note 4. Accumulated Other Comprehensive Income (Loss)

The following table summarizes the changes in the accumulated balances for each component of accumulated other comprehensive income ("AOCI") as of December 31, 2016 and 2015:

	Foreign Currency Translation Adjustments	Defined Benefit Pension Plans	Total
December 31, 2014	\$ (233.4 )	\$(688.7)	\$(922.1)
Other Comprehensive Income Before Reclassifications	(85.1 )	(9.9 )	(95.0 )
Amounts Reclassified From Accumulated Other Comprehensive Income, net of tax	26.8	24.8	51.6
December 31, 2015	\$ (291.7 )	\$(673.8)	\$(965.5)
Other Comprehensive Income Before Reclassifications	(64.0 )	(33.4 )	(97.4 )
Amounts Reclassified From Accumulated Other Comprehensive Income, net of tax	89.5	23.8	113.3
December 31, 2016	\$ (266.2 )	\$(683.4)	\$(949.6)

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

The following table summarizes the reclassifications out of AOCI as of December 31, 2016, 2015 and 2014:

Details About Accumulated Other Comprehensive Income Components	Affected Line Item in the Statement Where Net Income is Presented	Amount Reclassified from Accumulated Other Comprehensive Income For the Years Ended December 31,		
		2016	2015	2014
Foreign Currency Translation Adjustments:				
Sale of Business	Discontinued Operations: Loss on Disposal of Business, Net of Income Taxes	\$—	\$26.8	\$—
	Other Income (Expense) - Net	\$89.5	\$—	\$—
Defined Benefit Pension Plans:				
Amortization of Prior Service Costs	Selling and Administrative Expenses	\$(0.9 )	\$(0.9 )	\$(1.5 )
	Operating Expenses	(0.5 )	(0.5 )	(0.6 )
Amortization of Actuarial (Gain) Loss	Selling and Administrative Expenses	25.0	26.9	24.9
	Operating Expenses	12.2	14.3	10.1
Total Before Tax		35.8	39.8	32.9
Tax (Expense) Benefit		(12.0 )	(15.0 )	(12.5 )
Total After Tax		\$23.8	\$24.8	\$20.4
Total Reclassifications for the Period, Net of Tax		\$113.3	\$51.6	\$20.4

## Note 5. Income Taxes

Income before provision for income taxes consisted of:

	For the Years Ended December 31,		
	2016	2015	2014
U.S.	\$159.5	\$167.8	\$220.4
Non-U.S.	44.1	112.2	119.8
Income Before Provision for Income Taxes, and Equity in Net Income of Affiliates	\$203.6	\$280.0	\$340.2



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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

The provision for income taxes consisted of:

	For the Years Ended December 31,		
	2016	2015	2014
Current Tax Provision:			
U.S. Federal	\$47.8	\$23.6	\$2.6
State and Local	5.9	6.7	11.6
Non-U.S.	26.1	18.2	21.6
Total Current Tax Provision	\$79.8	\$48.5	\$35.8
Deferred Tax Position:			
U.S. Federal	\$16.2	\$19.6	\$6.5
State and Local	1.4	1.0	4.3
Non-U.S.	2.5	5.1	7.7
Total Deferred Tax Provision	\$20.1	\$25.7	\$18.5
Provision for Income Taxes	\$99.9	\$74.2	\$54.3

The following table summarizes the significant differences between the U.S. Federal statutory tax rate and our effective tax rate for financial statement purposes:

	For the Years Ended December 31,		
	2016	2015	2014
Statutory Tax Rate	35.0 %	35.0 %	35.0 %
State and Local Taxes, net of U.S. Federal Tax Benefits	2.2	2.0	3.1
Nondeductible Charges (1)	7.8	3.4	4.2
Impact of Sale of Benelux and Latin America (2)	15.1	—	—
U.S. Taxes on Foreign Income	1.7	2.3	1.5
Non-U.S. Taxes	(5.8)	(6.5)	(1.5)
Valuation Allowance	(0.2)	(1.0)	—
Interest	1.0	(0.9)	(2.0)
Tax Credits and Deductions	(5.4)	(1.1)	(5.0)
Tax Impact of Earnings Repatriation (3)	—	(1.0)	—
Tax Contingencies Related to Uncertain Tax Positions	(0.4)	(1.0)	(4.3)
Impact of Legacy Tax Matters (4)	(1.6)	(4.6)	(15.3)
Other	(0.4)	(0.1)	0.3
Effective Tax Rate	49.0 %	26.5 %	16.0 %

(1) The impact for 2016 was primarily due to the reserve for the China matter recorded in the second quarter of 2016 which may not be deductible.

(2) The impact for 2016 was due to the non-deductible loss associated with the release of cumulative foreign currency translation as part of the divestitures of our operations in Benelux and Latin America in 2016.

The impact for 2015 was due to the recognition of a U.S. tax benefit on the repatriation of the 2015 and prior year earnings, in the amount of \$132.5 million, from the Company's subsidiaries in Canada and Japan. Of the \$132.5 (3) million, \$123.0 million was distributed in the fourth quarter of 2015 and \$2.5 million was distributed in the second quarter of 2016 with the remaining \$7.0 million to be distributed in future periods. The tax benefit is as a result of the recognition of foreign tax credits in excess of the U.S. taxes due on the repatriation.

(4) The impact for 2016 was due to the release of reserves for uncertain tax positions as a result of the expiration of the statute of limitations for the 2012 tax year. The impact for 2015 was due to the release of reserves for uncertain tax

positions as a result of the expiration of the statute of limitations for the 2011 tax year. The impact for 2014 was due to the release of reserves for uncertain tax positions as a result of the effective settlement of audits for the 2007 - 2009 tax years and the expiration of the statute of limitations for the 2010 tax year.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

Income taxes paid were \$71.7 million, \$72.8 million and \$108.5 million for the years ended December 31, 2016, 2015 and 2014, respectively. Income taxes refunded were \$1.2 million, \$1.6 million and \$1.0 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Deferred tax assets (liabilities) are comprised of the following:

	December 31,	
	2016	2015
Deferred Tax Assets:		
Operating Losses	\$30.6	\$34.0
Restructuring Costs	3.0	7.6
Bad Debts	5.6	4.1
Accrued Expenses	12.3	11.8
Capital Loss and Credit Carryforwards	12.3	19.4
Pension and Postretirement Benefits	211.6	214.4
Other	3.8	2.0
Total Deferred Tax Assets	279.2	293.3
Valuation Allowance	(33.2 )	(38.3 )
Net Deferred Tax Assets	\$246.0	\$255.0
Deferred Tax Liabilities:		
Intangibles	\$(129.9)	\$(145.5)
Fixed Assets	(4.1 )	(3.7 )
Foreign Exchange	(4.1 )	(4.9 )
Other	(0.6 )	(1.0 )
Total Deferred Tax Liabilities	\$(138.7)	\$(155.1)
Net Deferred Tax Assets	\$107.3	\$99.9

During 2015, a tax benefit of \$3.0 million was recorded related to a repatriation of 2015 and prior year earnings, in the amount of \$132.5 million, from the Company's subsidiaries in Canada and Japan. Of the \$132.5 million, \$123.0 million was distributed in the fourth quarter of 2015 and \$2.5 million was distributed in the second quarter of 2016 with the remaining \$7.0 million to be distributed in future periods. The tax benefit was due to the recognition of foreign tax credits in excess of the U.S. taxes due on the repatriation. This remittance was affected to partially offset the funding requirement associated with acquisitions in 2015.

We have not provided for U.S. deferred income taxes or foreign withholding taxes on the remaining approximately \$548 million of undistributed earnings of our other non-U.S. subsidiaries as of December 31, 2016, since we intend to reinvest these earnings indefinitely. Additionally, we have not determined the tax liability if such earnings were remitted to the U.S., as the determination of such liability is not practicable due to the availability of U.S. foreign tax credits.

We have federal, state and local, and foreign tax loss carryforwards, the tax effect of which was \$30.6 million as of December 31, 2016. Approximately \$19.2 million of these tax benefits have an indefinite carry-forward period. The remainder of \$11.4 million expires at various times between 2017 and 2035. Additionally, we have non-U.S. capital loss carryforwards, the tax effect of which was \$11.2 million, \$17.2 million and \$11.0 million for the years ended December 31, 2016, 2015 and 2014, respectively.

We have established valuation allowances against non-U.S. net operating losses and capital loss carryforwards in the amounts of \$31.9 million, \$37.5 million and \$35.4 million for the years ended December 31, 2016, 2015 and 2014, respectively, because in the opinion of our management, the non-U.S. net operating losses and capital loss carryforwards are more likely than not to expire before we can utilize them.

For the year ended December 31, 2016, we decreased our unrecognized tax benefits by \$2.1 million (net of increases). The decrease primarily relates to a settlement with a foreign tax jurisdiction and expiration of applicable statute of limitations. The total amount of gross unrecognized tax benefits as of December 31, 2016, 2015 and 2014 were \$7.0

million, \$9.1 million and \$26.1 million, respectively.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

We or one of our subsidiaries file income tax returns in the U.S. federal, and various state, local and foreign jurisdictions. In the U.S. federal jurisdiction, we are no longer subject to examination by the Internal Revenue Service (“IRS”) for years prior to 2013. In state and local jurisdictions, with a few exceptions, we are no longer subject to examinations by tax authorities for years prior to 2012. In foreign jurisdictions, with a few exceptions, we are no longer subject to examinations by tax authorities for years prior to 2011.

The following is a reconciliation of the gross unrecognized tax benefits:

Gross Unrecognized Tax Benefits as of January 1, 2014	\$101.5
Additions for Prior Years’ Tax Positions	2.0
Additions for Current Year’s Tax Positions	0.5
Settlements with Taxing Authority	(3.9 )
Reduction due to CTA	(0.1 )
Reduction in Prior Years’ Tax Positions (1)	(57.1 )
Reduction Due to Expired Statute of Limitations (2)	(16.8 )
Gross Unrecognized Tax Benefits as of December 31, 2014	26.1
Additions for Prior Years’ Tax Positions	0.5
Additions for Current Year’s Tax Positions	0.4
Settlements with Taxing Authority	(0.3 )
Reduction in Prior Years’ Tax Positions	(0.2 )
Reduction Due to Expired Statute of Limitations (3)	(17.4 )
Gross Unrecognized Tax Benefits as of December 31, 2015	9.1
Additions for Prior Years’ Tax Positions	5.8
Additions for Current Year’s Tax Positions	0.4
Settlements with Taxing Authority	(1.9 )
Reduction in Prior Years’ Tax Positions	(0.7 )
Reduction Due to Expired Statute of Limitations (4)	(5.7 )
Gross Unrecognized Tax Benefits as of December 31, 2016	\$7.0

(1) The decrease is primarily due to the release of reserves for uncertain tax positions as a result of the effective settlement of audits for the 2007 - 2009 tax years.

(2) The decrease is primarily due to the release of reserves as a result of the expiration of the statute of limitations for the 2010 tax year.

(3) The decrease is primarily due to the release of reserves as a result of the expiration of the statute of limitations for the 2011 tax year.

(4) The decrease is primarily due to the release of reserves as a result of the expiration of the statute of limitations for the 2012 tax year.

The amount of unrecognized tax benefits that, if recognized, would impact the effective tax rate is \$6.5 million, net of tax benefits.

We recognize accrued interest expense related to unrecognized tax benefits in the Provision for Income Taxes line in the consolidated statement of operations and other comprehensive income. The total amount of interest expense, net of tax benefits, recognized for the years ended December 31, 2016, 2015 and 2014 was \$0.3 million, \$0.5 million and \$1.1 million, respectively. The total amount of accrued interest as of December 31, 2016 and 2015 was \$0.4 million and \$0.5 million, net of tax benefits, respectively.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

## Note 6. Notes Payable and Indebtedness

Our borrowings are summarized in the following table:

	Maturity	December 31, 2016			December 31, 2015		
		Principal Amount	Debt Issuance Costs and Discount*	Carrying Value	Principal Amount	Debt Issuance Costs and Discount*	Carrying Value
Debt Maturing Within One Year:							
Term Loan Facility		\$22.5	\$ —	\$22.5	\$20.0	\$ —	\$20.0
Total Short-Term Debt		\$22.5	\$ —	\$22.5	\$20.0	\$ —	\$20.0
Debt Maturing After One Year:							
Five Year 3.25% senior notes (1) (2)	December 1, 2017	\$450.0	\$ 0.6	\$449.4	\$450.0	\$ 1.3	\$448.7
Ten Year 4.375% senior notes (1) (2)	December 1, 2022	300.0	3.2	296.8	300.0	3.7	296.3
Five Year 4.00% senior notes (1) (3)	June 15, 2020	300.0	2.7	297.3	300.0	3.5	296.5
Term Loan Facility	November 13, 2020	352.5	1.3	351.2	375.0	1.7	373.3
Revolving Credit Facility	July 23, 2019	199.8	—	199.8	382.2	—	382.2
Commercial Paper Program		—	—	—	—	—	—
Total Long-Term Debt		\$1,602.3	\$ 7.8	\$1,594.5	\$1,807.2	\$ 10.2	\$1,797.0

\* Represents unamortized portion of debt issuance costs and discounts.

(1) The notes contain certain covenants that limit our ability to create liens, enter into sale and leaseback transactions and consolidate, merge or sell assets to another entity. We were in compliance with these non-financial covenants at December 31, 2016 and 2015. The notes do not contain any financial covenants.

(2) The interest rates are subject to an upward adjustment if our debt ratings decline three levels below the Standard & Poor's® and/or Fitch® BBB+ credit ratings that we held on the date of issuance. After a rate adjustment, if our debt ratings are subsequently upgraded, the adjustment(s) would reverse. The maximum adjustment is 2.00% above the initial interest rates and the rates cannot adjust below the initial interest rates. As of December 31, 2016, no such adjustments to the interest rates were required.

(3) The interest rate is subject to an upward adjustment if our debt ratings decline one level below the Standard & Poor's BBB- credit rating and/or two levels below the Fitch BBB credit rating that we held on the date of issuance. After a rate adjustment, if our debt ratings are subsequently upgraded, the adjustment(s) would reverse. The maximum adjustment is 2.00% above the initial interest rate and the rate cannot adjust below the initial interest rate. As of December 31, 2016, no such adjustment to the interest rate was required.

In the first quarter of 2016, we adopted ASU No. 2015-03. As required, the guidance was applied retrospectively to all prior periods. Accordingly, we have reclassified balances related to debt issuance costs from "Other Non-Current Assets" to "Long-Term Debt" for all prior periods. Debt issuance costs are presented as a direct deduction from the carrying amount of the related debt liability. At December 31, 2016 and 2015, the impact to our consolidated balance sheet was \$5.3 million and \$7.1 million, respectively.

In accordance with ASC 470, "Debt," a short-term obligation that will be refinanced with successive short-term obligations may be classified as non-current as long as the cumulative period covered by the financing agreement is

uninterrupted and extends beyond one year. In addition, a short-term obligation shall be excluded from current liabilities if the entity has both the intention and ability to refinance the obligation on a long-term basis. Accordingly, the outstanding balance of the five year 3.25% senior notes was classified as “Long-Term Debt” as of December 31, 2016 and the revolving credit facility was classified as “Long-Term Debt” as of December 31, 2016 and 2015.

Term Loan Facility

On May 14, 2015, we entered into a delayed draw unsecured term loan facility which provided for borrowings in the form of up to two drawdowns in an aggregate principal amount of up to \$400 million at any time up to and including

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

November 15, 2015 (the “term loan facility”). The term loan facility matures five years from the date of the initial drawdown. Proceeds under the term loan facility were designated to be used for general corporate purposes including the refinancing of the 2.875% senior notes that matured in November 2015 and the repayment of borrowings outstanding under the \$1 billion revolving credit facility. Borrowings under the term loan facility bear interest at a rate of LIBOR plus a spread of 137.5 basis points. Our initial draw down under the term loan facility in the amount of \$400 million was made in November 2015, establishing a facility maturity of November 2020. We also committed to repay the borrowings in prescribed installments over the five year period. Repayments expected to be made within one year are classified as “Short-Term Debt” and the remaining outstanding balance is classified as “Long-Term Debt.” The weighted average interest rates associated with the outstanding balances as of December 31, 2016 and 2015 were 2.03% and 1.73%, respectively.

The term loan facility requires the maintenance of interest coverage and total debt to Earnings Before Interest, Income Taxes, Depreciation and Amortization (“EBITDA”) ratios, which are defined in the term loan facility credit agreement and which are generally identical to those contained in the \$1 billion revolving credit facility. We were in compliance with the term loan facility financial and non-financial covenants at December 31, 2016 and 2015.

Revolving Credit Facility and Commercial Paper Program

We currently have a \$1 billion revolving credit facility maturing in July 2019. Borrowings under the \$1 billion revolving credit facility bear interest at a rate of LIBOR plus a spread of 110.0 basis points. The revolving credit facility requires the maintenance of interest coverage and total debt to EBITDA ratios which are defined in the \$1 billion revolving credit facility credit agreement. We were in compliance with the \$1 billion revolving credit facility financial and non-financial covenants at December 31, 2016 and 2015. The weighted average interest rates associated with the outstanding balances as of December 31, 2016 and 2015 were 2.07% and 1.51%, respectively.

We borrowed under this facility from time to time during the years ended December 31, 2016 and 2015 to supplement the timing of receipts in order to fund our working capital. We also borrowed under this facility during the year ended December 31, 2015 to fund the acquisition of NetProspex and a portion of the consideration for Dun & Bradstreet Credibility Corp (“DBCC”). This facility also supports our commercial paper program. Under this program, we may issue from time to time unsecured promissory notes in the commercial paper market in private placements exempt from registration under the Securities Act of 1933, as amended, for a cumulative face amount not to exceed \$800 million outstanding at any one time and with maturities not exceeding 364 days from the date of issuance. Outstanding commercial paper would effectively reduce the amount available for borrowing under our \$1 billion revolving credit facility. We did not borrow under our commercial paper program during the years ended December 31, 2016 and 2015.

Other

We were contingently liable under open standby letters of credit and bank guarantees issued by our banks in favor of third parties totaling \$2.6 million at both December 31, 2016 and 2015.

Interest paid for all outstanding debt totaled \$51.8 million, \$49.9 million and \$42.4 million during the years ended December 31, 2016, 2015 and 2014, respectively.

Note 7. Financial Instruments

We employ established policies and procedures to manage our exposure to changes in interest rates and foreign currencies. We use foreign exchange forward and option contracts to hedge short-term foreign currency denominated loans and certain third-party and intercompany transactions. We may also use foreign exchange forward contracts to hedge our net investments in our foreign subsidiaries. In addition, we may use interest rate derivatives to hedge a portion of the interest rate exposure on our outstanding debt or in anticipation of a future debt issuance, as discussed under “Interest Rate Risk Management” below.

We do not use derivative financial instruments for trading or speculative purposes. If a hedging instrument ceases to qualify as a hedge in accordance with hedge accounting guidelines, any subsequent gains and losses are recognized



currently in income. Collateral is generally not required for these types of instruments.

By their nature, all such instruments involve risk, including the credit risk of non-performance by counterparties.

However, at December 31, 2016 and 2015, there was no significant risk of loss in the event of non-performance of the counterparties to these financial instruments. We control our exposure to credit risk through monitoring procedures.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

Our trade receivables do not represent a significant concentration of credit risk at December 31, 2016 and 2015, because we sell to a large number of customers in different geographical locations and industries.

**Interest Rate Risk Management**

Our objective in managing our exposure to interest rates is to limit the impact of interest rate changes on our earnings, cash flows and financial position, and to lower our overall borrowing costs. To achieve these objectives, we maintain a policy that floating-rate debt be managed within a minimum and maximum range of our total debt exposure. To manage our exposure and limit volatility, we may use fixed-rate debt, floating-rate debt and/or interest rate swaps. We recognize all derivative instruments as either assets or liabilities at fair value in the statement of financial position. As of December 31, 2016 and 2015, we did not have any interest rate derivatives outstanding.

**Foreign Exchange Risk Management**

Our objective in managing exposure to foreign currency fluctuations is to reduce the volatility caused by foreign exchange rate changes on the earnings, cash flows and financial position of our international operations. We follow a policy of hedging balance sheet positions denominated in currencies other than the functional currency applicable to each of our various subsidiaries. In addition, we are subject to foreign exchange risk associated with our international earnings and net investments in our foreign subsidiaries. We use short-term, foreign exchange forward and, from time to time, option contracts to execute our hedging strategies. Typically, these contracts have maturities of 12 months or less. These contracts are denominated primarily in the British pound sterling, the Euro, the Canadian dollar and the Hong Kong dollar. The gains and losses on the forward contracts associated with our balance sheet positions are recorded in "Other Income (Expense) – Net" in the consolidated statements of operations and comprehensive income and are essentially offset by the losses and gains on the underlying foreign currency transactions. Our foreign exchange forward contracts are not designated as hedging instruments under authoritative guidance.

As in prior years, we have hedged substantially all balance sheet positions denominated in a currency other than the functional currency applicable to each of our various subsidiaries with short-term, foreign exchange forward contracts. In addition, we may use foreign exchange forward contracts to hedge certain net investment positions. The underlying transactions and the corresponding foreign exchange forward are marked-to-market at the end of each quarter and the fair value impacts are reflected within the consolidated financial statements.

As of December 31, 2016 and 2015, the notional amounts of our foreign exchange forward contracts were \$280.1 million and \$326.8 million, respectively.

Realized gains and losses associated with these contracts were \$44.0 million and \$55.6 million, respectively, for the year ended December 31, 2016; \$31.0 million and \$46.9 million, respectively, for the year ended December 31, 2015; and \$15.1 million and \$23.0 million, respectively, for the year ended December 31, 2014. Unrealized gains and losses associated with these contracts were \$1.5 million and \$1.4 million, respectively, at December 31, 2016; \$0.5 million and \$0.3 million, respectively, at December 31, 2015; and \$0.4 million and \$0.1 million, respectively, at December 31, 2014.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

## Fair Values of Derivative Instruments in the Consolidated Balance Sheets

	Asset Derivatives		Liability Derivatives	
	December 31, 2016	December 31, 2015	December 31, 2016	December 31, 2015
	Balance	Balance	Balance	Balance
	Sheet	Sheet	Sheet	Sheet
	Fair Value	Fair Value	Fair Value	Fair Value
	Location	Location	Location	Location
Derivatives not designated as hedging instruments				
Foreign exchange forward contracts	Other Current Assets	Other Current Assets	Other Accrued & Current Liabilities	Other Accrued & Current Liabilities
	\$ 1.5	\$ 0.5	\$ 1.4	\$ 0.3
Total derivatives not designated as hedging instruments	\$ 1.5	\$ 0.5	\$ 1.4	\$ 0.3
Total Derivatives	\$ 1.5	\$ 0.5	\$ 1.4	\$ 0.3

## The Effect of Derivative Instruments on the Consolidated Statements of Operations and Comprehensive Income

Derivatives not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivatives	Amount of Gain (Loss) Recognized in Income on Derivatives For the Year Ended December 31,		
		2016	2015	2014
Foreign exchange forward contracts	Non-Operating Income (Expenses) – Net	\$ (11.7 )	\$ (16.0 )	\$ (7.6 )
Foreign exchange option contracts	Non-Operating Income (Expenses) – Net	\$ —	\$ (0.1 )	\$ —

## Fair Value of Financial Instruments

Our financial assets and liabilities that are reflected in the consolidated financial statements include derivative financial instruments, cash and cash equivalents, accounts receivable, other receivables, accounts payable, short-term borrowings and long-term borrowings. We use short-term foreign exchange forward contracts to hedge short-term foreign currency-denominated intercompany loans and certain third-party and intercompany transactions. Fair value for derivative financial instruments is determined utilizing a market approach.

We have a process for determining fair values. Fair value is based upon quoted market prices, where available. If listed prices or quotes are not available, we use quotes from independent pricing vendors based on recent trading activity and other relevant information including market interest rate curves and referenced credit spreads.

In addition to utilizing external valuations, we conduct our own internal assessment of the reasonableness of the external valuations by utilizing a variety of valuation techniques including Black-Scholes option pricing and discounted cash flow models that are consistently applied. Inputs to these models include observable market data, such as yield curves, and foreign exchange rates where applicable. Our assessments are designed to identify prices that do not accurately reflect the current market environment, those that have changed significantly from prior valuations and other anomalies that may indicate that a price may not be accurate. We also follow established routines for reviewing and reconfirming valuations with the pricing provider, if deemed appropriate. In addition, the pricing provider has an established challenge process in place for all valuations, which facilitates identification and resolution of potentially erroneous prices. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments include amounts to reflect counterparty credit quality and our own creditworthiness and constraints on liquidity. For inactive markets that do not have observable pricing or sufficient trading volumes, or for positions that are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability. Such adjustments are generally based on available market evidence. In the absence of such

evidence, management's best estimate will be used.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while we believe our valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

The following table presents information about our assets and liabilities measured at fair value on a recurring basis as of December 31, 2016 and December 31, 2015, and indicates the fair value hierarchy of the valuation techniques utilized by us to determine such fair value. Level inputs, as defined by authoritative guidance, are as follows:

Level Input	Input Definition
Level I	Observable inputs utilizing quoted prices (unadjusted) for identical assets or liabilities in active markets at the measurement date.
Level II	Inputs other than quoted prices included in Level I that are either directly or indirectly observable for the asset or liability through corroboration with market data at the measurement date.
Level III	Unobservable inputs for the asset or liability in which little or no market data exists, therefore requiring management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

The following table summarizes fair value measurements by level at December 31, 2016 for assets and liabilities measured at fair value on a recurring basis:

	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)	Balance at December 31, 2016
Assets:				
Cash Equivalents (1)	\$ 238.3	\$ —	\$ —	\$ 238.3
Other Current Assets:				
Foreign Exchange Forwards (2)	\$ —	\$ 1.5	\$ —	\$ 1.5
Liabilities:				
Other Accrued and Current Liabilities:				
Foreign Exchange Forwards (2)	\$ —	\$ 1.4	\$ —	\$ 1.4
Contingent Consideration (3)	\$ —	\$ —	\$ —	\$ —
Other Non-Current Liabilities				
Contingent Consideration (3)	\$ —	\$ —	\$ —	\$ —

(1) Cash equivalents represent fair value as it consists of highly liquid investments with an initial term from the date of purchase by the Company to maturity of three months or less.

(2) Primarily represents foreign currency forward contracts. Fair value is determined utilizing a market approach and considers a factor for nonperformance in the valuation.

(3) Relates to our contingent consideration liability associated with the acquisition of DBCC in the second quarter of 2015. In October 2016, there was an amendment to the Earnout Agreement, replacing it with a service-based award. As a result, in the fourth quarter of 2016 we reversed the balance of the contingent consideration liability of \$9.1 million and accrued \$14.0 million related to the service-based award associated with 2016. Both adjustments were reflected in "Operating Costs" in our Americas segment in the fourth quarter of 2016. See Note 18 to the consolidated financial statements included in this Annual Report on Form 10-K for further detail.

There were no transfers between Levels 1 and 2 for the year ended December 31, 2016. There were no transfers in or transfers out of Level 3 in the fair value hierarchy for the year ended December 31, 2016.



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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

The following table summarizes fair value measurements by level at December 31, 2015 for assets and liabilities measured at fair value on a recurring basis:

	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)	Balance at December 31, 2015
Assets:				
Cash Equivalents (1)	\$ 346.3	\$ —	\$ —	\$ 346.3
Other Current Assets:				
Foreign Exchange Forwards (2)	\$ —	\$ 0.5	\$ —	\$ 0.5
Liabilities:				
Other Accrued and Current Liabilities:				
Foreign Exchange Forwards (2)	\$ —	\$ 0.3	\$ —	\$ 0.3
Contingent Consideration (3)	\$ —	\$ —	\$ 6.0	\$ 6.0
Other Non-Current Liabilities				
Contingent Consideration (3)	\$ —	\$ —	\$ 9.1	\$ 9.1

(1) Cash equivalents represent fair value as it consists of highly liquid investments with an initial term from the date of purchase by the Company to maturity of three months or less.

(2) Primarily represents foreign currency forward contracts. Fair value is determined utilizing a market approach and considers a factor for nonperformance in the valuation.

(3) Relates to our contingent consideration liability associated with the acquisition of DBCC in the second quarter of 2015. Fair value is estimated based on an option-pricing model.

There were no transfers between Levels 1 and 2 for the year ended December 31, 2015. There were no transfers in or transfers out of Level 3 in the fair value hierarchy for the year ended December 31, 2015.

At December 31, 2016 and 2015, the fair value of cash and cash equivalents, accounts receivable, other receivables and accounts payable approximated carrying value due to the short-term nature of these instruments. The estimated fair values of other financial instruments subject to fair value disclosures, determined based on valuation models using discounted cash flow methodologies with market data inputs from globally recognized data providers and third-party quotes from major financial institutions (categorized as Level II in the fair value hierarchy), are as follows:

	Balance at December 31, 2016		2015	
	Carrying Amount Liability	Fair Value (Asset) Liability	Carrying Amount Liability	Fair Value (Asset) Liability
Short-term and Long-term Debt	\$1,043.5	\$ 1,063.1	\$1,041.5	\$ 1,051.3
Revolving Credit Facility	\$199.8	\$ 200.2	\$382.2	\$ 386.6
Term Loan Facility	\$373.7	\$ 383.6	\$393.3	\$ 409.7

**Items Measured at Fair Value on a Nonrecurring Basis**

In addition to assets and liabilities that are recorded at fair value on a recurring basis, we are required to record assets and liabilities at fair value on a nonrecurring basis as required by GAAP. Generally, assets are recorded at fair value on a nonrecurring basis as a result of impairment charges.

During the year ended December 31, 2016, we recorded a loss of \$95.1 million related to the divestiture of our operations in Benelux and Latin America based on Level II inputs. The loss was recorded in "Other Income (Expense) - Net" in the consolidated statements of operations. See Note 17 to our consolidated financial statements included in this Annual Report on Form 10-K for further detail.

During the fourth quarter of 2016, we recorded an impairment charge of \$9.2 million in our Americas segment, of which \$2.5 million was related to technology and software assets associated with certain terminated projects and \$6.7 million was related to a change in our assessment of the recoverability of a non-operating asset as a result of a decline in the projected cash flows. We determined the fair value of these assets to be zero based on Level III inputs. In addition there was no alternative use for the technology and software assets. Of the \$9.2 million charge, \$1.8 million was included in "Operating Costs," \$0.7 million was included in "Selling & Administrative Expenses" and \$6.7 million was included in "Other Income (Expense) - Net."



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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

During the fourth quarter of 2016, we recorded an impairment charge of \$2.4 million in our Non-Americas segment related to certain intangible assets in our Greater China operations, comprised of customer relationships, database and trademark. The charge was in connection with our management review to realign strategic priorities in the region. As a result, our management decided to sunset certain product offerings. We determined the fair value of the intangibles associated with these sunset products and services to be zero based on Level III inputs. The charge was included in "Selling & Administrative Expenses."

During the fourth quarter of 2015, we recorded an impairment charge of \$6.7 million in our Americas segment related to technology and software assets associated with certain in-process projects for the back-office supporting system and data management infrastructure as a result of management review during our annual strategic planning process. We decided to write off these assets primarily due to available alternative technology and increased expectations in the cost of development. We determined that the fair value of these assets was zero as there was no alternative use. Of the \$6.7 million impairment charge, \$2.2 million was included in "Operating Costs" and \$4.5 million was included in "Selling and Administrative Expenses."

During the years ended December 31, 2016 and 2015, we recorded a loss of \$4.1 million and \$37.5 million, respectively, related to the divestiture of our business in ANZ based on Level III and Level II fair value inputs, respectively. We have reclassified the historical financial results of the ANZ business as discontinued operations at December 31, 2015. The loss was reflected in the results of the discontinued operations. See Note 17 to our consolidated financial statements included in this Annual Report on Form 10-K for further detail.

During the third quarter of 2014, we made a decision to exit from our facility in Parsippany, N.J. ("asset group") and placed the property on the market for sale. In October 2014, our Board of Directors approved the transaction. The expected sales price was approximately \$8.5 million. As a result, it was more likely than not that the asset group would be sold significantly before the end of its previously expected useful life. We performed an assessment on the recoverability of the asset group in accordance with ASC 360-10-35 "Property, Plant and Equipment." Comparison of the expected cash flows from the expected sale and the carrying value of the asset group indicated that the carrying amount of the asset group was not expected to be fully recoverable. Furthermore, the carrying value of the asset group was written down to its fair value. The fair value of the asset group was based on the quoted market price, which is considered a Level II input. As a result, we recorded an impairment charge of \$7.3 million in "Operating Costs" in the third quarter of 2014. The charge was included in our Americas reporting segment. Below is a summary of the components of the asset group and its carrying value as of September 30, 2014:

	Carrying Value
Building and Building Improvements	\$ 9.9
Land	4.7
Furniture and Fixtures	0.3
Machinery and Equipment	0.4
Total	\$ 15.3

In December 2014, we entered into a sale arrangement for \$8.5 million for this property. We had ceased to depreciate the above asset group since the third quarter of 2014 and reported the asset group as assets held for sale until the completion of the transaction in December 2015. We received final sales proceeds of \$8.3 million in December 2015.

## Note 8. Capital Stock

The total number of shares of all classes of stock that we have authority to issue under our Certificate of Incorporation is 220,000,000 shares, of which 200,000,000 shares, par value \$0.01 per share, represent Common Stock (the "Common Stock"); 10,000,000 shares, par value \$0.01 per share, represent Preferred Stock (the "Preferred Stock"); and 10,000,000 shares, par value \$0.01 per share, represent Series Common Stock (the "Series Common Stock"). The Preferred Stock and the Series Common Stock can be issued with varying terms, as determined by our Board of Directors. Our Board of Directors has designated 500,000 shares of the Preferred Stock as Series A Junior Participating Preferred Stock, par value \$0.01 per share, and 1,400,000 shares of the Preferred Stock as Series B

Preferred Stock (the "Series B Preferred Stock"), par value \$0.01 per share. We previously issued and subsequently canceled 1,345,757 shares of the Series B Preferred Stock.

Note 9. Earnings Per Share

Basic earnings (loss) per share is computed by dividing net income (loss) for the period by the weighted-average number of common shares outstanding during the period. Diluted earnings (loss) per share is computed by dividing net income (loss) for the period by the weighted-average number of common shares outstanding during the period, plus the dilutive effect of

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

outstanding restricted stock unit awards, stock options, and contingently issuable shares using the treasury stock method. See Note 1 to our consolidated financial statements included in this Annual Report on Form 10-K for further detail on our accounting policies related to EPS.

The following table sets forth the computation of basic and diluted earnings (loss) per share:

	For the Years Ended		
	December 31,		
	2016	2015	2014
Income from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders – Basic and Diluted	\$101.5	\$204.2	\$284.3
Income (Loss) from Discontinued Operations – Net of Income Taxes	(4.1 )	(35.4 )	10.1
Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders – Basic and Diluted	\$97.4	\$168.8	\$294.4
Weighted Average Number of Shares Outstanding – Basic	36.5	36.1	36.5
Dilutive Effect of Our Stock Incentive Plans	0.3	0.3	0.4
Weighted Average Number of Shares Outstanding – Diluted	36.8	36.4	36.9
Basic Earnings (Loss) Per Share of Common Stock:			
Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders	\$2.78	\$5.66	\$7.79
Income (Loss) from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders	(0.11 )	(0.98 )	0.27
Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders	\$2.67	\$4.68	\$8.06
Diluted Earnings (Loss) Per Share of Common Stock:			
Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders	\$2.76	\$5.61	\$7.71
Income (Loss) from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders	(0.11 )	(0.97 )	0.28
Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders	\$2.65	\$4.64	\$7.99

The weighted average number of shares outstanding used in the computation of diluted earnings (loss) per share excludes the effect of outstanding common shares potentially issuable totaling 14,651 shares, 77,607 shares and 19,320 shares at December 31, 2016, 2015 and 2014, respectively. These potentially issuable common shares were not included in the calculation of diluted earnings (loss) per share because their effect would be anti-dilutive.

Our share repurchases were as follows:

Program	For the Years Ended December 31,			\$ Amount
	2016	2015	2014	
	\$ Amount	\$ Amount	Shares	
Share Repurchase Programs	—\$	—\$	—1,570,326	(a) \$ 165.0
Repurchases to Mitigate the Dilutive Effect of the Shares Issued Under Our Stock Incentive Plans and Employee Stock Purchase Plan (“ESPP”)	—	—	541,326	(b) 60.0
Total Repurchases	—\$	—\$	—2,111,652	\$ 225.0

In August 2012, our Board of Directors approved a \$500 million increase to our then-existing \$500 million share repurchase program, for a total program authorization of \$1 billion. The then-existing \$500 million share purchase program was approved by our Board of Directors in October 2011 and commenced in November 2011 upon completion of the previous \$200 million share repurchase program. This program was completed in August 2014.

(a)

(b) In May 2010, our Board of Directors approved a four-year, five million share repurchase program to mitigate the dilutive effect of the shares issued under our stock incentive plans and ESPP. This program commenced in October 2010 and expired in October 2014. Of the 5,000,000 shares that were authorized for repurchase under this program, 2,682,492 shares were repurchased at the time this program expired in October 2014.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

In August 2014, our Board of Directors approved a \$100 million share repurchase program to mitigate the dilutive effect of shares issued under our stock incentive plans and ESPP, and to be used for discretionary share repurchases from time to time. The \$100 million share repurchase program will remain open until it has been fully utilized. There is currently no definitive timeline under which the program will be completed. As of December 31, 2016, we had not yet commenced share repurchases under this program.

Note 10. Pension and Postretirement Benefits

Through June 30, 2007, we offered coverage to substantially all of our U.S. based employees under a defined benefit plan called The Dun & Bradstreet Corporation Retirement Account (“U.S. Qualified Plan”). The U.S. Qualified Plan covered active and retired employees. The benefits to be paid upon retirement are based on a percentage of the employee’s annual compensation. The percentage of compensation allocated annually to a retirement account ranged from 3% to 12.5% based on age and service. Amounts allocated under the U.S. Qualified Plan also receive interest credits based on the 30-year Treasury rate or equivalent rate published by the Internal Revenue Service. Pension costs are determined actuarially and funded in accordance with the Internal Revenue Code.

We also maintain supplemental and excess plans in the United States (“U.S. Non-Qualified Plans”) to provide additional retirement benefits to certain key employees of the Company. These plans are unfunded, pay-as-you-go plans. The U.S. Qualified Plan and the U.S. Non-Qualified Plans account for approximately 71% and 14% of our pension obligation, respectively, at December 31, 2016.

Effective June 30, 2007, we amended the U.S. Qualified Plan and one of the U.S. Non-Qualified Plans, known as the U.S. Pension Benefit Equalization Plan (the “PBEP”). Any pension benefit that had been accrued through such date under the two plans was “frozen” at its then current value and no additional benefits, other than interest on such amounts, will accrue under the U.S. Qualified Plan and the PBEP. Effective April 2011, we amended our Executive Retirement Plan to close the plan to new participants. Our employees in certain of our international operations are also provided with retirement benefits through defined benefit plans, representing the remaining balance of our pension obligations.

We also provide various health care benefits for retirees, U.S. based employees, hired before January 1, 2004, who retire with 10 years of vesting service after age 45, are eligible to receive benefits. Postretirement benefit costs and obligations are determined actuarially. In July 2014, we amended our post-65 retiree health plan to eliminate our group-based retiree medical and prescription plans effective December 31, 2014. Effective January 1, 2015, we provide eligible retirees and dependents age 65 or older access to coverage in the individual Medicare market. We also provide an annual contribution towards retirees’ premiums and other out-of-pocket costs.

Certain of our non-U.S. based employees receive postretirement benefits through government-sponsored or administered programs.

We use an annual measurement date of December 31 for our U.S. and Canada plans and November 30 for all other non-U.S. plans.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

## Benefit Obligation and Plan Assets

The following table sets forth the changes in our benefit obligations and plan assets for our pension and postretirement plans. The table also presents the line items in the consolidated balance sheets where the related assets and liabilities are recorded:

	Pension Plans		Postretirement Benefit Obligations	
	2016	2015	2016	2015
Change in Benefit Obligation:				
Benefit Obligation at January 1	\$(1,989.1)	\$(2,093.4)	\$(17.2)	\$(21.3)
Service Cost	(3.0 )	(4.2 )	(0.7 )	(0.8 )
Interest Cost	(59.7 )	(73.8 )	(0.4 )	(0.5 )
Benefits Paid	103.1	100.0	2.3	4.9
Direct Subsidies Received	—	—	—	(3.9 )
Settlement	1.8	—	—	—
Divestitures	1.2	—	—	—
Plan Participant Contributions	(0.3 )	(0.4 )	(0.9 )	(1.5 )
Actuarial (Loss) Gain	(19.4 )	(4.8 )	0.4	5.3
Assumption Change	(48.7 )	72.0	0.1	0.6
Effect of Changes in Foreign Currency Exchange Rates	49.9	15.5	—	—
Benefit Obligation at December 31	\$(1,964.2)	\$(1,989.1)	\$(16.4)	\$(17.2)
Change in Plan Assets:				
Fair Value of Plan Assets at January 1	\$1,438.9	\$1,516.9	\$—	\$—
Actual Return on Plan Assets	112.5	13.5	—	—
Employer Contributions	27.6	22.2	1.4	(0.5 )
Direct Subsidies Received	—	—	—	3.9
Plan Participant Contributions	0.3	0.4	0.9	1.5
Settlement	(1.7 )	—	—	—
Divestitures	(0.9 )	—	—	—
Benefits Paid	(103.1 )	(100.0 )	(2.3 )	(4.9 )
Effect of Changes in Foreign Currency Exchange Rates	(47.3 )	(14.1 )	—	—
Fair Value of Plan Assets at December 31	\$1,426.3	\$1,438.9	\$—	\$—
Net Funded Status of Plan	\$(537.9 )	\$(550.2 )	\$(16.4)	\$(17.2)

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

	Pension Plans		Postretirement Benefit Obligations	
	At December 31,		2016	2015
	2016	2015	2016	2015
Amounts Recorded in the Consolidated Balance Sheets:				
Prepaid Pension Costs	\$2.1	\$1.7	\$—	\$—
Pension and Postretirement Benefits	(519.2 )	(534.6 )	(14.7 )	(15.2 )
Accrued Payroll	(20.8 )	(17.3 )	(1.7 )	(2.0 )
Net Amount Recognized	\$(537.9 )	\$(550.2 )	\$(16.4 )	\$(17.2 )
Accumulated Benefit Obligation	\$1,950.2	\$1,977.0	N/A	N/A
Amount Recognized in Accumulated Other Comprehensive Income Consists of:				
Actuarial Loss (Gain)	\$1,132.5	\$1,120.7	\$(12.8)	\$(14.0)
Prior Service Cost (Credit)	4.5	4.8	(0.9 )	(2.5 )
Total Amount Recognized - Pretax	\$1,137.0	\$1,125.5	\$(13.7)	\$(16.5)

Grantor Trusts are used to fund the U.S. Non-Qualified Plans. At December 31, 2016 and 2015, the balances in these trusts were \$14.7 million and \$9.4 million, respectively, and were included as components of "Other Non-Current Assets" in the consolidated balance sheets.

As of December 31, 2016 and 2015, our pension plans had aggregate actuarial losses that have not yet been included in the net periodic benefit cost of \$1,132.5 million and \$1,120.7 million, respectively. These losses represent the cumulative effect of demographic and investment experience, as well as assumption changes that have been made in measuring the plans' liabilities. The deferred asset gain or loss that has not yet been reflected in the market-related value of plan assets is excluded in determining the loss amortization. Our pension plans had a deferred asset loss of \$15.4 million at December 31, 2016, compared to a deferred asset loss of \$12.5 million at December 31, 2015. The remaining actuarial gain or loss, to the extent it exceeds the greater of 10% of the projected benefit obligation or market-related value of plan assets, will be amortized into expense each year on a straight-line and plan-by-plan basis, over the remaining expected future working lifetime of active participants or the average remaining life expectancy of the participants if all or almost all of the plan participants are inactive. Currently, the amortization periods range from eight to 24 years for the U.S. plans and nine to 35 years for the non-U.S. plans. For our U.S. Qualified Plan and for certain of our non-U.S. plans, the amortization periods are the average life expectancy of all plan participants. This is as a result of almost all plan participants being deemed inactive. The postretirement benefit plan had \$12.8 million and \$14.0 million of unrecognized actuarial gains as of December 31, 2016 and 2015, respectively. The unrecognized actuarial gains will be amortized into expense in the same manner as described above. The amortization period is approximately eight years.

**Underfunded or Unfunded Accumulated Benefit Obligations**

At December 31, 2016 and 2015, our underfunded or unfunded accumulated benefit obligation and the related projected benefit obligation were as follows:

	2016	2015
Accumulated Benefit Obligation	\$1,928.6	\$1,956.1
Fair Value of Plan Assets	1,401.2	1,414.6
Unfunded Accumulated Benefit Obligation	\$527.4	\$541.5
Projected Benefit Obligation	\$1,941.2	\$1,966.5

The underfunded or unfunded accumulated benefit obligations at December 31, 2016 consisted of \$517.3 million and \$10.1 million related to our U.S. plans (including Qualified and non-Qualified Plans) and non-U.S. defined benefit plans, respectively. The underfunded or unfunded accumulated benefit obligations at December 31, 2015 consisted of \$523.8 million and \$17.7 million related to our U.S. plans (including Qualified and non-Qualified Plans) and non-U.S.

defined benefit plans, respectively.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

## Net Periodic Pension Cost

The following table sets forth the components of net periodic pension cost associated with our pension plans and our postretirement benefit obligations:

	Pension Plans			Postretirement Benefit Obligations		
	For the Years Ended December 31,					
	2016	2015	2014	2016	2015	2014
Components of Net Periodic Cost (Income):						
Service Cost	\$3.0	\$4.2	\$3.5	\$ 0.7	\$ 0.8	\$ 0.8
Interest Cost	59.7	73.8	78.9	0.4	0.5	0.7
Expected Return on Plan Assets	(96.5)	(102.6)	(100.2)	—	—	—
Amortization of Prior Service Cost (Credit)	0.2	0.2	0.3	(1.6 )	(1.6 )	(2.4 )
Recognized Actuarial Loss (Gain)	38.8	42.5	36.1	(1.6 )	(1.3 )	(1.1 )
Curtailment Charge	—	—	0.1	—	—	—
Net Periodic Cost (Income)	\$5.2	\$18.1	\$18.7	\$ (2.1 )	\$ (1.6 )	\$ (2.0 )

The following table sets forth other changes in plan assets and benefit obligations recognized in Other Comprehensive Income:

	Pension Plans		Postretirement Benefit Obligations	
	At December 31,			
	2016	2015	2016	2015
Other Changes in Plan Assets and Benefit Obligations Recognized in Other Comprehensive Income				
Amortization of Actuarial (Loss) Gain, Before Tax (Benefit) Expense of \$12.2 in 2016 and \$15.7 in 2015	\$ (38.8)	\$ (42.5)	\$ 1.6	\$ 1.3
Amortization of Prior Service (Cost) Credit, Before Tax (Benefit) Expense of \$(0.4) in 2016 and \$(0.5) in 2015	\$ (0.2 )	\$ (0.2 )	\$ 1.6	\$ 1.6
Actuarial (Loss) Gain Arising During the Year, Before Tax (Benefit) Expense of \$(16.5) in 2016 and \$(6.1) in 2015	\$ (50.6)	\$ (21.9)	\$ 0.4	\$ 5.9
Prior Service Credit (Cost) Arising During the Year, No Tax Impact	\$ 0.1	\$ 0.1	\$ —	\$ 0.1

The following table sets forth estimated 2017 amortization from AOCI:

	Pension Plans	Postretirement Benefit Obligations
Estimated 2017 amortization from Accumulated Other Comprehensive Income		
Actuarial Loss (Gain)	\$ 40.1	\$ (1.5 )
Prior Service Cost (Credit)	0.2	(0.9 )
Total	\$ 40.3	\$ (2.4 )

We apply the long-term expected rate of return assumption to the market-related value of assets to calculate the expected return on plan assets, which is a major component of our annual net periodic pension expense. The market-related value of assets recognizes short-term fluctuations in the fair value of assets over a period of five years, using a straight-line amortization basis. The methodology has been utilized to reduce the effect of short-term market fluctuations on the net periodic pension cost. Since the market-related value of assets recognizes gains or losses over a five-year period, the future value of assets will be impacted as previously deferred gains or losses are amortized. At December 31, 2016 and 2015, the market-related value of assets of our pension plans was \$1,441.7 million and \$1,451.4 million, respectively, compared with the fair value of the plan assets of \$1,426.3 million and \$1,438.9

million, respectively.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

## Assumptions

The following table sets forth the significant weighted-average assumptions we used to determine the projected benefit obligation and the periodic benefit cost:

	Pension Plans			Postretirement Benefit Obligations		
	2016	2015	2014	2016	2015	2014
Discount Rate for Determining Projected Benefit Obligation at December 31	3.62%	3.84%	3.62%	3.28%	3.26%	2.95%
Discount Rate in Effect for Determining Service Cost	3.88%	3.61%	4.41%	3.66%	N/A	N/A
Discount Rate in Effect for Determining Interest Cost	3.06%	3.61%	4.41%	2.61%	N/A	N/A
Weighted Average Expected Long-Term Return on Plan Assets	7.10%	7.39%	7.34%	N/A	N/A	N/A
Rate of Compensation Increase for Determining Projected Benefit Obligation at December 31	4.40%	5.97%	5.99%	N/A	N/A	N/A
Rate of Compensation Increase for Determining Net Pension Cost	6.29%	5.97%	5.78%	N/A	N/A	N/A

The expected long-term rate of return assumption was 7.25% for the year ended December 31, 2016 and 7.75% for each of the years ended December 31, 2015 and 2014 for the U.S. Qualified Plan, our principal pension plan. For the year ended December 31, 2017, we will apply a 7.00% expected long-term rate of return assumption to the U.S. Qualified Plan. This assumption is based on the plan's 2016 target asset allocation of 50% equity securities, 45% debt securities and 5% alternative investments. The expected long-term rate of return assumption reflects long-term capital market return forecasts for the asset classes employed, assumed excess returns from active management within each asset class, the portion of plan assets that are actively managed, and periodic rebalancing back to target allocations. Current market factors such as inflation and interest rates are evaluated before the long-term capital market assumptions are determined. In addition, peer data and historical returns are reviewed to check for reasonableness. Although we review our expected long-term rate of return assumption annually, our plan performance in any one particular year does not, by itself, significantly influence our evaluation. Our assumption is generally not revised unless there is a fundamental change in one of the factors upon which it is based, such as the target asset allocation or long-term capital market return forecasts.

We use discount rates to measure the present value of pension plan obligations and postretirement health care obligations at year-end, as well as, to calculate next year's pension income or cost. It is derived by using a yield curve approach which matches projected plan benefit payment streams with bond portfolios reflecting actual liability duration unique to the plans. The rate is adjusted at each remeasurement date, based on the factors noted above. Effective January 1, 2016, we changed the approach used to measure service and interest cost components of net periodic benefit costs for our pension and postretirement benefit plans. Previously, we measured service and interest costs utilizing a single weighted average discount rate derived from the yield curve used to measure the plan obligations. Beginning in 2016, we elected to measure service and interest costs by applying the specific spot rates along that yield curve to the plans' liability cash flows ("Spot Rate Approach"). We believe the new approach provides a more precise measurement of service and interest costs by improving the correlation between projected benefit cash flows and their corresponding spot rates on the yield curve. This change does not affect the measurement of our plan obligations and it was accounted for as a change in accounting estimate, which was applied prospectively. This change in estimate reduced our 2016 pension and postretirement net periodic cost by approximately \$14 million.

For the mortality assumption we used RP-2014 aggregate mortality table ("RP-2014") together with mortality improvement projection scales MP-2016 and MP-2015 for our U.S. plans at December 31, 2016 and 2015, respectively. The adoption of the updated mortality improvement projection scales MP-2016 and MP-2015 resulted in a reduction of the projected benefit obligations for the U.S. plans of approximately \$11 million and \$21 million, respectively. We adopted RP-2014 at December 31, 2014, which was based on mortality tables issued by the Society of Actuaries in 2014 projecting longer life expectancy and reflecting a more rapid improvement in expected mortality in future years as compared to the previous mortality assumptions. As a result of this adoption, the projected benefit

obligations increased by \$116.3 million at December 31, 2014.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

Plan Assets (U.S. Qualified Plan and non-U.S. pension plans)

Our pension plan assets are measured at fair value in accordance with ASC 820, "Fair Value Measurement and Disclosures." ASC 820 defines fair value and establishes a framework for measuring fair value under current accounting pronouncements. See Note 1 to the consolidated financial statements included in this Annual Report on Form 10-K for further detail on fair value measurement.

The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such investments pursuant to the valuation hierarchy. There have been no changes in the methodologies used at December 31, 2016 and 2015.

A financial instrument's level or categorization within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Common Stocks and Preferred Stocks

Common stocks and preferred stocks are valued at the closing price reported on the active market in which the individual securities are traded. Common stocks and preferred stocks are classified as Level I assets as they are traded in active markets, such as the NYSE, NASDAQ, European exchanges, etc., with quoted market prices, which serve as observable inputs.

Commingled Equity Funds

This asset category represents common collective trusts that seek to provide a total investment return in line with the performance of the S&P 500<sup>®</sup> Index and to exceed the return of the MSCI<sup>®</sup> (Morgan Stanley Capital International) All Country World Index over the long term. The Net Asset Value ("NAV") of commingled equity funds are determined by prices of the underlying securities, less the funds' liabilities, and then divided by the number of shares outstanding. The commingled equity funds may be redeemed at the NAV daily. This asset category does not have any unfunded commitments or any redemption restrictions.

Commingled Fixed Income Funds

This asset category consists of debt and fixed income funds whose investment objectives include outperformance of the Barclays Capital<sup>®</sup> Long Government/Credit Index; the Barclays Capital U.S. Aggregate Bond Index; the Barclays Capital Mortgage Backed Securities Index; the Barclays Capital<sup>®</sup> U.S. Corporate High Yield 2% Issuer Cap Index; the Citigroup<sup>®</sup> Non U.S. Dollar World Government Bond Index and the S&P<sup>®</sup> / LSTA<sup>®</sup> Performing Loan Index. These investments are valued using the NAV provided by the administrator of each fund. The NAV of commingled fixed income funds are determined by prices of the underlying securities, less the funds' liabilities, and then divided by the number of shares outstanding. The commingled fixed income funds may be redeemed at NAV daily. The asset category does not have any unfunded commitments or any redemption restrictions.

Corporate and Other Bonds

These assets are classified as Level II assets. These investments trade in markets that are not considered to be active and whose values are based on quoted market prices or dealer quotations. Corporate Bonds are typically traded over-the-counter, not via exchanges and prices are negotiated individually. Hence, identical assets can be quoted with different prices depending on the parties involved. Observable inputs would be the prices obtained from third party pricing sources retained by the custodian. Such prices are determined by Treasury yields and corporate spreads.

U.S., State and Foreign Government Bond and U.S. Agency Mortgage Backed Securities

U.S. Treasury securities are a Level I asset due to availability of quoted prices in active markets on a daily basis. U.S. Treasury prices can be obtained via direct market quotes provided by market makers and U.S. Treasuries have much more pricing transparency, (i.e. very little bid-ask spread versus the other instruments having a larger bid-ask spread). State, government and government agency obligations are generally valued based on bid quotations for identical or similar obligations. Foreign Government Bonds, U.S. Agency debt or mortgage backed securities are traded over-the-counter, not via exchanges. Observable inputs would be the prices obtained from third party pricing sources retained by the custodian. These investments are classified as Level II assets.



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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

Real Estate Investment Trusts

The real estate investment trusts component of plan assets is made up of publicly traded U.S. and foreign equities in the real estate industry. Since quoted prices are available in active markets and the plan has the ability to access these prices at the measurement date, these investments are classified as Level I assets and can be redeemed daily.

Real Estate Funds

The investment objective of this category is to exceed the National Council of Real Estate Investment Fiduciaries Open-End Diversified Core Index (“NCREIF ODCE Index”). The values of real estate properties are prepared by the fund managers giving consideration to the income, cost and sales comparison approaches of estimating property values. The underlying investments are valued using third parties. The investment valuations are obtained through appraisals using the income approach based on unobservable cash flows to be received from expected rents. The cost approach estimates the replacement cost of the building less depreciation, plus the land value. The sales comparison approach compares recent transactions to the appraised property. Real estate funds are valued quarterly at NAV. Investment holders can request redemption on a quarterly basis. The ability of the investment holder to redeem funds quarterly is subject to the availability of cash arising from net investment income, allocations and the sale of investments in the normal course of business. To the extent that redemption requests exceed the availability of cash, the real estate fund has uniform procedures to provide for cash payments, which may be deferred for such period as the real estate fund considers necessary in order to obtain the funds to be withdrawn. There were no unfunded withdrawal requests at December 31, 2016 or December 31, 2015.

Short-Term Investment Funds (STIF)

These investments include cash, bank notes, corporate notes, government bills and various short-term debt instruments. The investment objective is to provide safety of principal and daily liquidity by investing in high quality money market instruments. They are valued at the NAV. The short term funds are classified as Level II assets as they may be redeemed at NAV daily.

The Venture Capital Fund

The venture capital fund is an investment that is structured as a conventional, private venture capital firm. The fund will target investments that are in early-stage technology companies. The fund expects to invest in seed stage development companies, principally in the software and technology-enabled businesses sector. The U.S. Plan has an additional unfunded commitment of \$3,750,000 to the venture capital fund at December 31, 2016. This investment is classified as a Level III asset.

There were no transfers among the levels of the fair value hierarchy during the years ended December 31, 2016 and December 31, 2015.

The preceding methods may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

The following table sets forth by level, within the fair value hierarchy, the plan assets at fair value as of December 31, 2016:

Asset Category	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)	Total
Common and Preferred Stocks:				
Consumer	\$ 39.5	\$ —	\$ —	\$39.5
Energy	64.1	—	—	64.1
Financial	80.0	—	—	80.0
Health Care	42.8	—	—	42.8
Industrial	22.5	—	—	22.5
Information Technology	15.3	—	—	15.3
Other	11.7	—	—	11.7
Preferred Stocks	3.7	—	—	3.7
Total Common and Preferred Stocks	\$ 279.6	\$ —	\$ —	\$279.6
Bonds:				
Corporate Bonds	\$ —	\$ 64.3	\$ —	\$64.3
Other Bonds	—	24.7	—	24.7
Total Corporate and Other Bonds	\$ —	\$ 89.0	\$ —	\$89.0
U.S. Government Bonds and Notes	\$ 75.7	\$ —	\$ —	\$75.7
Foreign Government Bonds and Mortgage Backed Securities:				
Foreign Government Bonds	—	3.7	—	3.7
U.S. Agency and Mortgage Backed Securities	—	53.3	—	53.3
Total Government Bonds and U.S. Agency and Mortgage Backed Securities	\$ 75.7	\$ 57.0	\$ —	\$132.7
State and Local Obligations	—	5.5	—	5.5
Venture Capital Funds	—	—	1.0	1.0
Real Estate Investment Trusts	3.3	—	—	3.3
Short-Term Investment Funds	—	30.4	—	30.4
Total	\$ 358.6	\$ 181.9	\$ 1.0	\$541.5
Other Investments Measured at Net Asset Value (a)				
Commingled Funds:				
Commingled Equity Funds				\$439.3
Commingled Fixed Income Funds				396.0
Total Commingled Funds Measured at Net Asset Value				835.3
Total Real Estate Funds Measured at Net Asset Value				49.5
Total Other Investments Measured at Net Asset Value				\$884.8
Total Investments at Fair Value				\$1,426.3

(a) In accordance with ASU No. 2015-07, certain investments that are measured at fair value using the NAV per share practical expedient have not been classified in the fair value hierarchy.





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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

The following table sets forth by level, within the fair value hierarchy, the plan assets at fair value as of December 31, 2015:

Asset Category	Quoted Prices in Active Markets for Identical Assets (Level I)	Significant Other Observable Inputs (Level II)	Significant Unobservable Inputs (Level III)	Total
Common and Preferred Stocks:				
Consumer	\$ 38.0	\$ —	\$ —	—\$38.0
Energy	12.7	—	—	12.7
Financial	74.2	—	—	74.2
Health Care	26.9	—	—	26.9
Industrial	37.0	—	—	37.0
Information Technology	59.8	—	—	59.8
Other	9.7	—	—	9.7
Preferred Stocks	4.1	—	—	4.1
Total Common and Preferred Stocks	\$ 262.4	\$ —	\$ —	—\$262.4
Bonds:				
Corporate Bonds	\$ —	\$ 66.4	\$ —	—\$66.4
Other Bonds	—	23.5	—	23.5
Total Corporate and Other Bonds	\$ —	\$ 89.9	\$ —	—\$89.9
U.S. Government Bonds and Notes	\$ 68.2	\$ —	\$ —	—\$68.2
Foreign Government Bonds and Mortgage Backed Securities:				
Foreign Government Bonds	—	2.6	—	2.6
U.S. Agency and Mortgage Backed Securities	—	47.7	—	47.7
Total Government Bonds and U.S. Agency and Mortgage Backed Securities	\$ 68.2	\$ 50.3	\$ —	—\$118.5
State and Local Obligations	—	6.1	—	6.1
Real Estate Investment Trusts	2.8	—	—	2.8
Short-Term Investment Funds	—	22.2	—	22.2
Total	\$ 333.4	\$ 168.5	\$ —	—\$501.9
Other Investments Measured at Net Asset Value (a)				
Commingled Funds:				
Commingled Equity Funds				\$460.7
Commingled Fixed Income Funds				429.2
Total Commingled Funds Measured at Net Asset Value				889.9
Total Real Estate Funds Measured at Net Asset Value				47.1
Total Other Investments Measured at Net Asset Value				\$937.0
Total Investments at Fair Value				\$1,438.9

(a) In accordance with ASU No. 2015-07, certain investments that are measured at fair value using the NAV per share practical expedient have not been classified in the fair value hierarchy.

## Investment Strategy

The investment objective for our principal plan, the U.S. Qualified Plan, is to achieve over the investment horizon a long-term total return, which at least matches our expected long-term rate of return assumption while maintaining a

prudent level of

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

portfolio risk. We emphasize long-term growth of principal while avoiding excessive risk so as to use Plan asset returns to help finance pension obligations, thus improving our plan's funded status. We predominantly invest in assets that can be sold readily and efficiently to ensure our ability to reasonably meet expected cash flow requirements. Although peer relative performance is examined, out-performance of such does not constitute an investment objective. We define our primary risk concern to be the plan's funded status volatility and to a lesser extent total plan return volatility. Understanding that risk is present in all types of assets and investment styles, we acknowledge that some risk is necessary to produce long-term investment results that are sufficient to meet the plan's objectives. However, we monitor and ensure that the investment managers we employ make reasonable efforts to maximize returns while controlling for risk parameters.

Investment risk is also controlled through diversification among multiple asset classes, managers, investment styles and periodic rebalancing toward asset allocation targets. Risk is further controlled at the investment manager level by requiring managers to follow formal written investment guidelines which enumerate eligible securities, maximum portfolio concentration limits, excess return and tracking error targets as well as other relevant portfolio constraints. Investment results and risk are measured and monitored on an ongoing basis and quarterly investment reviews are conducted. The plan's active investment managers are prohibited from investing plan assets in equity or debt securities issued or guaranteed by the Company.

Our plan assets are invested using a combination of both active and passive (indexed) investment strategies. Active strategies employ multiple investment management firms. The plan's equity securities are diversified across U.S. and non-U.S. stocks in order to further reduce risk at the total plan level. Our active investment managers employ a range of investment styles and approaches that are combined in a way that compensates for capitalization and style biases versus benchmark indices. As such, our investment managers are expected to adhere to the investment management style for which they were hired and are evaluated regularly for adherence to investment discipline.

The plan's debt securities are diversified principally among securities issued or guaranteed by the U.S. government or its agencies, mortgage-backed securities, including collateralized mortgage obligations, corporate debt obligations and dollar-denominated obligations issued in the U.S. by non-U.S. banks and corporations. Generally, up to 10% of the actively managed debt securities may be invested in securities rated below investment grade. The plan's real estate investments are made through a commingled equity real estate fund of U.S. properties diversified by property type and geographic location.

We have formally identified the primary objective for each asset class within our plan. U.S. equities are held for their long-term capital appreciation and dividend income, which is expected to exceed the rate of inflation. Non-U.S. equities are held for their long-term capital appreciation, as well as diversification relative to U.S. equities and other asset classes. Fixed income instruments are held as a source of current income and to reduce overall Plan volatility. Additionally they are designed to provide a partial hedge relative to the interest rate sensitivity of the plan's liabilities. Real estate investments are held as a hedge against unexpected inflation and are expected to provide a relatively high level of income. Real estate investments are also expected to provide diversification to the overall plan. Cash is held only to meet liquidity requirements.

Allocations

We employ a total return investment approach in which a mix of equity, debt and alternative (e.g., real estate) investments is used to achieve a competitive long-term rate of return on plan assets at a prudent level of risk. Our weighted average plan target asset allocation is 50% equity securities (range of 40% to 60%), 46% debt securities (range of 37% to 57%) and 4% alternative investments (range of 0% to 8%).

The following table sets forth the weighted average asset allocations and target asset allocations by asset category, as of the measurement dates of the plans:

Asset	Target Asset
Allocations	Allocations
As of December 31,	
2016	2015
2016	2015

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Equity Securities	52	%	51	%	50	%	50	%
Debt Securities	44		46		46		47	
Alternative Investments	4		3		4		3	
Total	100	%	100	%	100	%	100	%

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

## Contributions and Benefit Payments

We expect to contribute approximately \$29 million to our U.S. Non-Qualified Plans and non-U.S. Pension Plans and approximately \$2 million to our postretirement benefit plan for the year ended December 31, 2017. We did not make contributions in 2016 and do not expect to make any required contributions to the U.S. Qualified Plan in 2017 for the 2016 plan year based on the minimum funding requirements as defined in the Pension Protection Act of 2006 as amended. Final funding requirements for 2016 will be determined based on our January 2017 funding actuarial valuation. However, we may consider making voluntary contributions to the U.S. Qualified Plan in 2017.

The following table summarizes expected benefit payments from our pension plans and postretirement plans through 2026. Actual benefit payments may differ from expected benefit payments. These amounts are net of expected plan participant contributions:

	Pension Plans	Postretirement Benefits Plan
2017	\$ 119.4	\$ 1.8
2018	\$ 118.4	\$ 1.7
2019	\$ 134.9	\$ 1.6
2020	\$ 126.6	\$ 1.5
2021	\$ 121.8	\$ 1.5
2022 - 2026	\$ 592.2	\$ 7.2

## Health Care Benefits

The following table presents healthcare trend assumptions used to determine the year end benefit obligation:

	2016	2015
Medical (1)	5.5%	5.5%
Prescription Drug (1)	9.5%	7.5%

(1) The rates are assumed to decrease to 5.0% in 2026 and remain at that level thereafter.

Assumed health care cost trend rates have an effect on the amounts reported for the health care plans. A one-percentage-point change in the assumed health care cost trend rates would have the following effects:

	1% Point	
	Increase	Decrease
Benefit Obligations at End of Year	\$0.5	\$ (0.4 )
Service Cost Plus Interest Cost	\$—	\$ —

## 401(k) Plan

We have a 401(k) Plan covering substantially all U.S. employees that provides for employee salary deferral contribution and employer contributions. Employees may contribute up to 50% of their pay on a pre-tax basis subject to IRS limitations. In addition, employees age 50 or older are allowed to contribute additional pre-tax "catch-up" contributions. In addition, the Company matches up to 50% of seven percent (7%) of a team member's eligible compensation, subject to certain 401(k) Plan limitations.

We had expense associated with our 401(k) Plan of \$11.0 million, \$10.5 million and \$8.5 million for the years ended December 31, 2016, 2015 and 2014, respectively. Higher expense in 2016 and 2015 compared to the respective prior year periods was primarily due to higher company matching contributions associated with higher compensation.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

## Note 11. Employee Stock Plans

Under our stock incentive plans certain employees and non-employee directors receive stock-based awards, such as, but not limited to, restricted stock units, restricted stock and stock options. As of December 31, 2016, 2015 and 2014, a total of 3,686,316 shares, 4,070,685 shares and 4,427,425 shares of our common stock, respectively, were available for future grants under our stock incentive plans. We also have an ESPP that allows all eligible employees to purchase shares of our common stock at a discount. See further discussion within this footnote under Employee Stock Purchase Plan.

The total stock-based compensation expense and expected tax benefit are as follows:

	For the Years Ended December 31,		
	2016	2015	2014
Stock-based Compensation Expense:			
Restricted Stock Units	\$ 19.9	\$ 13.3	\$ 9.5
Stock Options	0.1	0.5	0.9
ESPP	1.2	0.9	0.8
 Total Compensation Expense	 \$ 21.2	 \$ 14.7	 \$ 11.2
	For the Years Ended December 31,		
	2016	2015	2014
Expected Tax Benefit:			
Restricted Stock Units	\$ 7.4	\$ 5.0	\$ 3.5
Stock Options	—	0.2	0.3
 Total Expected Tax Benefit	 \$ 7.4	 \$ 5.2	 \$ 3.8

## Restricted Stock Units

Our restricted stock unit programs include both performance-based awards and service-based awards. The performance-based awards have either a market condition or a performance condition. All awards generally contain a service-based condition. The compensation expense for our performance-based awards is recognized on a graded-vesting basis over the requisite service period. The expense for the performance-based awards with market conditions is recognized regardless of whether the market condition is satisfied, provided that the requisite service has been met. The expense for our performance-based awards with performance conditions is initially recognized assuming that the target level of performance will be achieved. Each reporting period we assess the probability of achieving the performance targets and if necessary adjust the compensation expense based on this assessment. Final compensation expense recognized will ultimately depend on the actual number of shares earned against the performance condition as well as fulfillment of the requisite service condition. The expense for our awards earned based solely on the fulfillment of the service-based condition is recognized on a straight-line basis over the requisite service periods.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

## Performance-based Restricted Stock Units

Leveraged Restricted Stock Units (“LRSUs”) - Beginning in 2013, certain employees were granted target awards of LRSUs. These awards vest in three substantially equal annual tranches beginning one year from the date of grant. The actual number of shares of our common stock ultimately received by the employee can range from zero to 200% of the target award depending on the Company’s stock price appreciation or depreciation over a one year, two year and three year performance period. As these awards contain a market condition, we have calculated the fair value on the date of grant using a Monte Carlo simulation model with the following weighted average assumptions:

	2016	2015	2014
Expected stock price volatility	24%	25%	26%
Expected dividend yield	2.0%	1.5%	1.6%
Expected term (in years)	3.0	3.0	3.0
Risk-free interest rate	0.97%	1.04%	0.64%
Fair value of LRSUs granted	\$103.15	\$156.01	\$92.37

Expected stock price volatility is based on a blend of historical volatility and, when available, implied volatility. The expected dividend yield assumption is determined by dividing our most recent quarterly dividend payment by the average of the stock price from the three months preceding the grant date. The result is then annualized and compounded. Expected term is based on the period from the date of grant through the end of the performance evaluation period. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant. The LRSUs are not entitled to dividend equivalents.

Performance Units with Market Condition - Beginning in 2013, certain employees were granted target awards of Performance Units which contained a market condition. The awards granted in 2016 and 2015 vest 100%, three years from the date of grant. Awards granted in 2014 vest in two substantially equal annual tranches beginning three years from the date of grant. The actual number of shares of our common stock ultimately received by the employee can range from zero to 200% of the target award depending on the Company’s three-year Total Shareholder Return performance relative to Standard & Poor’s 500 companies. As these awards contain a market condition, we have calculated the fair value on the date of grant using a Monte Carlo simulation model with the following weighted average assumptions:

	2016	2015	2014
Expected stock price volatility	24%	26%	27%
Expected dividend yield	2.0%	1.5%	1.6%
Expected term (in years)	2.8	2.8	2.8
Risk-free interest rate	0.96%	0.99%	0.60%
Fair value of Performance Units granted	\$108.36	\$172.99	\$72.54

Expected stock price volatility is based on historical volatility. The expected dividend yield assumption is determined by dividing our most recent quarterly dividend payment by the average of the stock price from the three months preceding the grant date. The result is then annualized and compounded. Expected term is based on the period from the date of grant through the end of the performance evaluation period. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant.

The Performance Units with market condition are not entitled to dividend equivalents.

Performance Units with Performance Condition - Beginning in 2013, certain employees were granted target awards of Performance Units which contained a performance condition. The awards granted in 2016 and 2015 vest 100%, three years from the date of grant. Awards granted in 2014 vest in two substantially equal annual tranches beginning three years from the date of grant. The actual number of shares of our common stock ultimately received by the employee can range from zero to 200% of the target award depending on the Company’s three-year revenue compounded annual growth rate. The fair value is calculated by using the average of the high and low prices of our common stock on the date of grant.



The Performance Units with performance condition are not entitled to dividend equivalents.

Restricted Stock Unit Opportunity - Prior to 2014, certain employees were provided an annual opportunity to receive an award of restricted stock units in the future. The award was contingent on performance against the same goals that drove the payout under the annual cash incentive plan. The restricted stock units were granted after the one-year performance goals had been met and then vest over a three-year period on a graded vesting basis. The annual awards of restricted stock units to

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

employees were generally granted in the first quarter of the year following the conclusion of the fiscal year for which the goals were measured and attained.

The fair value is calculated by using the average of the high and low prices of our common stock on the date of grant. The restricted stock units earned from the restricted stock opportunity are entitled to dividend equivalents, payable only if and when the underlying restricted stock unit vests.

Changes in our nonvested performance-based restricted stock units for the year ended December 31, 2016 are summarized as follows:

Performance-based Restricted Stock Units	Shares	Weighted Average Grant-Date Fair Value Per Share	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Nonvested Shares at December 31, 2015	247,908	\$ 121.30	2.0	\$ 25.8
Granted	149,132	\$ 103.02		
Adjustment For Shares Earned Against Target (1)	(10,790 )	N/A		
Vested	(59,808 )	\$ 106.40		
Forfeited	(19,885 )	\$ 122.22		
Nonvested Shares at December 31, 2016 (2)	306,557	\$ 115.64	1.7	\$ 37.2

(1) Represents share adjustment as a result of final performance against specified performance targets.

(2) Represents the number of shares expected to be issued based on achievement of grant date performance targets.

The actual number of shares issued will depend on the company's actual performance against specified targets during the performance periods.

Total unrecognized compensation expense related to nonvested performance-based restricted stock units at December 31, 2016 was \$13.1 million. This expense is expected to be recognized over a weighted average period of 1.7 years. The weighted average grant date fair value per share of the performance-based restricted stock units granted during the years ended December 31, 2015 and 2014 were \$148.93 and \$90.73, respectively.

**Service-based Restricted Stock Units**

In order to attract and retain executive talent, the Company issues special grants of restricted stock units to certain employees. These grants generally vest over a three to five-year period on a graded vesting basis.

Our non-employee directors receive grants of restricted stock units as part of their annual equity retainer. Beginning in 2014, the non-employee directors grants will vest 100%, immediately prior to the next annual meeting of shareholders (normally about one year). Prior to 2014, grants vested 100%, three years from the date of grant.

For the service-based restricted stock units, the fair value is calculated by using the average of the high and low prices of our common stock on the date of grant. The service-based restricted stock units are entitled to dividend equivalents payable only if and when the underlying restricted stock units vest.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

Changes in our nonvested service-based restricted stock units for the year ended December 31, 2016 are summarized as follows:

Service-based Restricted Stock Units	Shares	Weighted Average Grant-Date Fair Value Per Share	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Nonvested Shares at December 31, 2015	164,714	\$ 108.39	1.6	\$ 17.1
Granted	59,552	\$ 102.90		
Vested	(43,127 )	\$ 112.35		
Forfeited	(11,883 )	\$ 110.53		
Nonvested Shares at December 31, 2016	169,256	\$ 105.30	1.2	\$ 20.5

Total unrecognized compensation expense related to nonvested service-based restricted stock units at December 31, 2016 was \$7.2 million. This expense is expected to be recognized over a weighted average period of 1.2 years. The weighted average grant date fair value per share of the service-based restricted stock units granted during the years ended December 31, 2015 and 2014 were \$122.84 and \$104.44, respectively.

The total fair value of all restricted stock units vesting during the years ended December 31, 2016, 2015 and 2014 were \$10.6 million, \$13.9 million and \$7.5 million, respectively. The expected tax benefit associated with the tax deduction from the vesting of restricted stock units totaled \$3.9 million, \$5.1 million and \$2.8 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Stock Option Programs

As of December 31, 2016, all of the outstanding stock options were vested and exercisable. Our stock options generally expire ten years from the date of grant. Beginning in 2013, the annual award of stock options to employees was replaced with an award of Leveraged Restricted Stock Units.

The fair value of each stock option award was calculated on the date of grant using the Black-Scholes option valuation model that used the weighted average assumptions in the following table:

	2016	2015	2014
Expected stock price volatility	N/A	23%	24%
Expected dividend yield	N/A	1.4%	1.6%
Expected term (in years)	N/A	7.0	7.0
Risk-free interest rate	N/A	2.20%	2.21%
Fair value of stock options granted	N/A	\$30.25	\$26.06

Expected stock price volatility assumption is derived from the historical volatility of our common stock. The expected dividend yield assumption is determined by dividing the anticipated annual dividend payment by the stock price on the date of grant. We determine the expected term assumption using a midpoint scenario which combines our historical exercise data with hypothetical exercise data for our unexercised stock options. The risk-free interest rate assumption corresponds to the expected term assumption of the stock option and is based on the U.S. Treasury yield curve in effect at the time of grant.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

Changes in stock options for the year ended December 31, 2016 are summarized as follows:

Stock Options	Shares	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Outstanding at December 31, 2015	612,097	\$ 81.58	4.2	\$ 13.7
Granted	—	\$ —		
Exercised	(532,966)	\$ 81.13		
Forfeited or expired	(675 )	\$ 82.80		
Outstanding at December 31, 2016	78,456	\$ 84.58	4.3	\$ 2.9
Exercisable at December 31, 2016	78,456	\$ 84.58	4.3	\$ 2.9

Stock options outstanding at December 31, 2016 were originally granted during the years 2007 through 2015 and are exercisable over periods ending no later than 2025. At December 31, 2015 and 2014, stock options for 557,284 shares and 566,929 shares of our common stock, respectively, were exercisable.

The total intrinsic value of stock options exercised during the years ended December 31, 2016, 2015 and 2014 were \$27.2 million, \$5.3 million and \$4.3 million, respectively.

The following table summarizes information about stock options outstanding at December 31, 2016:

Range of Exercise Prices	Stock Options Outstanding			Stock Options Exercisable		
	Shares	Weighted Average	Remaining Contractual Term (in years)	Weighted Average Exercise Price Per Share	Shares	Weighted Average Exercise Price Per Share
\$60.49-\$71.28	7,438	4.0		\$ 66.80	7,438	\$ 66.80
\$77.00-\$80.45	12,300	4.2		\$ 80.35	12,300	\$ 80.35
\$82.64-\$82.80	37,215	5.1		\$ 82.80	37,215	\$ 82.80
\$88.04-\$110.76	19,190	2.4		\$ 92.44	19,190	\$ 92.44
\$125.76-\$129.54	2,313	8.5		\$ 127.63	2,313	\$ 127.63
	78,456				78,456	

As of December 31, 2016, there was no unrecognized compensation expense as all of our outstanding stock options were fully vested. The total fair value of stock options vested during the years ended December 31, 2016, 2015 and 2014 were \$0.8 million, \$1.6 million and \$2.7 million, respectively.

Cash received from the exercise of Dun & Bradstreet stock options for the year ended December 31, 2016 was \$39.3 million. The expected tax benefit associated with the tax deduction from the exercise of stock options totaled \$10.3 million for the year ended December 31, 2016.

Employee Stock Purchase Plan

On May 6, 2015, our shareholders approved The Dun & Bradstreet Corporation 2015 Employee Stock Purchase Plan ("2015 ESPP") which authorized the issuance of up to 1,000,000 shares of our common stock plus any shares remaining and available for issuance under The Dun & Bradstreet Corporation 2000 Employee Stock Purchase Plan ("2000 ESPP"). At December 31, 2016, 273,310 shares were remaining and available from the 2000 ESPP. At December 31,

2016, 1,223,272 shares of common stock (inclusive of the remaining shares from the 2000 ESPP) were available for future grants under the 2015 ESPP.

Under the terms of the 2015 ESPP, employees can acquire shares of our common stock at semi-annual intervals at a 15% discount and subject to certain limitations set forth in the 2015 ESPP. The purchase price is 85% of the lower of the average of the high and low prices of our stock (i) on the first trading day of the offering period or (ii) on the purchase date. The 2015

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

ESPP was implemented November 1, 2015 and the first purchase occurred on April 29, 2016. Under the 2015 ESPP, we sold 50,038 shares to employees for the year ended December 31, 2016.

Expense associated with the 2015 ESPP is based on the fair value of the first day of the offering period which is calculated using the Black-Scholes option valuation model that used the weighted average assumptions in the following table:

	2016	2015	2014
Expected stock price volatility	23%	21%	N/A
Expected dividend yield	1.6%	1.6%	N/A
Expected term (in years)	0.5	0.5	N/A
Risk-free interest rate	0.38%	0.80%	N/A
Fair value of options granted	\$24.84	\$23.32	N/A

Expected stock price volatility assumption is derived from the historical volatility of our common stock. The expected dividend yield assumption is determined by dividing the anticipated annual dividend payment by the stock price on the date of grant. The expected term assumption is equal to the six month offering period. The risk-free interest rate assumption corresponds to the expected term assumption of the option and is based on the U.S. Treasury yield curve in effect at the time of grant.

Under the terms of the 2000 ESPP, employees purchased our common stock at a 15% discount from market value, subject to certain limitations as set forth in the 2000 ESPP. The purchase price of the stock on the date of purchase is 85% of the average of the high and low prices of our stock on the last trading day of the month. Under the 2000 ESPP, we sold 43,695 and 42,958 shares to employees for the years ended December 31, 2015 and 2014, respectively. Cash received from employees participating in our ESPP for the year ended December 31, 2016 was \$4.7 million.

## Note 12. Lease Commitments and Contractual Obligations

## Leases

Most of our operations are conducted from leased facilities, which are under operating leases that expire over the next ten years, with the majority expiring within five years. Our corporate office is located at 103 JFK Parkway, Short Hills, New Jersey 07078, in a 123,000-square-foot property that we lease. This property also serves as our executive offices. In December 2014, we supplemented this space with the addition of 69,280 square feet of leased office space located at 101 JFK Parkway, Short Hills, New Jersey. Both of these leases are co-terminus and expire on February 28, 2023, with two five-year renewal options.

We also lease certain computer and other equipment under operating leases that expire over the next three to five years, respectively. These computer and other equipment leases are frequently renegotiated as advancements in computer technology provide opportunities to lower costs and improve performance. Rental expenses under operating leases (cancelable and non-cancelable) were \$32.4 million, \$27.4 million, and \$25.5 million for the years ended December 31, 2016, 2015 and 2014, respectively.

## Other Contractual Obligations

## Axiom Corporation and Ensono, L.P.

We currently outsource certain of our product and technology capabilities in North America and our fulfillment processes in Europe to Axiom in order to increase the speed, data processing and matching capabilities for our global sales and marketing customers. At December 31, 2016, the agreement had a remaining term of one year through the end of 2017 with a remaining obligation of approximately \$15 million.

We currently also have outsourcing agreements with Ensono, L.P. (as assignee of Axiom) related to certain infrastructure management services for our North America markets and our data center operations in Ireland. The outsourcing services include data center operations, technology help desk and network management functions. The agreements were originally entered into with Axiom which was assigned to Ensono Holdco, Inc. (or formerly known as Aspen Holdco, Inc.) effective July 31, 2015 due to the divestiture of Axiom's IT outsourcing business. Ensono Holdco, Inc. subsequently reassigned these agreements to its subsidiary Ensono, L.P. Effective January 1, 2017, we entered into a new five year agreement with Ensono L.P. with a minimum commitment of approximately \$159

million.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

We incurred costs of approximately \$81 million, \$85 million and \$83 million under all of these outsourcing agreements for the years ended December 31, 2016, 2015 and 2014, respectively. At December 31, 2016, total payments to Acxiom and Ensono, L.P. over the remaining terms of all contracts will aggregate to approximately \$174 million, assuming no further extension.

These agreements provide for typical adjustments due to changes in volume, inflation and incremental project work.

**Cognizant Technology Solutions**

Effective June 1, 2015, we entered into a three-year fixed price agreement with Cognizant Technology Solutions (“CTS”). Under the agreement, CTS provides global maintenance and support to more efficiently allow for consistent support levels, cost effectiveness, and overall vendor management. CTS supports our daily applications systems with the objective to improve customer satisfaction.

We incurred costs of approximately \$17 million and \$10 million related to this agreement in 2016 and 2015, respectively. At December 31, 2016 total payments over the remaining term of the agreement through May 2018 will aggregate to approximately \$28 million.

We can terminate the agreement at any time with six months’ prior written notice.

**Convergys Customer Management Group**

In December 2010, we entered into a six-year business process outsourcing agreement with Convergys Customer Management Group (“CCMG”) in order to enhance our customer contact center solution. The primary scope of the agreement includes the following services for our North America business: (i) Inbound Customer Service, which principally involves the receipt of, response to and resolution of inquiries received from customers; (ii) Outbound Customer Service, which principally involves the collection, compilation and verification of information contained in our databases; and (iii) Data Update Service, which principally involves the bulk or discrete updates to the critical data elements about companies in our databases. In December 2011, we also signed a separate five-year agreement related to the hosted telephony solution to support our small business customers’ telesales team. Effective January 1, 2015, these agreements were combined and modified, and the terms were extended through December 2022. During 2016, we modified the agreement to reduce our commitment and terminate the small business telephony service.

We incurred costs of approximately \$18 million, \$18 million, and \$20 million for the years ended December 31, 2016, 2015, and 2014, respectively. At December 31, 2016 total payments to CCMG over the remaining terms of the above contracts will aggregate to approximately \$89 million.

The agreements specify service level commitments required of CCMG for achievement of our customer satisfaction targets and our overall satisfaction. The agreements also specify a methodology for calculating credits to us if CCMG fails to meet certain service levels.

The following table quantifies our future contractual obligations as discussed above as of December 31, 2016:

Contractual Obligations	2017	2018	2019	2020	2021	Thereafter	Total
Operating Leases	\$31.7	\$29.9	\$27.2	\$25.7	\$24.2	\$ 62.1	\$200.8
Obligations to Outsourcers	\$140.2	\$80.1	\$48.7	\$39.7	\$33.2	\$ 15.8	\$357.7

The table above excludes pension obligations for which funding requirements are uncertain, excludes long-term contingent liabilities and excludes unrecognized tax benefits. Our obligations with respect to pension and postretirement medical benefit plans are described in Note 10 to the consolidated financial statements included in this Annual Report on Form 10-K. Our long-term contingent liabilities with respect to legal matters are discussed in Note 13 to the consolidated financial statements included in this Annual Report on Form 10-K. Our obligations with respect to senior notes, term loan and credit facilities are discussed in Note 6 to the consolidated financial statements included in this Annual Report on Form 10-K. Our obligations with respect to unrecognized tax benefits are discussed in Note 5 to the consolidated financial statements included in this Annual Report on Form 10-K.



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(Tabular dollar amounts in millions, except per share data)

## Note 13. Contingencies

We are involved in legal proceedings, claims and litigation arising in the ordinary course of business for which we believe that we have adequate reserves, and such reserves are not material to the consolidated financial statements. We record a liability when management believes that it is both probable that a liability has been incurred and we can reasonably estimate the amount of the loss. For such matters where management believes a liability is not probable but is reasonably possible, a liability is not recorded; instead, an estimate of loss or range of loss, if material individually or in the aggregate, is disclosed if reasonably estimable, or a statement will be made that an estimate of loss cannot be made. Once we have disclosed a matter that we believe is or could be material to us, we continue to report on such matter until there is finality of outcome or until we determine that disclosure is no longer warranted. Further, other than specifically stated below to the contrary, we believe our estimate of the aggregate range of reasonably possible losses, in excess of established reserves, for our legal proceedings was not material at December 31, 2016. In addition, from time to time, we may be involved in additional matters, which could become material and for which we may also establish reserve amounts, as discussed below. In accordance with ASC 450, "Contingencies," or "ASC 450," as of December 31, 2016, we have established a reserve of approximately \$30 million with respect to the matters set forth below.

## China Operations

On March 18, 2012, we announced we had temporarily suspended our Shanghai Roadway D&B Marketing Services Co. Ltd. ("Roadway") operations in China, pending an investigation into allegations that its data collection practices may have violated local Chinese consumer data privacy laws. Thereafter, the Company decided to permanently cease the operations of Roadway. In addition, we have been reviewing certain allegations that we may have violated the Foreign Corrupt Practices Act and certain other laws in our China operations. As previously reported, we voluntarily contacted the Securities and Exchange Commission ("SEC") and the United States Department of Justice ("DOJ") to advise both agencies of our investigation, and we are continuing to meet with representatives of both the SEC and DOJ in connection therewith. Our investigation remains ongoing and is being conducted at the direction of the Audit Committee.

On September 28, 2012, Roadway was charged in a Bill of Prosecution, along with five former employees, by the Shanghai District Prosecutor with illegally obtaining private information of Chinese citizens. On December 28, 2012, the Chinese court imposed a monetary fine on Roadway and fines and imprisonment on four former Roadway employees. A fifth former Roadway employee was separated from the case.

For the years ended December 31, 2016, 2015 and 2014, we incurred \$2.0 million, \$1.6 million and \$3.7 million, respectively, of legal and other professional fees related to matters in China.

As our investigation and our discussions with both the SEC and DOJ are ongoing, we cannot yet predict the ultimate outcome of the matter or its ultimate impact on our business, financial condition or results of operations. Based on our discussions with the SEC and DOJ, including indications from the SEC of its estimate of the amount of net benefit potentially earned by the Company as a result of the challenged activities, we continue to believe that it is probable that the Company will incur a loss related to the government's investigation. The DOJ also advised the Company in February 2015 that they will be proposing terms of a potential settlement, but we are unable to predict the timing or terms of any such proposal. We continue to have follow-up meetings with the SEC and DOJ, most recently meeting with the SEC in June 2016 and with the DOJ in October 2016, and the parties are still discussing the evidence and other factors to help bring this matter to resolution. In our June 2016 meetings with the SEC, the SEC provided us with its current net benefit calculations, but has not indicated whether it will impose additional penalties. In accordance with ASC 450, an amount in respect of this matter has been accrued in the consolidated financial statements during the second quarter of 2016. We are still in discussions with the DOJ to determine what range of penalties the DOJ might propose. Accordingly, we remain unable at this time to reasonably estimate the final amount or ultimate range of any loss, although it is possible that the amount of such additional loss could be material.

Dun & Bradstreet Credibility Corp. Class Action Litigations

In May 2015, the Company acquired the parent company of DBCC pursuant to a merger transaction and, as a result, assumed all of DBCC's obligations in the class action litigation matters described below. As described in Note 18 to our consolidated financial statements included in this Annual Report on Form 10-K, a part of the merger consideration was placed in escrow to indemnify the Company against a portion of the losses, if any, arising out of such class action litigation matters, subject to a cap and other conditions. In June 2016, we agreed to release the escrows after the Company was indemnified for \$2.0 million out of such escrow accounts.

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O&R Construction, LLC v. Dun & Bradstreet Credibility Corp., et al., No. 2:12 CV 02184 (TSZ) (W.D. Wash.)  
On December 13, 2012, plaintiff O&R Construction LLC filed a putative class action in the United States District Court for the Western District of Washington against the Company and DBCC. In May 2015, the Company acquired the parent company of DBCC, Credibility. The complaint alleged, among other things, that defendants violated the antitrust laws, used deceptive marketing practices to sell the CreditBuilder credit monitoring products and allegedly misrepresented the nature, need and value of the products. The plaintiff purports to sue on behalf of a putative class of purchasers of CreditBuilder and seeks recovery of damages and equitable relief.  
DBCC was served with the complaint on December 14, 2012. The Company was served with the complaint on December 17, 2012. On February 18, 2013, the defendants filed motions to dismiss the complaint. On April 5, 2013, plaintiff filed an amended complaint in lieu of responding to the motion. The amended complaint dropped the antitrust claims and retained the deceptive practices allegations. The defendants filed new motions to dismiss the amended complaint on May 3, 2013. On August 23, 2013, the Court heard the motions and denied DBCC's motion but granted the Company's motion. Specifically, the Court dismissed the contract claim against the Company with prejudice, and dismissed all the remaining claims against the Company without prejudice. On September 23, 2013, plaintiff filed a Second Amended Complaint ("SAC"). The SAC alleges claims for negligence, defamation and unfair business practices under Washington state law against the Company for alleged inaccuracies in small business credit reports. The SAC also alleges liability against the Company under a joint venture or agency theory for practices relating to CreditBuilder®. As against DBCC, the SAC alleges claims for negligent misrepresentation, fraudulent concealment, unfair and deceptive acts, breach of contract and unjust enrichment. DBCC filed a motion to dismiss the claims that were based on a joint venture or agency liability theory. The Company filed a motion to dismiss the SAC. On January 9, 2014, the Court heard argument on the defendants' motions. It dismissed with prejudice the claims against the defendants based on a joint venture or agency liability theory. The Court denied the Company's motion with respect to the negligence, defamation and unfair practices claims. On January 23, 2014, the defendants answered the SAC. At a court conference on December 17, 2014, plaintiff informed the Court that it would not be seeking to certify a nationwide class, but instead limit the class to CreditBuilder purchasers in Washington. On May 29, 2015, plaintiff filed motions for class certification against the Company and DBCC. On July 29, 2015, Defendants filed oppositions to the motions for class certification.  
On September 16, 2015, plaintiff filed reply briefs in support of the motions for class certification. At the request of the parties, on October 30, 2015, the Court entered an order striking plaintiff's class certification motions without prejudice and striking all upcoming deadlines while the parties negotiated a written settlement agreement. On February 11, 2016, the parties entered into a written settlement term sheet, and on May 16, 2016 the parties executed a settlement agreement, which was subject to Court approval. On May 17, 2016, plaintiff filed an Unopposed Motion for Preliminary Approval of the Class Action Settlement. On August 9, 2016, the Court denied plaintiff's motion without prejudice and directed the parties to file either a renewed motion for preliminary approval of the class action settlement or a joint status report. On October 14, 2016, the parties entered into an amended settlement agreement, which amended some of the non-monetary terms of the agreement. On the same day, plaintiff filed with the Court the amended settlement agreement together with an unopposed renewed motion for preliminary approval of the amended settlement. On December 22, 2016, the Court denied plaintiff's renewed motion and directed the parties to file either a renewed motion for preliminary approval of the class action settlement or a joint status report within 70 days. The parties plan to file a renewed motion for preliminary approval.  
Our ultimate liability related to this matter is contingent upon our insurance coverage and we do not expect the impact will be material to our financial results (see further discussion of Sentry matter below).  
Die-Mension Corporation v. Dun & Bradstreet Credibility Corp. et al., No. 2:14-cv-00855 (TSZ) (W.D. Wash.) (filed as No. 1:14-cv-392 (N.D. Oh.))  
On February 20, 2014, plaintiff Die-Mension Corporation ("Die-Mension") filed a putative class action in the United States District Court for the Northern District of Ohio against the Company and DBCC, purporting to sue on behalf of a putative class of all purchasers of a CreditBuilder product in the United States or in such state(s) as the Court may

certify. The complaint alleged that DBCC used deceptive marketing practices to sell the CreditBuilder credit monitoring products. As against the Company, the complaint alleged a violation of Ohio's Deceptive Trade Practices Act ("DTPA"), defamation, and negligence. As against DBCC, the complaint alleged violations of the DTPA, negligent misrepresentation and concealment.

On March 4, 2014, in response to a direction from the Ohio court, Die-Mension withdrew its original complaint and filed an amended complaint. The amended complaint contains the same substantive allegations as the original complaint, but limits the purported class to small businesses in Ohio that purchased the CreditBuilder product. On March 12, 2014, DBCC agreed to

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

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waive service of the amended complaint and on March 13, 2014, the Company agreed to waive service. On May 5, 2014, the Company and DBCC filed a Joint Motion to Transfer the litigation to the Western District of Washington. On June 9, 2014, the Ohio court issued an order granting the Defendants' Joint Motion to Transfer. On June 22, 2014, the case was transferred to the Western District of Washington. Pursuant to an order entered on December 17, 2014 by the Washington court, this case was coordinated for pre-trial discovery purposes with related cases transferred to the Western District of Washington. On January 6, 2015, the Court entered a stipulation and order setting forth the case management schedule. On January 15, 2015, Defendants filed motions to dismiss the amended complaint. In response, Die-Mension filed a second amended complaint on March 13, 2015. On April 3, 2015, Defendants filed motions to dismiss the second amended complaint, and on May 22, 2015, Die-Mension filed its oppositions to the motions. Defendants filed reply briefs on June 12, 2015. On July 17, 2015, Die-Mension filed motions for class certification against the Company and DBCC. On September 9, 2015, the Washington court entered an order denying the Company's motion to dismiss, and on September 10, 2015, it entered an order granting DBCC's motion to dismiss without prejudice. At the request of the parties, on October 30, 2015, the Court entered an order striking plaintiff's class certification motions without prejudice and striking all upcoming deadlines while the parties negotiated a written settlement agreement. On February 11, 2016, the parties entered into a written settlement term sheet, and on May 16, 2016, the parties executed a settlement agreement, which was subject to Court approval. On May 17, 2016, plaintiff filed an Unopposed Motion for Preliminary Approval of the Class Action Settlement. On August 9, 2016, the Court denied plaintiff's motion without prejudice and directed the parties to file either a renewed motion for preliminary approval of the class action settlement or a joint status report. On October 14, 2016, the parties entered into an amended settlement agreement, which amended some of the non-monetary terms of the agreement. On the same day, plaintiff filed with the Court the amended settlement agreement together with an unopposed renewed motion for preliminary approval of the amended settlement. On December 22, 2016, the Court denied plaintiff's renewed motion and directed the parties to file either a renewed motion for preliminary approval of the class action settlement or a joint status report within 70 days. The parties plan to file a renewed motion for preliminary approval.

Our ultimate liability related to this matter is contingent upon our insurance coverage and we do not expect the impact will be material to our financial results (see further discussion of Sentry matter below).

Vinotemp International Corporation and CPrint®, Inc. v. Dun & Bradstreet Credibility Corp., et al., No. 2:14-cv-01021 (TSZ) (W.D. Wash.) (filed as No. 8:14-cv-00451 (C.D. Cal.))

On March 24, 2014, plaintiffs Vinotemp International Corporation ("Vinotemp") and CPrint®, Inc. ("CPrint") filed a putative class action in the United States District Court for the Central District of California against the Company and DBCC. Vinotemp and CPrint purport to sue on behalf of all purchasers of DBCC's CreditBuilder product in the state of California. The complaint alleges that DBCC used deceptive marketing practices to sell the CreditBuilder credit monitoring products, in violation of §17200 and §17500 of the California Business and Professions Code. The complaint also alleges negligent misrepresentation and concealment against DBCC. As against the Company, the complaint alleges that the Company entered false and inaccurate information on credit reports in violation of §17200 of the California Business and Professions Code, and also alleges negligence and defamation claims.

On March 31, 2014, the Company agreed to waive service of the complaint and on April 2, 2014, DBCC agreed to waive service. On June 13, 2014, the Company and DBCC filed a Joint Unopposed Motion to Transfer the litigation to the Western District of Washington. On July 2, 2014, the California court granted the Defendants' Joint Motion to Transfer, and on July 8, 2014, the case was transferred to the Western District of Washington. Pursuant to an order entered on December 17, 2014 by the Washington court, this case was coordinated for pre-trial discovery purposes with related cases transferred to the Western District of Washington. On January 6, 2015, the Court entered a stipulation and order setting forth the case management schedule. On January 15, 2015, Defendants filed motions to dismiss the complaint. In response, plaintiffs filed an amended complaint on March 13, 2015. On April 3, 2015, Defendants filed motions to dismiss the amended complaint, and on May 22, 2015, plaintiffs filed their oppositions to the motions. Defendants filed reply briefs on June 12, 2015. On July 17, 2015, Plaintiffs filed motions for class certification against the Company and DBCC. On September 9, 2015, the Washington court entered an order denying

the Company's motion to dismiss. At the request of the parties, on October 30, 2015, the Court entered an order striking plaintiff's class certification motions and DBCC's motion to dismiss without prejudice and striking all upcoming deadlines while the parties negotiated a written settlement agreement. On February 11, 2016, the parties entered into a written settlement term sheet, and on May 16, 2016, the parties executed a settlement agreement, which was subject to Court approval. On May 17, 2016, plaintiffs filed an Unopposed Motion for Preliminary Approval of the Class Action Settlement. On August 9, 2016, the Court denied plaintiffs' motion without prejudice and directed the parties to file either a renewed motion for preliminary approval of the class action settlement or a joint status report. On October 14, 2016, the parties entered into an amended settlement agreement, which amended some of the non-monetary terms of the agreement. On the same day, plaintiffs filed with the Court the amended settlement agreement together with an unopposed renewed motion for preliminary approval of

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the amended settlement. On December 22, 2016, the Court denied plaintiffs' renewed motion and directed the parties to file either a renewed motion for preliminary approval of the class action settlement or a joint status report within 70 days. The parties plan to file a renewed motion for preliminary approval.

Our ultimate liability related to this matter is contingent upon our insurance coverage and we do not expect the impact will be material to our financial results (see further discussion of Sentry matter below).

Flow Sciences Inc. v. Dun & Bradstreet Credibility Corp., et al., No. 2:14-cv-01404 (TSZ) (W.D. Wash.) (filed as No. 7:14-cv-128 (E.D.N.C.))

On June 13, 2014, plaintiff Flow Sciences Inc. ("Flow Sciences") filed a putative class action in the United States District Court for the Eastern District of North Carolina against the Company and DBCC. Flow Sciences purports to sue on behalf of all purchasers of DBCC's CreditBuilder product in the state of North Carolina. The complaint alleges that the Company and DBCC engaged in deceptive practices in connection with DBCC's sale of the CreditBuilder credit monitoring products, in violation of North Carolina's Unfair Trade Practices Act, N.C. Gen. Stat. § 75-1.1 et seq. In addition, as against the Company, the complaint alleges negligence and defamation claims. The complaint also alleges negligent misrepresentation and concealment against DBCC.

On June 18, 2014, DBCC agreed to waive service of the complaint and on June 26, 2014, the Company agreed to waive service of the complaint. On August 4, 2014, the Company and DBCC filed a Joint Unopposed Motion to Transfer the litigation to the Western District of Washington. On September 8, 2014, the North Carolina court granted the motion to transfer, and on September 9, 2014, the case was transferred to the Western District of Washington. Pursuant to an order entered on December 17, 2014 by the Washington court, this case was coordinated for pre-trial discovery purposes with related cases transferred to the Western District of Washington. On January 6, 2015, the Court entered a stipulation and order setting forth the case management schedule. On January 15, 2015, Defendants filed motions to dismiss the complaint. In response, Flow Sciences filed an amended complaint on March 13, 2015. On April 3, 2015, Defendants filed motions to dismiss the amended complaint, and on May 22, 2015, Flow Science filed its oppositions to the motions. Defendants filed reply briefs on June 12, 2015. On July 17, 2015, Flow Sciences filed motions for class certification against the Company and DBCC. On September 9, 2015, the Washington court entered an order denying the Company's motion to dismiss and on October 19, 2015, it entered an order denying DBCC's motion to dismiss. At the request of the parties, on October 30, 2015, the Court entered an order striking plaintiff's class certification motions without prejudice and striking all upcoming deadlines while the parties negotiated a written settlement agreement. On February 11, 2016, the parties entered into a written settlement term sheet, and on May 16, 2016, the parties executed a settlement agreement, which was subject to Court approval. On May 17, 2016, plaintiff filed an Unopposed Motion for Preliminary Approval of the Class Action Settlement. On August 9, 2016, the Court denied plaintiff's motion without prejudice and directed the parties to file either a renewed motion for preliminary approval of the class action settlement or a joint status report. On October 14, 2016, the parties entered into an amended settlement agreement, which amended some of the non-monetary terms of the agreement. On the same day, plaintiff filed with the Court the amended settlement agreement together with an unopposed renewed motion for preliminary approval of the amended settlement. On December 22, 2016, the Court denied plaintiff's renewed motion and directed the parties to file either a renewed motion for preliminary approval of the class action settlement or a joint status report within 70 days. The parties plan to file a renewed motion for preliminary approval. Our ultimate liability related to this matter is contingent upon our insurance coverage and we do not expect the impact will be material to our financial results (see further discussion of Sentry matter below).

Altaflo, LLC v. Dun & Bradstreet Credibility Corp., et al., No. 2:14-cv-01288 (TSZ) (W.D. Wash.) (filed as No. 2:14-cv-03961 (D.N.J.))

On June 20, 2014, plaintiff Altaflo, LLC ("Altaflo") filed a putative class action in the United States District Court for the District of New Jersey against the Company and DBCC. Altaflo purports to sue on behalf of all purchasers of DBCC's CreditBuilder product in the state of New Jersey. The complaint alleges that the Company and DBCC engaged in deceptive practices in connection with DBCC's sale of the CreditBuilder credit monitoring products, in violation of the New Jersey Consumer Fraud Act, N.J. Stat. § 56:8-1 et seq. In addition, as against the Company, the

complaint alleges negligence and defamation claims. The complaint also alleges negligent misrepresentation and concealment against DBCC.

On June 26, 2014, the Company agreed to waive service of the complaint, and on July 2, 2014, DBCC agreed to waive service. On July 29, 2014, the Company and DBCC filed a Joint Unopposed Motion to Transfer the litigation to the Western District of Washington. On July 31, 2014, the New Jersey court granted the Defendants' Joint Motion to Transfer, and the case was transferred to the Western District of Washington on August 20, 2014. Pursuant to an order entered on December 17, 2014



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by the Washington court, this case was coordinated for pre-trial discovery purposes with related cases transferred to the Western District of Washington. On January 6, 2015, the Court entered a stipulation and order setting forth the case management schedule. On January 15, 2015, Defendants filed motions to dismiss the complaint. In response, Altaflo filed an amended complaint on March 13, 2015. On April 3, 2015, Defendants filed motions to dismiss the amended complaint, and on May 22, 2015, Altaflo filed its oppositions to the motions. Defendants filed reply briefs on June 12, 2015. On July 17, 2015, Altaflo filed motions for class certification against the Company and DBCC. On September 9, 2015, the Washington court entered an order denying the Company's motion to dismiss, and on October 19, 2015, it entered an order granting DBCC's motion to dismiss without prejudice. At the request of the parties, on October 30, 2015, the Court entered an order striking plaintiff's class certification motions without prejudice and striking all upcoming deadlines while the parties negotiated a written settlement agreement. On February 11, 2016, the parties entered into a written settlement term sheet, and on May 16, 2016, the parties executed a settlement agreement, which was subject to Court approval. On May 17, 2016, plaintiff filed an Unopposed Motion for Preliminary Approval of the Class Action Settlement. On August 9, 2016, the Court denied plaintiff's motion without prejudice and directed the parties to file either a renewed motion for preliminary approval of the class action settlement or a joint status report. On October 14, 2016, the parties entered into an amended settlement agreement, which amended some of the non-monetary terms of the agreement. On the same day, plaintiff filed with the Court the amended settlement agreement together with an unopposed renewed motion for preliminary approval of the amended settlement. On December 22, 2016, the Court denied plaintiff's renewed motion and directed the parties to file either a renewed motion for preliminary approval of the class action settlement or a joint status report within 70 days. The parties plan to file a renewed motion for preliminary approval.

Our ultimate liability related to this matter is contingent upon our insurance coverage and we do not expect the impact will be material to our financial results (see further discussion of Sentry matter below).

Sentry Insurance, a Mutual Company v. The Dun & Bradstreet Corporation and Dun & Bradstreet, Inc., No. 2:15-cv-01952 (SRC) (D.N.J.)

On March 17, 2015, Sentry Insurance filed a Declaratory Judgment Action in the United States District Court for the District of New Jersey against The Dun & Bradstreet Corporation and Dun & Bradstreet, Inc. (collectively, the "Dun & Bradstreet"). The Complaint seeks a judicial declaration that Sentry, which issued a General Commercial Liability insurance policy (the "CGL Policy"), to Dun & Bradstreet, does not have a duty under the CGL Policy to provide Dun & Bradstreet with a defense or indemnification in connection with five putative class action complaints (the "Class Actions") filed against the Company and DBCC. Against Dun & Bradstreet, the Class Actions complaints allege negligence, defamation and violations of state laws prohibiting unfair and deceptive practices in connection with DBCC's marketing and sale of credit monitoring products. Sentry's Complaint alleges that Dun & Bradstreet is not entitled to a defense or indemnification for any losses it sustains in the Class Actions because the underlying claims in the Class Actions fall within various exceptions in the CGL policy, including exclusions for claims: (i) that arise from Dun and Bradstreet's provision of "professional services"; (ii) that are based on intentional or fraudulent acts; and (iii) that are based on conduct that took place prior to the beginning of the CGL Policy periods. We do not believe the exclusions are applicable under governing law interpreting similar provisions.

On March 26, 2015, Sentry filed and served an Amended Complaint which added several exhibits but did not otherwise materially differ from the original Complaint. Dun & Bradstreet filed an Answer to the Amended Complaint on April 16, 2015 and also asserted counterclaims. The coverage litigation was then temporarily stayed while the parties engaged in informal settlement discussions which did not resolve the matter.

On June 30, 2016, Dun & Bradstreet filed a motion to join National Union Fire Insurance Company of Pittsburgh ("National Union") as an additional party due to National Union's separate obligations under an errors & omissions policy to indemnify Dun & Bradstreet for its losses in the Class Actions. The motion to join National Union was granted and, on August 2, 2016, Dun & Bradstreet filed a Third Party Complaint. On October 31, 2016, National Union filed its Answer to Dun & Bradstreet's Complaint.

A discovery conference with the Court was held on November 16, 2016, and a Joint Discovery Plan was entered by the Court. A discovery status conference with the Court was subsequently held on February 7, 2017. Discovery is now underway. The parties have agreed to participate in a mediation in an attempt to resolve the dispute before proceeding with additional fact discovery.

As discussed above, at the Court's direction, the parties in the underlying Class Actions have negotiated amendments to the settlement agreement in the Class Actions and on October 14, 2016, plaintiffs file a renewed motion seeking preliminary approval of the amended class action settlement. On December 22, 2016, the Court denied that motion without prejudice and

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

directed the parties in the underlying Class Actions to file either a renewed motion for preliminary approval of the class action settlement or a joint status report within 70 days. The parties plan to file a renewed motion for preliminary approval.

Previously, Dun & Bradstreet and National Union had discussed entering into an Interim Funding Agreement, under which National Union would fund the Dun & Bradstreet's share of the settlement amount in the Class Actions (less the policy's retention), with both the Dun & Bradstreet and National Union continuing to reserve their respective rights. The proposed Interim Funding Agreement has not been formally negotiated or finalized at this time.

Dun & Bradstreet is continuing to investigate the allegations in this matter, and discovery in this action is still in the early stages. In accordance with ASC 450 Contingencies, we therefore do not have sufficient information upon which to determine that a loss in connection with this matter is probable, reasonably possible or estimable, and thus no reserve has been established nor has a range of loss been disclosed.

Jeffrey A. Thomas v. Dun & Bradstreet Credibility Corp., No. 2:15 cv 03194-BRO-GJS (C.D. Cal.)

On April 28, 2015, Jeffrey A. Thomas ("Plaintiff") filed suit against DBCC in the United States District Court for the Central District of California. The complaint alleges that DBCC violated the Telephone Consumer Protection Act ("TCPA") (47 U.S.C. § 227) because it placed telephone calls to Plaintiff's cell phone using an automatic telephone dialing system ("ATDS"). The TCPA generally prohibits the use of an ATDS to place a call to a cell phone for non-emergency purposes and without the prior express written consent of the called party. The TCPA provides for statutory damages of \$500 per violation, which may be trebled to \$1,500 per violation at the discretion of the court if the plaintiff proves the defendant willfully violated the TCPA. Plaintiff sought to represent a class of similarly situated individuals who received calls on their cell phones from an ATDS. DBCC was served with a copy of the summons and complaint on April 30, 2015. On May 22, 2015, the Company made a statutory offer of judgment. Plaintiff did not respond to the offer. DBCC filed a motion to dismiss the complaint on June 12, 2015, which the Court denied on August 5, 2015. DBCC filed an Answer and asserted its Affirmative Defenses on November 12, 2015. Discovery commenced and the Court issued a schedule for amended pleadings, discovery, the filing of any class certification motion and trial.

During the discovery period, the parties agreed to attempt to settle the dispute through mediation. On June 2, 2016, the parties conducted one day of mediation, and shortly after the mediation, the parties reached an agreement to settle the dispute on a class-wide basis. Since that time the parties have finalized a written settlement agreement and all attendant documents. On September 8, 2016, Plaintiff filed an unopposed motion seeking preliminary approval of the class action settlement. On September 26, 2016, the parties appeared for a hearing on the motion for preliminary approval, after which the Court entered an Order granting the motion, conditionally certifying a settlement class, approving the class action settlement and approving the parties' plan to give notice to class members. The Court scheduled a final approval hearing for March 20, 2017, after the settlement has been administered.

In accordance with ASC 450, a reserve has been accrued by the Company for this matter in the consolidated financial statements during the second quarter of 2016.

**Other Matters**

In addition, in the normal course of business, and including without limitation, our merger and acquisition activities, strategic relationships and financing transactions, Dun & Bradstreet indemnifies other parties, including customers, lessors and parties to other transactions with Dun & Bradstreet, with respect to certain matters. Dun & Bradstreet has agreed to hold the other parties harmless against losses arising from a breach of representations or covenants, or arising out of other claims made against certain parties. These agreements may limit the time within which an indemnification claim can be made and the amount of the claim. Dun & Bradstreet has also entered into indemnity obligations with its officers and directors.

Additionally, in certain circumstances, Dun & Bradstreet issues guarantee letters on behalf of our wholly-owned subsidiaries for specific situations. It is not possible to determine the maximum potential amount of future payments under these indemnification agreements due to the limited history of prior indemnification claims and the unique facts and circumstances involved in each particular agreement. Historically, payments made by Dun & Bradstreet under

these agreements have not had a material impact on the consolidated financial statements.

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

Note 14. Segment Information

The operating segments reported below are our segments for which separate financial information is available and upon which operating results are evaluated by management on a timely basis to assess performance and to allocate resources.

Since January 1, 2015, we have managed and reported our business through two segments:

• Americas, which currently consists of our operations in the U.S., Canada, and our Latin America Worldwide Network (we divested our Latin America operations in September 2016); and

• Non-Americas, which currently consists of our operations in the U.K., Greater China, India and our European and Asia Pacific Worldwide Networks (we divested our operations in both the Netherlands and Belgium in November 2016 and our Australian operations in June 2015).

Prior to January 1, 2015, we managed and reported our business through the following three segments:

• North America, which consisted of our operations in the U.S. and Canada;

• Asia Pacific, which primarily consisted of our operations in Australia, Greater China, India and Asia Pacific Worldwide Network; and

• Europe and other International Markets, which primarily consisted of our operations in the U.K., the Netherlands, Belgium, Latin America and our European Worldwide Network.

We have conformed prior period amounts to reflect the new segment structure.

Our customer solution sets are D&B Risk Management Solutions™ and D&B Sales & Marketing Solutions™. Inter-segment sales are immaterial, and no single customer accounted for 10% or more of our total revenue. For management reporting purposes, we evaluate business segment performance before restructuring charges and intercompany transactions, because these charges and transactions are not a component of our ongoing income or expenses and may have a disproportionate positive or negative impact on the results of our ongoing underlying business.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

	For the Years Ended December 31,		
	2016	2015	2014
Revenue:			
Americas	\$1,416.1	\$1,329.1	\$1,260.3
Non-Americas	287.6	308.0	324.2
Consolidated Total	\$1,703.7	\$1,637.1	\$1,584.5
Operating Income (Loss):			
Americas	\$429.5	\$369.3	\$404.8
Non-Americas	59.4	83.1	87.0
Total Segments	488.9	452.4	491.8
Corporate and Other (1)	(129.7 )	(115.4 )	(80.4 )
Consolidated Total	359.2	337.0	411.4
Non-Operating Income (Expense) – Net	(155.6 )	(57.0 )	(71.2 )
Income Before Provision for Income Taxes and Equity in Net Income of Affiliates	\$203.6	\$280.0	\$340.2
Depreciation and Amortization (2):			
Americas	\$53.3	\$44.9	\$35.1
Non-Americas	9.6	10.2	14.6
Total Segments	62.9	55.1	49.7
Corporate and Other	5.7	3.6	2.8
Consolidated Total	\$68.6	\$58.7	\$52.5
Capital Expenditures (3):			
Americas	\$4.3	\$5.3	\$7.9
Non-Americas	2.9	2.0	1.3
Total Segments	7.2	7.3	9.2
Corporate and Other	7.2	5.5	0.6
Consolidated Total	\$14.4	\$12.8	\$9.8
Additions to Computer Software and Other Intangibles (4):			
Americas	\$31.7	\$36.9	\$22.8
Non-Americas	10.2	9.3	6.5
Total Segments	41.9	46.2	29.3
Corporate and Other	3.9	5.8	8.1
Consolidated Total	\$45.8	\$52.0	\$37.4
	At December 31,		
	2016	2015	
Assets (5):			
Americas	\$1,432.6	\$1,451.2	
Non-Americas	555.9	787.1	
Total Segments	1,988.5	2,238.3	
Corporate and Other	220.7	28.2	
Consolidated Total	\$2,209.2	\$2,266.5	



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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

(1) The following table summarizes “Corporate and Other:”

	For the Years Ended		
	December 31,		
	2016	2015	2014
Corporate Costs (a)	\$(78.7 )	\$(69.6 )	\$(62.0 )
Restructuring Expense (b)	(22.1 )	(32.3 )	(14.9 )
Acquisition/Divestiture Related Costs (c)	(1.0 )	(11.3 )	—
Accrual for Legal Matters (d)	(26.0 )	—	—
Legal and Other Professional Fees and Shut-Down Costs Related to Matters in China	(1.9 )	(2.2 )	(3.5 )
Total Corporate and Other	\$(129.7 )	\$(115.4 )	\$(80.4 )

(a) The increases in Corporate Costs for the years ended December 31, 2016 and 2015 as compared to the respective prior year periods were primarily due to higher compensation and office facility expenses as a result of office relocations.

(b) See Note 3 to the consolidated financial statements included in this Annual Report on Form 10-K.

(c) The acquisition-related costs (e.g., banker’s fees) for the year ended December 31, 2015 were primarily related to the

acquisitions of NetProspex and DBCC.

(d) The accrual for legal matters for the year ended December 31, 2016 was related to litigation (Jeffrey A. Thomas v. Dun & Bradstreet Credibility Corp.), net of an indemnification from the DBCC acquisition escrows, and the ongoing SEC and DOJ investigation of our China operations. See Note 13 to the consolidated financial statements included in this Annual Report on Form 10-K.

(2) Includes depreciation and amortization of Property, Plant and Equipment, Computer Software and Other Intangibles.

The increase of \$9.9 million for the year ended December 31, 2016 as compared to the prior year period was primarily in the Americas segment as a result of the acquisition of DBCC in May 2015.

The increase of \$6.2 million for the year ended December 31, 2015 as compared to the prior year period was primarily in the Americas segment as a result of the acquisition of DBCC and NetProspex, partially offset by the effect associated with the completion of the depreciable lives of certain assets.

The increase of \$1.7 million in capital expenditures in the Corporate and Other segment for the year ended

(3) December 31, 2016 as compared to the prior year period was primarily related to the leasehold improvements due to office relocations.

The increase of \$4.9 million in capital expenditures in the Corporate and Other segment for the year ended December 31, 2015 as compared to the prior year period was primarily related to the leasehold improvements associated with the additional office space for our Corporate headquarters.

(4) The decrease of \$6.2 million in additions to computer software and other intangibles for the year ended December 31, 2016 as compared to the year ended December 31, 2015 was mainly due to overall lower planned expenditures. The increase of \$14.6 million in additions to computer software and other intangibles for the year ended December 31, 2015 as compared to the year ended December 31, 2014 was mainly attributed to the increased expenditures on the enhancement of Dun & Bradstreet products and data management infrastructure mainly in the Americas segment.

The decrease in assets in the Americas segment to \$1,432.6 million at December 31, 2016 from \$1,451.2 million at December 31, 2015 was primarily attributable to a decrease in other intangible assets due to normal amortization, and a decrease in goodwill due to the divestiture of our Latin America operations, partially offset by an increase in accounts receivable driven by higher sales in 2016.

(5) The decrease in assets in the Non-Americas segment to \$555.9 million at December 31, 2016 from \$787.1 million at December 31, 2015 was primarily driven by a lower cash balance mainly due to cash remitted in December 2015 from



our foreign operations to the U.S., the divestiture of our operations in Benelux in 2016, and the negative impact of foreign currency translation.

The increase in assets in “Corporate and Other” to \$220.7 million at December 31, 2016 from \$28.2 million at December 31, 2015 was primarily driven by a net increase in cash primarily due to the cash remitted from our foreign operations to the U.S.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

## Supplemental Geographic and Customer Solution Set Information:

	At December 31,	
	2016	2015
Goodwill (6):		
Americas	\$550.5	\$562.6
Non-Americas	101.4	141.4
Consolidated Total	\$651.9	\$704.0
Other Intangibles		
Americas (7)	\$290.7	\$315.8
Non-Americas	5.4	10.4
Consolidated Total	\$296.1	\$326.2
Other Long-Lived Assets (8):		
Americas	\$156.5	\$135.5
Non-Americas	49.4	47.4
Consolidated Total	\$205.9	\$182.9
Total Long-Lived Assets	\$1,153.9	\$1,213.1

Goodwill in Americas decreased to \$550.5 million at December 31, 2016 from \$562.6 million at December 31, (6)2015. The decrease was primarily attributable to the divestiture of our operations in Latin America. See Note 17 to our consolidated financial statements included in this Annual Report on Form 10-K.

Goodwill in Non-Americas decreased to \$101.4 million at December 31, 2016 from \$141.4 million at December 31, 2015. This decrease was primarily due to the divestiture of our operations in Benelux, as well as negative impact of foreign currency translation.

Other intangibles in Americas decreased to \$290.7 million at December 31, 2016 from \$315.8 million at December (7) 31, 2015. This decrease was primarily due to normal amortization for the year ended December 31, 2016.

Other intangibles in Non-Americas decreased to \$5.4 million at December 31, 2016 from \$10.4 million at December 31, 2015. This was primarily due to normal amortization and an asset impairment charge in China for the year ended December 31, 2016.

Other Long-lived assets in Americas increased to \$156.5 million at December 31, 2016 from \$135.5 million at (8) December 31, 2015. This increase was primarily driven by an increase in leasehold improvements associated with office relocations in 2016, and an increase in a note receivable associated with the divestiture of our operations in Latin America.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

	For the Years Ended		
	December 31,		
	2016	2015	2014
Customer Solution Set Revenue:			
Americas:			
Risk Management Solutions	\$775.4	\$733.4	\$701.4
Sales & Marketing Solutions	640.7	595.7	558.9
Americas Total Revenue	\$1,416.1	\$1,329.1	\$1,260.3
Non-Americas:			
Risk Management Solutions	\$236.4	\$244.9	\$260.7
Sales & Marketing Solutions	51.2	63.1	63.5
Non-Americas Total Revenue	\$287.6	\$308.0	\$324.2
Consolidated Total:			
Risk Management Solutions	\$1,011.8	\$978.3	\$962.1
Sales & Marketing Solutions	691.9	658.8	622.4
Consolidated Total Revenue	\$1,703.7	\$1,637.1	\$1,584.5

## Note 15. Supplemental Financial Data

## Other Accrued and Current Liabilities:

	At December	
	31,	
	2016	2015
Restructuring Accruals	\$10.0	\$20.9
Professional Fees (1)	39.3	29.1
Operating Expenses	40.2	45.0
Other Accrued Liabilities (2)	65.1	27.6
Other Accrued and Current Liabilities	\$154.6	\$122.6

(1) The increase in professional fees at December 31, 2016 as compared with the prior year end was primarily related to technology spending as a result of our strategic investments.

(2) The increase in other accrued liabilities at December 31, 2016 as compared with the prior year end was primarily related to the accrual for legal matters of approximately \$30 million recorded during the year ended December 31, 2016. See Note 13 to the consolidated financial statements included in this Annual Report on Form 10-K for further detail.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

## Property, Plant and Equipment – Net:

	At December 31,	
	2016	2015
Land	\$1.0	\$1.0
Buildings	1.6	1.7
Furniture	53.2	53.4
	55.8	56.1
Less: Accumulated Depreciation	35.8	38.1
	20.0	18.0
Leasehold Improvements, less:		
Accumulated Amortization of \$14.8 and \$16.2 as of December 31, 2016 and 2015, respectively	19.4	9.2
Property, Plant and Equipment – Net (3)	\$39.4	\$27.2

The increase in Property, Plant and Equipment - Net at December 31, 2016 compared to prior year end was (3) primarily due to an increase in leasehold improvements associated with office relocations mainly in our Texas and Massachusetts offices.

## Other Income (Expense) – Net:

	For the Years Ended December 31,		
	2016	2015	2014
Loss on Sale of Businesses (4)	\$(95.1 )	\$—	\$—
Effect of Legacy Tax Matters (5)	(1.7 )	(6.9 )	(28.6 )
Miscellaneous Other Income (Expense) – Net (6)	(7.5 )	(0.7 )	(0.9 )
Other Income (Expense) – Net	\$(104.3)	\$(7.6)	\$(29.5)

Loss on Sale of Businesses for the year ended December 31, 2016 was related to the divestitures of our operations (4) in Benelux and Latin America. See Note 17 to the consolidated financial statements included in this Annual Report on Form 10-K for further detail.

During the years ended December 31, 2016 and 2015, we recognized the reduction of a contractual receipt under a (5) tax allocation agreement between Moody's Corporation and Dun & Bradstreet as a result of the expiration of a statute of limitations for the 2012 and 2011 tax years, respectively.

During the year ended December 31, 2014, we recognized the reduction of a contractual receipt under a tax allocation agreement between Moody's Corporation and Dun & Bradstreet as a result of the effective settlement of audits for the 2007 - 2009 tax years and the expiration of a statute of limitations for the 2010 tax year.

Miscellaneous Other Expense increased during the year ended December 31, 2016 as compared to the year ended (6) December 31, 2015 primarily due to an impairment charge recorded in the fourth quarter of 2016 related to a change in our assessment of the recoverability of a non-operating asset as a result of a decline in its projected cash flows.



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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

## Computer Software and Goodwill:

	Computer Software	Goodwill
January 1, 2015	\$ 95.0	\$ 428.1
Additions at Cost (7)	52.7	292.5
Amortization	(28.5 )	—
Write-offs (8)	(11.2 )	—
Other (9)	(5.4 )	(16.6 )
December 31, 2015	102.6	704.0
Additions at Cost (10)	46.1	—
Amortization	(30.8 )	—
Write-offs (11)	(3.5 )	—
Other (12)	(6.3 )	(52.1 )
December 31, 2016	\$ 108.1	\$ 651.9

## (7) Computer Software and Goodwill:

Computer Software - Primarily due to software-related enhancements on products and the purchase of third party licenses.

Goodwill - Related to the acquisitions of NetProspex and DBCC. See Note 18 to the consolidated financial statements included in this Annual Report on Form 10-K.

(8) Computer Software - Primarily due to impairment charges on technology and software assets that were mainly related to our back-office supporting systems and our data management infrastructure in the Americas segment.

(9) Computer Software and Goodwill - Primarily due to the negative impact of foreign currency fluctuations.

(10) Computer Software - Primarily due to software-related enhancements on products and the purchase of third party licenses.

(11) Computer Software - Primarily due to impairment charges on technology and software assets that were mainly related to certain terminated projects in the Americas segment.

(12) Computer Software - Primarily related to the negative impact of foreign currency fluctuations.

Goodwill - Primarily due to a decrease of \$38.8 million related to the divestiture of our operations in Benelux and Latin America in the fourth quarter of 2016 and the negative impact of foreign currency fluctuation of \$6.4 million. See Note 17 to the consolidated financial statements included in this Annual Report on Form 10-K.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

## Other Intangibles (Included in Non-Current Assets):

	Customer Relationships	Trademark and Other	Other Indefinite-Lived Intangibles	Total
January 1, 2015	\$ 9.4	\$ 13.2	\$ 5.2	\$27.8
Acquisitions (13)	89.0	78.2	153.2	320.4
Additions	—	1.6	—	1.6
Amortization	(9.1 )	(13.6 )	—	(22.7 )
Other	(0.5 )	(0.4 )	—	(0.9 )
December 31, 2015	88.8	79.0	158.4	326.2
Additions	—	1.1	—	1.1
Amortization	(12.5 )	(16.0 )	—	(28.5 )
Write-offs	(1.2 )	(0.9 )	—	(2.1 )
Other	(0.5 )	(0.1 )	—	(0.6 )
December 31, 2016 (14)	\$ 74.6	\$ 63.1	\$ 158.4	\$296.1

(13) Related to the acquisitions of NetProspex and DBCC.

(14) Customer Relationships - Net of accumulated amortization of \$25.1 million and \$14.5 million as of December 31, 2016 and 2015, respectively.

Trademark and Other - Net of accumulated amortization of \$91.2 million and \$78.2 million as of December 31, 2016 and 2015, respectively.

## Allowance for Doubtful Accounts:

January 1, 2014	\$23.4
Additions charged to costs and expenses	1.7
Write-offs	(5.8 )
Recoveries	1.4
Other	(0.1 )
December 31, 2014	20.6
Additions charged to costs and expenses	5.1
Write-offs	(6.1 )
Recoveries	1.6
Other	(0.6 )
December 31, 2015	20.6
Additions charged to costs and expenses	5.3
Write-offs	(7.5 )
Recoveries	3.0
Other	2.2
December 31, 2016	\$23.6

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

## Deferred Tax Asset Valuation Allowance:

January 1, 2014	\$37.8
Additions charged (credited) to costs and expenses	2.4
Additions charged (credited) due to foreign currency fluctuations	(2.6 )
Additions charged (credited) to other accounts	(0.8 )
December 31, 2014	36.8
Additions charged (credited) to costs and expenses	6.7
Additions charged (credited) due to foreign currency fluctuations	(3.5 )
Additions charged (credited) to other accounts	(1.7 )
December 31, 2015	38.3
Additions charged (credited) to costs and expenses	(0.2 )
Additions charged (credited) due to foreign currency fluctuations	(3.5 )
Additions charged (credited) to other accounts	(1.4 )
December 31, 2016	\$33.2



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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

## Note 16. Quarterly Financial Data (Unaudited)

	For the Three Months Ended				
	March 31,	June 30,	September 30,	December 31,	Full Year
2016					
Revenue:					
Americas	\$307.0	\$329.1	\$ 338.8	\$ 441.2	\$1,416.1
Non-Americas	68.0	69.7	74.0	75.9	287.6
Consolidated Revenue	\$375.0	\$398.8	\$ 412.8	\$ 517.1	\$1,703.7
Operating Income (Loss):					
Americas	\$69.6	\$83.7	\$ 100.6	\$ 175.6	\$429.5
Non-Americas	13.0	14.2	20.0	12.2	59.4
Total Segments	82.6	97.9	120.6	187.8	488.9
Corporate and Other (1)	(29.4 )	(51.4 )	(23.8 )	(25.1 )	(129.7 )
Consolidated Operating Income	53.2	46.5	96.8	162.7	359.2
Net Income (Loss) from Continuing Operations	30.7	19.9	(26.8 )	82.7	106.5
Less: Net (Income) Loss Attributable to the Noncontrolling Interest	(0.7 )	(1.1 )	(1.7 )	(1.5 )	(5.0 )
Net Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet	30.0	18.8	(28.5 )	81.2	101.5
Income (Loss) from Discontinued Operations, Net of Income Taxes	—	—	—	—	—
Income (Loss) on Disposal of Business, Net of Income Taxes	—	—	(0.9 )	(3.2 )	(4.1 )
Income (Loss) from Discontinued Operations, Net of Income Taxes	—	—	(0.9 )	(3.2 )	(4.1 )
Net Income (Loss) Attributable to Dun & Bradstreet	\$30.0	\$18.8	\$ (29.4 )	\$ 78.0	\$97.4
Basic Earnings (Loss) Per Share of Common Stock:					
Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders	\$0.83	\$0.52	\$ (0.78 )	\$ 2.21	\$2.78
Income (Loss) from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders	—	—	(0.02 )	(0.09 )	(0.11 )
Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders (2)	\$0.83	\$0.52	\$ (0.80 )	\$ 2.12	\$2.67
Diluted Earnings (Loss) Per Share of Common Stock:					
Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders	\$0.82	\$0.51	\$ (0.78 )	\$ 2.19	\$2.76
Income (Loss) from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders	—	—	(0.02 )	(0.09 )	(0.11 )
Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders (2)	\$0.82	\$0.51	\$ (0.80 )	\$ 2.10	\$2.65
Cash Dividends Paid Per Common Share (3)	\$0.48	\$0.48	\$ 0.48	\$ 0.48	\$1.93

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

	For the Three Months Ended				Full Year
	March 31,	June 30,	September 30,	December 31,	
2015					
Revenue:					
Americas	\$280.9	\$302.9	\$ 328.4	\$ 416.9	\$1,329.1
Non-Americas	75.3	72.5	77.8	82.4	308.0
Consolidated Revenue	\$356.2	\$375.4	\$ 406.2	\$ 499.3	\$1,637.1
Operating Income (Loss):					
Americas	\$67.9	\$67.2	\$ 86.4	\$ 147.8	\$369.3
Non-Americas	21.9	18.7	22.8	19.7	83.1
Total Segments	89.8	85.9	109.2	167.5	452.4
Corporate and Other (1)	(24.7 )	(27.7 )	(24.2 )	(38.8 )	(115.4 )
Consolidated Operating Income	65.1	58.2	85.0	128.7	337.0
Net Income (Loss) from Continuing Operations	40.4	30.9	60.1	77.1	208.5
Less: Net (Income) Loss Attributable to the Noncontrolling Interest	(0.9 )	(1.3 )	(0.9 )	(1.2 )	(4.3 )
Net Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet	39.5	29.6	59.2	75.9	204.2
Income from Discontinued Operations, Net of Income Taxes	1.5	0.7	(0.1 )	—	2.1
Loss on Disposal of Business, Net of Income Taxes	—	(38.2 )	(0.1 )	0.8	(37.5 )
Income (Loss) from Discontinued Operations, Net of Income Taxes	1.5	(37.5 )	(0.2 )	0.8	(35.4 )
Net Income (Loss) Attributable to Dun & Bradstreet	\$41.0	\$(7.9 )	\$ 59.0	\$ 76.7	\$168.8
Basic Earnings (Loss) Per Share of Common Stock:					
Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders	\$1.10	\$0.82	\$ 1.64	\$ 2.10	\$5.66
Income (Loss) from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders	0.04	(1.04 )	(0.01 )	0.02	(0.98 )
Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders (2)	\$1.14	\$(0.22 )	\$ 1.63	\$ 2.12	\$4.68
Diluted Earnings (Loss) Per Share of Common Stock:					
Income (Loss) from Continuing Operations Attributable to Dun & Bradstreet Common Shareholders	\$1.08	\$0.81	\$ 1.63	\$ 2.08	\$5.61
Income (Loss) from Discontinued Operations Attributable to Dun & Bradstreet Common Shareholders	0.05	(1.03 )	(0.01 )	0.03	(0.97 )
Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders (2)	\$1.13	\$(0.22 )	\$ 1.62	\$ 2.11	\$4.64
Cash Dividends Paid Per Common Share (3)	\$0.46	\$0.46	\$ 0.46	\$ 0.46	\$1.85

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

(1) The following tables itemize the components of the “Corporate and Other” category of Operating Income (Loss):

	For the Three Months Ended				
	March 31,	June 30,	September 30,	December 31,	Full Year
2016					
Corporate Costs	\$(19.1)	\$(18.4)	\$(20.0)	\$(21.2)	\$(78.7)
Restructuring Expense	(9.7)	(5.9)	(3.2)	(3.3)	(22.1)
Acquisition/Divestiture Related Costs	—	(0.6)	(0.2)	(0.2)	(1.0)
Accrual for Legal Matters	—	(26.0)	—	—	(26.0)
Legal and Other Professional Fees and Shut-Down Costs Related to Matters in China	(0.6)	(0.5)	(0.4)	(0.4)	(1.9)
Total Corporate and Other	\$(29.4)	\$(51.4)	\$(23.8)	\$(25.1)	\$(129.7)

	For the Three Months Ended				
	March 31,	June 30,	September 30,	December 31,	Full Year
2015					
Corporate Costs	\$(16.2)	\$(16.2)	\$(17.4)	\$(19.8)	\$(69.6)
Restructuring Expense	(4.8)	(4.8)	(5.5)	(17.2)	(32.3)
Acquisition/Divestiture Related Costs	(3.3)	(5.9)	(0.8)	(1.3)	(11.3)
Legal and Other Professional Fees and Shut-Down Costs Related to Matters in China	(0.4)	(0.8)	(0.5)	(0.5)	(2.2)
Total Corporate and Other	\$(24.7)	\$(27.7)	\$(24.2)	\$(38.8)	\$(115.4)

The number of weighted average shares outstanding changes as common shares are issued for employee benefit (2) plans and other purposes or as shares are repurchased. For this reason, the sum of quarterly earnings per share may not be the same as earnings per share for the year.

(3) The sum of quarterly Cash Dividends Paid Per Common Share may not be the same as full year Cash Dividends Paid Per Common Share due to rounding.

## Note 17. Divestitures and Discontinued Operations

## Divestitures

As part of our growth strategy, we decided to shift our businesses in Latin America and Benelux to a Worldwide Network partner model. On August 1, 2016, our Board approved the divestiture of our domestic operations in Latin America and Benelux. As a result, we entered into a definitive agreement with CB Alliance to sell our Latin America businesses, and a separate definitive agreement to sell our Benelux businesses to Altares, our then current Worldwide Network partner in France which was subsequently acquired by Naxicap Partners, a private equity firm. Both transactions also include long-term commercial arrangements where we will receive future cash payments primarily for our global data, brand licensing and technology services. These commercial agreements also provide us access to the domestic data in the Benelux and Latin America territories. Both transactions were closed in the fourth quarter of 2016 with the completion of the Latin America divestiture on September 30, 2016 and the Benelux divestiture on November 7, 2016. Our subsidiaries outside the U.S. and Canada reflect a year-end of November 30.

## Latin America

The sale was valued at \$11 million, for which we received a five-year note with an interest rate of 2% per annum. We recorded a total pre-tax loss of \$18.4 million in connection with the sale of the Latin America businesses for the year ended December 31, 2016, of which \$17.5 million was reported in the third quarter of 2016 when the Latin America businesses were classified as assets held for sale and \$0.9 million was reported in the fourth quarter of 2016. The loss was primarily attributable to the release of a cumulative foreign currency translation loss of \$16.6 million. We also

recognized a liability of \$1.8 million related to our contingent liability to reimburse Amerigo Alliance AG, a subsidiary of CB Alliance, for certain future severance payments and other employee benefit payments related to our former employees transferred to the buyer as part of the

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

divestiture transaction. The liability was established based on our estimate of the probable outcome of the related contingent events. Our businesses in Latin America were historically included in our Americas segment. Transaction costs associated with the divestiture were \$4.4 million, of which \$4.3 million has been paid as of December 31, 2016 and included as “Cash Flows from Investing Activities” in our Consolidated Statements of Cash Flows for the year ended December 31, 2016.

The assets and liabilities in the Latin America businesses on the disposal date were as follows:

	At Disposal Date
Cash and Cash Equivalents	\$ 1.7
Accounts Receivable	0.6
Other Current Assets	0.4
Goodwill	5.5
Other Long-Term Assets	2.0
Total Assets	\$ 10.2
Accrued and Other Current Liabilities	\$ 1.7
Deferred Revenue	1.6
Other Long-Term Liabilities	0.3
Total Liabilities	\$ 3.6

In connection with the divestiture, we also entered into a commercial service agreement with the initial term of eight years through 2024. The agreement is renewable subject to certain terms and conditions. Under the agreement, Amerigo Alliance AG will act as the exclusive distributor of our products and services in the Latin America territory, and we will act as the exclusive data distributor of CB Alliance outside the Latin America territory. As part of this commercial service agreement, we also entered into a trademark license agreement and technology services agreement with the same term as the commercial service agreement. We expect to receive total payments of approximately \$36 million under these agreements during the initial eight-year period.

**Benelux**

The sale was valued at \$28 million, subject to a working capital adjustment. In November 2016, we received proceeds, net of divested cash, of \$24 million. We expect to make a payment to the buyer of approximately of \$0.2 million related to a working capital adjustment. We recorded a total pre-tax loss of \$76.7 million in connection with the sale of the Benelux businesses for the year ended December 31, 2016, of which \$72.1 million was reported in the third quarter of 2016 when the Benelux businesses were classified as assets held for sale, and \$4.6 million was reported in the fourth quarter of 2016, reflecting final net asset value on the disposal date. The loss was primarily attributable to the release of a cumulative foreign currency translation loss of \$72.9 million. We also recognized a liability of \$0.8 million related to our contingent liability to reimburse Naxicap for certain future severance payments to our former employees transferred to the buyer as part of the divestiture transaction. The liability was established based on our estimate of the probable outcome of the related contingent events. Our businesses in Benelux were historically included in our Non-Americas segment. Transaction costs associated with the divestiture were \$5.0 million, which has been paid as of December 31, 2016 and included as “Cash Flows from Investing Activities” in our Consolidated Statements of Cash Flows for the year ended December 31, 2016.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

The assets and liabilities in the Benelux businesses on the disposal date were as follows:

	At Disposal Date
Cash and Cash Equivalents	\$ 3.7
Accounts Receivable	12.4
Other Current Assets	0.8
Goodwill	31.4
Other Long-Term Assets	0.8
Total Assets	\$ 49.1
Accrued and Other Current Liabilities	\$ 5.3
Deferred Revenue	18.0
Other Long-Term Liabilities	—
Non-Current Liabilities	\$ 23.3

In connection with the divestiture, we also entered into a commercial service agreement with the initial term of eight years through 2024. The agreement is renewable subject to certain terms and conditions. Under the agreement, Altares (a subsidiary of Naxicap), will act as the exclusive distributor of our products and services in the Benelux territory, and we will act as the exclusive data distributor of Altares outside the Benelux territory. As part of this commercial service agreement, we also entered into a trademark license agreement and technology services agreement with the same term as the commercial service agreement. We expect to receive total payments of approximately \$214 million under these agreements during the initial eight-year period.

Discontinued Operations

As part of our growth strategy, we decided to shift our business in ANZ to a Worldwide Network partner model. On June 12, 2015, we entered into an agreement with Archer Capital (“Archer”) to sell our business in ANZ. The transaction was completed on June 30, 2015, or the third quarter of 2015. In accordance with ASC 205-20, “Discontinued Operations,” if a disposal of a business represents a strategic shift that has a major effect on an entity’s operations and financial results, the disposal transaction should be reported in discontinued operations. Accordingly, we have reclassified the historical financial results of the ANZ business as discontinued operations.

The sale was valued at \$169.8 million, of which we received proceeds of \$159.7 million, inclusive of a working capital adjustment of \$0.7 million. The remaining proceeds of \$10.1 million are being held in an escrow account until the resolution of certain contingent events as defined in the Share Sale Agreement. Under the agreement the escrow funds may be used to reimburse certain future costs incurred by Archer related to data supplier arrangements and specified technology and data operation infrastructure upgrades over the next three years since the disposal date. A reserve was established based on our estimate of the probable outcome of the contingent events discussed above. At December 31, 2016 and 2015, the balance of the reserve was \$10.1 million and \$5.9 million, respectively. For the year ended December 31, 2016, we recorded a total pre-tax loss on the disposal of a business of \$4.1 million, of which \$3.2 million and \$0.9 million were recorded in the fourth and third quarter of 2016, respectively, primarily reflecting the increase of escrow reserve discussed above. For the year ended December 31, 2015, we recorded a total pre-tax loss of \$37.5 million in connection with the sale of the ANZ business, including: (i) a loss of \$38.2 million initially reported in the second quarter of 2015 when the ANZ business was classified as an asset held for sale; (ii) an additional loss of \$0.1 million reported in the third quarter of 2015, reflecting a final net asset value and a working capital adjustment; and (iii) a gain of \$0.8 million recorded in the fourth quarter of 2015 primarily reflecting the reduction of an escrow reserve. Our business in ANZ was historically recorded in our Non-Americas segment.

In connection with the divestiture, we also entered into a commercial service agreement with the initial term of five years through 2020. The agreement is renewable subject to certain terms and conditions. Under the agreement, Archer will act as the exclusive distributor of our products and services in the ANZ territory, and we will act as Archer’s exclusive product distributor outside the ANZ territory. As part of this commercial service agreement, we also entered

into a trademark license agreement with the same term as the commercial service agreement. Under the trademark agreement, Archer is granted an exclusive right to use our domain name and trademark in the ANZ territories with certain restrictions. We will receive total royalty payments of approximately \$8 million during the initial five-year period.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

Results of the discontinued operations were comprised of:

	2016	2015	2014
Revenue	\$—	\$49.0	\$97.3
Operating Expenses	—	9.1	27.5
Selling and Administrative Expenses	—	33.4	49.1
Depreciation and Amortization	—	5.0	10.6
Operating Costs	—	47.5	87.2
Operating Income (Loss)	—	1.5	10.1
Non-Operating Income (Expense) - Net	—	(1.6 )	(1.7 )
Income (Loss) before Provision for Income Taxes	—	(0.1 )	8.4
Provision for Income Taxes (Benefit)	—	(2.2 )	(1.7 )
Income (Loss) from Discontinued Operations	\$—	\$2.1	\$10.1

Loss on Disposal of Business, Net of Income Taxes \$(4.1) \$(37.5)(1)\$—

(1) Includes \$26.8 million related to the release of a cumulative foreign currency translation loss and \$5.7 million related to transaction costs.

Assets and liabilities from discontinued operations related to the divestiture of our business in ANZ were comprised of:

	At Disposal Date
Cash and Cash Equivalents	\$ 2.7
Accounts Receivable	18.2
Deferred Income Tax	8.8
Property, Plant and Equipment	5.3
Computer Software	8.5
Other Intangibles	26.9
Goodwill	131.6
Other Long-Term Assets	4.4
Valuation Allowance for Carrying Value	(38.2 )
Total Assets	\$ 168.2
Accounts Payable	\$ 1.8
Other Accrued and Current Liabilities	6.8
Accrued Income Tax	0.5
Deferred Revenue	13.2
Deferred Tax Liabilities	11.1
Other Long-Term Liabilities	4.3
Total Liabilities	\$ 37.7

The assets and liabilities related to the ANZ operations were removed from our unaudited consolidated balance sheet since their disposal date of June 30, 2015.



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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

## Note 18. Acquisitions

Dun &amp; Bradstreet Credibility Corp.

On May 12, 2015, we acquired a 100% equity interest in DBCC. DBCC provides business credit building and credibility solutions. The company's headquarters is in Los Angeles, CA, with offices throughout the United States. As a result of this acquisition, we formed a new business, Dun & Bradstreet Emerging Businesses, a combination of DBCC's technology and data solutions with Dun & Bradstreet's small and mid-sized operations. The new business has been established to expand our capabilities to deliver more sophisticated solutions to the diverse needs of emerging business customers. The results of DBCC have been included in our consolidated financial statements since the date of acquisition.

The acquisition was accounted for in accordance with ASC 805, "Business Combinations." The acquisition was accounted for as a purchase transaction, and accordingly, the assets and liabilities of the acquired entity were recorded at their estimated fair values at the date of the acquisition. Total consideration included an initial cash payment of \$320.0 million, at the closing of the transaction, and an earnout of up to \$30.0 million based on the achievement of sales, EBITDA, operating expense and operating income targets through December 31, 2018. In connection with this potential earnout payment, we recorded total contingent consideration liability of \$11.2 million initially, representing the estimated fair value of the contingent consideration we expected to pay at June 30, 2015. The fair value of the contingent liability was subsequently adjusted to \$8.5 million in the third quarter of 2015, as a result of applying a higher risk premium based upon further analysis. As of December 31, 2015, the fair value of the contingent consideration liability was further adjusted to \$15.1 million as a result of the amendment to the Earnout Agreement. For financial reporting purposes, since this adjustment does not reflect facts and circumstances existing on the acquisition date, it is not considered a measurement-period adjustment in accordance with ASC 805. The adjustment of \$6.6 million to the fair value of the contingent consideration liability was included in "Operating Costs" in our Americas segment in the fourth quarter of 2015. A payment of \$6.0 million was made in the second quarter of 2016 associated with DBCC's performance in 2015. In October 2016, there was an amendment to the Earnout Agreement, replacing it with a service-based award. As a result, in the fourth quarter of 2016 we reversed the balance of the contingent consideration liability of \$9.1 million and accrued \$14.0 million related to the service-based award associated with 2016. Both adjustments were reflected in "Operating Costs" in our Americas segment in the fourth quarter of 2016.

Of the \$320.0 million initial cash payment, a part of the merger consideration was placed in escrow to indemnify the Company against a portion of the losses, if any, arising out of certain class action litigation matters and for other customary matters, subject to caps and other conditions. As of the acquisition date, discovery in the cases was ongoing, and the Company was investigating the allegations. We therefore did not have sufficient information upon which to determine that a loss in connection with these litigations was probable, reasonably possible or estimable, and thus no reserve was established nor was a range of loss disclosed. Hence no associated indemnification asset was recognized on the acquisition date. In June 2016, we agreed to release the escrows after the Company was indemnified for \$2.0 million out of such escrow accounts. See Note 13 to our consolidated financial statements included in this Annual Report on Form 10-K.

As a result of the acquisition, DBCC's previous claim under its pending legal action against us was discontinued with prejudice. We also effectively terminated other preexisting contractual arrangements with DBCC. We have determined that these preexisting relationships were settled at market value on the acquisition date and therefore no settlement gain or loss was recognized. Transaction costs of \$6.9 million were included in operating expenses in the consolidated statement of operations and comprehensive income (loss).

The preliminary fair values of the acquired assets and liabilities were subject to change within the one-year measurement period. We obtained information to determine the fair values of the net assets acquired at the acquisition date during the measurement period. Since the initial valuation reflected in our financial results as of June 30, 2015, we have recorded adjustments to the preliminary valuation of assets and liabilities, resulting in a net decrease of goodwill of \$2.7 million in the third quarter of 2015. The reduction of \$2.7 million in goodwill reflected an

adjustment to the fair value of the contingent consideration liability as noted above. We have also early adopted ASU 2015-16 “Business Combinations (Topic 805)” in the third quarter of 2015. Accordingly, adjustments to the initial purchase price allocation identified during the measurement period were recognized in the reporting period in which the adjustment amounts are determined. During the first quarter of 2016, we recorded a measurement-period adjustment of \$2.7 million to the deferred tax liability based on the finalization of DBCC’s 2014 tax return. In addition, during the fourth quarter of 2016, an amount of \$4.0 million was recorded to correct the deferred tax asset associated with certain intangible assets recognized only for tax purposes. These adjustments resulted in a total decrease of goodwill of \$6.7 million for the year ended December 31, 2016.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

We finalized the purchase price allocation as of December 31, 2016 as shown in the table below:

	Amortization Life (years)	Initial Purchase Price Allocation at June 30, 2015	Measurement Period Adjustment in 2015	Preliminary Purchase Price Allocation at December 31, 2015	Measurement Period and Other Adjustments in 2016	Final Purchase Price Allocation at December 31, 2016
Current Assets		\$ 2.0	\$ —	\$ 2.0	\$ —	\$ 2.0
Intangible Assets:						
Reacquired Right	Indefinite	153.2	—	153.2	—	153.2
Customer Relationships	8.0	82.5	—	82.5	—	82.5
Technology	6.5	45.6	—	45.6	—	45.6
Goodwill	Indefinite	210.1	(2.7 )	207.4	(6.7 )	200.7
Deferred Tax Asset		—	—	—	4.0	4.0
Other		3.5	—	3.5	—	3.5
Total Assets Acquired		\$ 496.9	\$ (2.7 )	\$ 494.2	\$ (2.7 )	\$ 491.5
Deferred Revenue		\$ 45.6	\$ —	\$ 45.6	\$ —	\$ 45.6
Deferred Tax Liability		107.0	—	107.0	(3.1 )	103.9
Other Liabilities		13.1	—	13.1	0.4	13.5
Total Liabilities Assumed		\$ 165.7	\$ —	\$ 165.7	\$ (2.7 )	163.0
Total Upfront Purchase Price		\$ 320.0	\$ —	\$ 320.0	\$ —	\$ 320.0
Fair Value of Contingent Consideration		11.2	(2.7 )	8.5	—	8.5
Total Consideration		\$ 331.2	\$ (2.7 )	\$ 328.5	\$ —	\$ 328.5

The fair value of the reacquired right intangible asset was determined by applying the income approach; specifically, a multi-period excess earnings method. The valuation was based on the present value of the net earnings, or after-tax cash flows attributable to the measured asset.

The technology intangible asset represents DBCC's innovative technology platform that enables product launching and fulfillment, customer relationship management, telephony, finance, data warehousing and business intelligence. The fair value of this intangible asset was determined by applying the income approach; specifically, a relief-from-royalty method.

The fair value of the customer relationships intangible asset was determined by applying the replacement cost approach.

The fair value of the contingent consideration was estimated based on an option-pricing model. The model estimated the possible outcome of each of the performance targets (e.g., Revenue) during the earnout period and the associated estimated expected earn out payments. The expected earn out payments were then discounted to present value on the acquisition date.

The fair value of deferred revenue was determined based on estimated direct costs to fulfill the related obligations, plus a reasonable profit margin.

The goodwill was assigned to our North America reporting unit, which is part of the Americas reportable segment. The value of the goodwill is associated with the strength of DBCC's management team and its business model. The combined expertise will enhance our ability to develop products and provide us growth opportunities with small and mid-size businesses. The intangible assets, with useful lives from 6.5 to 8 years, are being amortized over a

weighted-average useful life of 7.5 years. The intangibles have been recorded within Other Intangibles in our consolidated balance sheet since the date of acquisition.

Income Taxes

We established deferred tax liabilities on certain intangibles acquired as part of the acquisition for which there is no tax basis. In addition, the goodwill acquired is not deductible for tax purposes.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

## NetProspex

On January 5, 2015, we acquired a 100% equity interest in NetProspex. NetProspex is based out of Waltham, Massachusetts and provides business-to-business professional contact data and data management services. The acquisition combines NetProspex's comprehensive professional contact database with our global data and analytics. This will further enable our customers to better understand their ideal customers, identify and prioritize opportunities, and grow their business. The results of NetProspex have been included in our unaudited consolidated financial statements since the date of acquisition.

The acquisition was accounted for as a purchase transaction in accordance with ASC 805 "Business Combinations," and accordingly, the assets and liabilities of the acquired entity were recorded at their estimated fair values at the date of the acquisition. The acquisition was valued at \$124.5 million, net of cash assumed. Transaction costs of \$2.3 million were included in operating expenses in the unaudited consolidated statement of operations and comprehensive income (loss).

We finalized the purchase price allocation as of December 31, 2015 as shown in the table below:

	Amortization Life (years)	Initial Purchase Price Allocation at March 31, 2015	Measurement Period Adjustments	Final Purchase Price Allocation at December 31, 2015
Current Assets		\$ 10.8	\$ —	\$ 10.8
Intangible Assets:				
Data Supply Agreement	5.5	1.1	—	1.1
Customer Relationships	5.5	6.5	—	6.5
Database	2.0	3.2	—	3.2
Technology	6.5	18.8	—	18.8
Database Screening Tool	9.0	9.5	—	9.5
Goodwill	Indefinite	87.0	(1.9 )	85.1
Other		1.0	—	1.0
Total Assets Acquired		\$ 137.9	\$ (1.9 )	\$ 136.0
Total Liabilities Assumed		9.5	(1.9 )	7.6
Total Purchase Price		\$ 128.4	\$ —	\$ 128.4
Less:				
Cash Assumed		(4.2 )	—	(4.2 )
Acceleration of Vesting for NetProspex Options		0.3	—	0.3
Net Cash Consideration		\$ 124.5	\$ —	\$ 124.5

On the acquisition date, certain of NetProspex's outstanding options were accelerated for vesting. In accordance with ASC 805, the amounts paid for the acceleration of the vesting for the options that are without existing change in control clauses are treated as post-acquisition expense. As a result, \$0.3 million was included in "Operating Costs" in our Americas segment for the three months ended March 31, 2015.

As with our DBCC acquisition discussed above, we continued to obtain information to determine the fair values of the net assets acquired at the acquisition date during the measurement period. The measurement-period adjustment recorded in the third and fourth quarter of 2015 for NetProspex was related to the deferred tax liability based on

additional tax credit and net operating loss carryforwards identified during the period. The adjustment has resulted in a net decrease of goodwill of \$1.9 million.

The technology intangible asset represents NetProspex's data service platform and method to deliver customer services and solutions. The fair value of this intangible asset was determined by applying the income approach; specifically, a relief-from-royalty method.

The database screening tool intangible asset is a key component in NetProspex's data management process. It facilitates efficient identification and classification of data during collection as well as customer engagement. The fair value of this intangible asset was determined by applying the income approach through a discounted cash flow analysis.

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## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

The fair value of the customer relationships and data supply agreement intangible assets was determined by applying the income approach through a discounted cash flow analysis.

The fair value of the database intangible asset was determined by applying the replacement cost approach.

The fair value of the deferred revenue was determined based on estimated direct costs to fulfill the related obligations, plus a reasonable profit margin.

The goodwill was assigned to our North America reporting unit, which is part of the Americas reportable segment.

The primary item that generated the goodwill is the value of NetProspex's workforce and its process associated with product development which provides potential growth opportunity in Sales and Marketing Solutions. The intangible assets, with useful lives from 2 to 9 years, are being amortized over a weighted-average useful life of 6.5 years. The intangibles have been recorded as "Trademarks, Patents and Other" within Other Intangibles in our consolidated balance sheet since the date of acquisition.

**Income Taxes**

We established deferred tax liabilities on certain intangibles acquired as part of the acquisition for which there is no tax basis. In addition, the goodwill acquired is not deductible for tax purposes.

**Unaudited Pro Forma Financial Information**

The following unaudited pro forma statements of operations data presents the combined results of the Company and its business acquisitions (DBCC and NetProspex) completed during the year ended December 31, 2015, assuming that the business acquisitions completed during 2015 had occurred on January 1, 2014.

	For the Year Ended December 31,	
	2015	2014
Reported GAAP Revenue (1)	\$1,637.1	\$1,584.5
Add: DBCC and NetProspex Pre-acquisition Revenue	42.4	128.4
Pro Forma Revenue	\$1,679.5	\$1,712.9
Reported GAAP Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders (2)	\$168.8	\$294.4
Pro Forma Adjustments - Net of Income Tax:		
Pre-acquisition Net Income (Losses)	0.3	10.8
Amortization for Intangible Assets	(4.0)	(15.2)
Acquisition-Related Costs (3)	13.5	(13.5)
Pro Forma Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders	\$178.6	\$276.5

Reported GAAP revenue includes revenue from DBCC and NetProspex since their respective acquisition dates of (1)\$71.2 million and \$17.6 million, respectively, for the year ended December 31, 2015, net of the impact of the deferred revenue fair value adjustment of \$18.2 million and \$1.7 million, respectively.

Reported GAAP Net Income (Loss) Attributable to Dun & Bradstreet Common Shareholders includes net loss (2)from DBCC and NetProspex since their respective acquisition dates of \$0.3 million and \$12.2 million, respectively, for the year ended December 31, 2015.

(3)Acquisition-related costs include transaction costs, retention costs and other one-time costs.

**Note 19. Subsequent Events****Acquisition**

On January 9, 2017 we acquired a 100% equity interest in Avention, Inc. ("Avention") for a purchase price of \$150 million, net of cash acquired. Avention is a Massachusetts-based company that provides organizations with a deeper understanding of company, contact, and market data, delivered through a robust technology platform. The acquisition

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - (Continued)

(Tabular dollar amounts in millions, except per share data)

positions Dun & Bradstreet as a leader in the sales acceleration market. We will account for the acquisition in accordance with ASC 805, "Business Combinations" in the first quarter of 2017.

Dividend Declaration

In February 2017, the Board of Directors approved the declaration of a dividend of \$0.5025 per share of common stock for the first quarter of 2017. This cash dividend will be payable on March 10, 2017 to shareholders of record at the close of business on February 23, 2017.

Alliances

We have maintained an alliance arrangement with salesforce.com since 2011 through which our data has been made available on the Salesforce CRM platform through data.com. In February 2017, Salesforce did not exercise its unilateral option to extend our existing alliance beyond its August 2017 term, and we are in discussions with Salesforce with respect to our ongoing relationship. We now also have the ability through our acquisition of Avention to sell into the Salesforce ecosystem with a new product under development that combines our existing Hoover's capabilities with our newly acquired Avention software, which we expect to be available at the end of the first quarter of 2017.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure  
Not Applicable.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls

We evaluated the effectiveness of our disclosure controls and procedures ("Disclosure Controls") as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended ("Exchange Act") as of the end of the period covered by this report. This evaluation ("Controls Evaluation") was done with the participation of our Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO").

Disclosure Controls are controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Limitations on the Effectiveness of Controls

Our management, including our CEO and CFO, does not expect that our Disclosure Controls or our internal control over financial reporting will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable assurance that the objectives of a control system are met. Further, any control system reflects limitations on resources, and the benefits of a control system must be considered relative to its costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within Dun & Bradstreet have been detected. Judgments in decision-making can be faulty and breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by individual acts, by collusion of two or more people, or by management override. The design of a control system is also based upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and may not be detected. Our Disclosure Controls are designed to provide reasonable assurance of achieving their objectives.

Conclusions Regarding Disclosure Controls



Based upon our Controls Evaluation, our CEO and CFO have concluded that as of the end of our fiscal year ended December 31, 2016, our Disclosure Controls are effective at a reasonable assurance level.

Management’s Report on Internal Control Over Financial Reporting

Management’s Report on Internal Control Over Financial Reporting and Management’s Responsibility for Financial Statements are contained in Part II, Item 8. of this Annual Report on Form 10-K.

Change in Internal Control Over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the fourth quarter of 2016 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

Amended and Restated By-Laws

On February 23, 2017 our Board of Directors approved a change to our proxy access by-law solely to increase the number of shareholders who may aggregate their shares to meet the 3% ownership threshold of the Company’s outstanding common stock from 20 to 35.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required to be furnished by this Item 10. “Directors, Executive Officers and Corporate Governance,” is incorporated herein by reference from our Notice of 2017 Annual Meeting of Shareholders and Proxy Statement to be filed within 120 days after Dun & Bradstreet’s fiscal year end of December 31, 2016 (the “Proxy Statement”).

Item 11. Executive Compensation

The information required to be furnished by this Item 11. “Executive Compensation,” is incorporated herein by reference from our Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required to be furnished by this Item 12. “Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters,” is incorporated herein by reference from our Proxy Statement.

EQUITY COMPENSATION PLAN INFORMATION

The following table summarizes our equity compensation plan information as of December 31, 2016:

Plan Category	(A) Number of Securities to Be Issued Upon Exercise of Outstanding Options, Warrants and Rights	(B) Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	(C) Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (A))
			(3)
Equity Compensation Plans approved by security holders (1)	562,130	(2)\$ 11.80	4,909,588 (3)

This table includes information with respect to: (i) The 2000 Dun & Bradstreet Corporation Non Employee Directors’ Stock Incentive Plan; (ii) The Dun & Bradstreet Corporation 2000 Stock Incentive Plan; (iii) The Dun & Bradstreet Corporation 2009 Stock Incentive Plan; and (iv) an equity compensation plan adopted in connection (1) with our separation from Moody’s Corporation (the “Moody’s Plan”). As of December 31, 2016, a total of 721 deferred performance shares were outstanding under the Moody’s Plan. No additional options or other rights may be granted under the Moody’s Plan, with the exception of incremental dividend shares, which may be accrued on the outstanding deferred performance shares.



Includes options to purchase 78,456 shares of our common stock, restricted stock units with respect to 475,813 (2) shares of our common stock, and 7,140 accrued dividend units and deferred performance shares for 721 shares of our common stock.

In addition to the plans mentioned above in footnote 1, also includes shares available for future purchases under (3) The Dun & Bradstreet Corporation 2015 Employee Stock Purchase Plan (“ESPP”). As of December 31, 2016, an aggregate of 1,223,272 shares of our common stock were available for purchase under the ESPP.

Item 13. Certain Relationships and Related Transactions and Director Independence

The information required to be furnished by this Item 13. “Certain Relationships and Related Transactions and Director Independence,” is incorporated herein by reference from our Proxy Statement.

Item 14. Principal Accountant Fees and Services

The information required to be furnished by this Item 14. “Principal Accountant Fees and Services,” is incorporated herein by reference from our Proxy Statement.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) List of documents filed as part of this report.

(1) Financial Statements.

See Index to Financial Statements and Schedules in Part II, Item 8. on this Form 10-K.

(2) Financial Statement Schedules.

None.

(3) Exhibits.

See Index to Exhibits in this Annual Report on Form 10-K.

(b) Exhibits.

See Index to Exhibits in this Annual Report on Form 10-K.

Item 16. Form 10-K Summary

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 23, 2017.

The Dun & Bradstreet Corporation  
(Registrant)

By: /s/ ROBERT P. CARRIGAN  
Robert P. Carrigan  
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities set forth next to their names, on February 23, 2017.

/s/ ROBERT P. CARRIGAN Robert P. Carrigan	Chairman, Chief Executive Officer and Director (principal executive officer)
/s/ RICHARD H. VELDRAN Richard H. Veldran	Chief Financial Officer (principal financial officer)
/s/ ANTHONY PIETRONTONE JR. Anthony Pietrontone Jr.	Principal Accounting Officer and Corporate Controller
/s/ CINDY CHRISTY Cindy Christy	Director
/s/ CHRISTOPHER J. COUGHLIN Christopher J. Coughlin	Director
/s/ L. GORDON CROVITZ L. Gordon Crovitz	Director
/s/ JAMES N. FERNANDEZ James N. Fernandez	Director
/s/ PAUL R. GARCIA Paul R. Garcia	Director
/s/ ANASTASSIA LAUTERBACH Anastassia Lauterbach	Director
/s/ THOMAS J. MANNING Thomas J. Manning	Director
/s/ RANDALL D. MOTT Randall D. Mott	Director
/s/ JUDITH A. REINSDORF Judith A. Reinsdorf	Director



## INDEX TO EXHIBITS

### 2. Plan of Acquisition, Reorganization, Rearrangement, Liquidation or Succession

- 2.1 Agreement and Plan of Merger, dated April 27, 2015 by and among (i) Dun & Bradstreet, Inc., (ii) Brad Acquisition Corp., (iii) Credibility Corp. (the “Company”), (iv) Great Hill Equity Partners IV, L.P. (“GHP”), (v) Great Hill Investors, LLC, (vi) GHP, as the representative of the Company securityholders and (vii) Carbon Investments, LLC, as the representative of the Company common securityholders solely in respect of matters related to an earn-out agreement (incorporated by reference to Exhibit 2.1 to the Registrant’s Quarterly Report on Form 10-Q, file number 1-15967, dated May 6, 2015).

### 3. Articles of Incorporation and By-laws

- 3.1 Restated Certificate of Incorporation of the Registrant, as filed with the Secretary of State of the State of Delaware on May 11, 2015, (incorporated by reference to Exhibit 3.3 to Registrant’s Current Report on Form 8-K, file number 1-15967, filed May 11, 2015).

- 3.2 Certificate of Designation of Series A Junior Participating Preferred Stock (incorporated by reference to Appendix A to the Restated Certificate of Incorporation, included as Exhibit 3.3 to the Registrant’s Current Report on Form 8-K, file number 1-15967, filed May 11, 2015).

- 3.3 The Dun & Bradstreet Corporation Certificate of Designation of Series B Preferred Stock (incorporated by reference to Appendix B to the Restated Certificate of Incorporation, included as Exhibit 3.3 to the Registrant’s Current Report on Form 8-K, file number 1-15967, filed May 11, 2015).

- 3.4\*The Amended and Restated By-Laws of The Dun & Bradstreet Corporation.

### 4. Instruments Defining the Rights of Security Holders, Including Indentures

- 4.1 Specimen Common Stock Certificate (incorporated by reference to Exhibit 4.1 to the Registrant’s Registration Statement on Form 10, file number 1-15967, filed September 11, 2000).

- 4.2 Form of 2.875% Senior Notes due 2015 (incorporated by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K, file number 1-15967, filed November 23, 2010).

- 4.3 Indenture, dated as of March 14, 2006, between the Dun & Bradstreet Corporation and The Bank of New York (incorporated by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K, file number 1-15967, filed March 14, 2006).

- 4.4 First Supplemental Indenture, dated as of December 3, 2012, between the Registrant and The Bank of New York Mellon, as Trustee (incorporated by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K, file number 1-15967, filed December 3, 2012).

- 4.5 Second Supplemental Indenture, dated as of June 15, 2015, between The Dun & Bradstreet Corporation and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K, file number 1-15967, filed June 15, 2015).

- 4.6 Form of 3.250% Senior Notes due 2017 (incorporated by reference to Exhibit 4.2 to the Registrant’s Current Report on Form 8-K, file number 1-15967, filed December 3, 2012).

- 4.7 Form of 4.375% Senior Notes due 2022 (incorporated by reference to Exhibit 4.3 to the Registrant's Current Report on Form 8-K, file number 1-15967, filed December 3, 2012).

- Amended and Restated Five-Year Credit Agreement, dated July 23, 2014, among The Dun & Bradstreet Corporation, JPMorgan Chase Bank, N.A., as Administrative Agent, The Bank of Tokyo-Mitsubishi UFJ, Ltd. and RBS Citizens, N.A. as Co-Syndication Agents, and Bank of America, N.A., Barclays Bank PLC and HSBC Bank USA, N.A., as Co-Documentation Agents, and the Lenders thereto (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K, file number 1-15967, filed July 24, 2014).



4.9 Amendment No. 1, dated May 14, 2015 to the Amended and Restated Five-Year Credit Agreement, among The Dun & Bradstreet Corporation, JPMorgan Chase Bank, N.A., as Administrative Agent, The Bank of Tokyo-Mitsubishi UFJ, Ltd. and RBS Citizens, N.A. as Co-Syndication Agents, and Bank of America, N.A., Barclays Bank PLC and HSBC Bank USA, N.A., as Co-Documentation Agents, and the Lenders thereto (incorporated by reference to Exhibit 4.1 to the Registrants' Current Report on Form 8-K, file number 1-15967, filed May 14, 2015).

4.10 Amendment No. 2 to the Revolving Credit Agreement, dated as of November 2, 2015, to the Amended and Restated Five-Year Credit Agreement, dated as of July 23, 2014, as amended, among The Dun & Bradstreet Corporation, as borrower, the borrowing subsidiaries referred to therein, the lenders referred to therein, JPMorgan Chase Bank, N.A., as Administrative Agent, and the Co-Syndication Agents and Co-Documentation Agents referred to therein (incorporated by reference to Exhibit 4.2 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed November 3, 2015).

4.11 Term Loan Credit Agreement, dated May 14, 2015, among The Dun & Bradstreet Corporation, JPMorgan Chase Bank, N.A., as Administrative Agent, The Bank of Tokyo-Mitsubishi UFJ, Ltd., as Syndication Agent, and Bank of America, N.A., Barclays Bank PLC, Citizens Bank, N.A., HSBC Bank USA, N.A. and TD Bank, N.A. as Co-Documentation Agents, and the Lenders thereto (incorporated by reference to Exhibit 4.2 to the Registrants' Current Report on Form 8-K, file number 1-15967, filed May 14, 2015).

4.12 Amendment No. 1 to Term Loan Agreement, dated as of November 2, 2015, to the Term Loan Credit Agreement dated as of May 14, 2015 among The Dun & Bradstreet Corporation, as borrower, the lenders referred to therein, JPMorgan Chase Bank, as Administrative Agent, The Bank of Tokyo-Mitsubishi-UFJ, Ltd., as Syndication Agent and the Co-Documentation Agents referred to therein (incorporated by reference to Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed November 3, 2015).

4.13 Form of 4.000% Senior Notes due 2020 (incorporated by reference to Exhibit 4.2 to the Registrant's Current Report on Form 8-K, file number 1-15967, filed June 15, 2015).

#### 10. Material Contracts

10.1^ Global Master Services Agreement by and between Dun & Bradstreet, Inc. and Acxiom Corporation, dated July 27, 2006 (Amended and Restated as of June 2, 2008), together with Amendment Number One, thereto, dated November 30, 2008, and Amendment Number Two, thereto, dated May 6, 2009 (incorporated by reference to Exhibit 10.1 to the Registrant's Amended Quarterly Report on Form 10-Q/A, file number 1-15967, filed October 8, 2009. As previously disclosed on the Company's Form 10-Q, file number 1-15697, dated August 6, 2015, the Global Master Services Agreement was assigned by Acxiom Corporation to Aspen Holdco, Inc. effective July 31, 2015. Aspen Holdco, Inc. subsequently changed its name to Ensono Holdco, Inc., which reassigned this agreement to its subsidiary Ensono, L.P.).

10.2^ Statement of Work Number 9 under the Global Master Services Agreement by and between Dun & Bradstreet, Inc. and Acxiom Corporation, dated May 6, 2009 (incorporated by reference to Exhibit 10.2 to the Registrant's Amended Quarterly Report on Form 10-Q/A, file number 1-15967, filed October 8, 2009. As previously disclosed on the Company's Form 10-Q, file number 1-15697, dated August 6, 2015, Statement of Work Number 9 was assigned by Acxiom Corporation to Aspen Holdco, Inc. effective July 31, 2015. Aspen Holdco, Inc. subsequently changed its name to Ensono Holdco, Inc., which reassigned this agreement to its subsidiary Ensono, L.P.).

10.3^\*

First Amended and Restated Global Master Services Agreement, effective as of January 1, 2017, by and between Dun & Bradstreet, Inc. and Ensono, LP.

10.4<sup>^\*</sup> Statement of Work Number 9 under First Amended and Restated Global Master Services Agreement, effective as of January 1, 2017, by and between Dun & Bradstreet, Inc. and Ensono, LP.

10.5<sup>†\*</sup> The Dun & Bradstreet Corporation Key Employees' Nonqualified Deferred Compensation Plan (the "DCP"), as amended and restated effective January 1, 2017, together with the First Amendment to the DCP, also effective January 1, 2017.

10.6<sup>†</sup> The Dun & Bradstreet Corporation Incentive Compensation Recoupment Policy, adopted October 15, 2012 by the Registrant's Board of Directors (incorporated by reference to Exhibit 10.6 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 28, 2013).

10.7† Form of Indemnification Agreement, as revised on October 18, 2016 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed November 2, 2016).

10.8† The Dun & Bradstreet Corporation Change in Control Plan, as amended (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed November 3, 2014).

10.9† Second Amendment to The Dun & Bradstreet Corporation Change in Control Plan, effective August 5, 2015 (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed August 6, 2015).

10.10 The Dun & Bradstreet Career Transition Plan, as amended and restated effective August 4, 2015 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed August 6, 2015), together with the First Amendment to the Dun & Bradstreet Career Transition Plan, dated May 9, 2016 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed August 2, 2016).

10.11 Executive Retirement Plan of The Dun & Bradstreet Corporation, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed November 6, 2008).

10.12 First Amendment to the Executive Retirement Plan of The Dun & Bradstreet Corporation (as amended and restated effective January 1, 2009), effective August 4, 2009 (incorporated by reference to Exhibit 10.27 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 25, 2010).

10.13 Second Amendment to the Executive Retirement Plan of The Dun & Bradstreet Corporation (as amended and restated effective January 1, 2009), effective January 1, 2010 (incorporated by reference to Exhibit 10.28 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 25, 2010).

10.14† Third Amendment, effective April 4, 2011, Fourth Amendment, effective April 4, 2011 and Fifth Amendment, effective December 22, 2011, to the Executive Retirement Plan of The Dun & Bradstreet Corporation, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.18 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 29, 2012).

10.15 Pension Benefit Equalization Plan of The Dun & Bradstreet Corporation, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed November 6, 2008).

10.16 First Amendment to the Pension Benefit Equalization Plan of The Dun & Bradstreet Corporation (as amended and restated effective January 1, 2009), effective August 4, 2009 (incorporated by reference to Exhibit 10.30 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 25, 2010).

10.17 Second Amendment, executed April 4, 2011 and retroactively effective January 1, 1997, Third Amendment, effective April 4, 2011 and Fourth Amendment, effective December 22, 2011, to the Pension Benefit Equalization Plan of The Dun & Bradstreet Corporation, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.21 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 29, 2012).

10.18†

Supplemental Executive Benefit Plan of The Dun & Bradstreet Corporation, as amended May 1, 2007 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed May 4, 2007).

2000 Dun & Bradstreet Corporation Non-Employee Directors' Stock Incentive Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.12 to the Quarterly Report on Form 10-Q, file number 1-15967, filed November 6, 2008).

The Dun & Bradstreet Corporation Non-Employee Directors' Deferred Compensation Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.11 to the Quarterly Report on Form 10-Q, file number 1-15967, filed November 6, 2008).

First Amendment, effective April 4, 2011, to The Dun & Bradstreet Corporation Non-Employee Directors' Deferred Compensation Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.25 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 29, 2012).

10.22 The Dun & Bradstreet Corporation 2000 Stock Incentive Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed November 6, 2008).

10.23 The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed May 7, 2009).

10.24 The Dun & Bradstreet Corporation 2009 Stock Incentive Plan, as Amended and Restated With Respect to Awards Granted Under the Plan on or after January 1, 2013 (incorporated by reference to Exhibit 10.27 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 28, 2013).

10.25 First Amendment to The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (as Amended and Restated With Respect to Awards Granted Under the Plan on or after January 1, 2013), effective August 4, 2015 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed August 6, 2015).

10.26 The Dun & Bradstreet Corporation 2015 Employee Stock Purchase Plan, effective May 6, 2015 (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed August 6, 2015).

10.27 The Dun & Bradstreet Corporation Covered Employee Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, file number 1-15967, filed May 6, 2011), together with the First Amendment thereto (incorporated by reference to Exhibit 10.32 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 28, 2014).

10.28 The Dun & Bradstreet Corporation Covered Employee Incentive Plan, as amended and restated, effective May 4, 2016 (incorporated by reference to Exhibit A to the Registrant's Definitive Proxy Statement, file number 1-15967, filed March 22, 2016).

10.29 Offer Letter of Employment of Mr. Robert Carrigan, dated September 6, 2013 (incorporated by reference to Exhibit 99.2 to the Registrant's Current Report on Form 8-K, file number 1-15967, filed September 10, 2013).

10.30 Form of International Stock Option Award Agreement under The Dun & Bradstreet Corporation 2000 Stock Incentive Plan (incorporated by reference to Exhibit 10.35 to the Registrants' Form 10-K, file number 1-15967, filed February 28, 2007).

10.31 Form of International Stock Option Award Agreement under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed May 7, 2009).

10.32 Form of International Stock Option Award Agreement under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed May 10, 2010).

10.33 Form of International Stock Option Award Agreement under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.50 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed March 1, 2011).

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Form of International Stock Option Award Agreement under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.42 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 29, 2012).

Form of Stock Option Award Agreement under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed May 7, 2009).

Form of Stock Option Award Agreement under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed May 10, 2010).

Form of Stock Option Award Agreement under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.56 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed March 1, 2011).

Form of Stock Option Award Agreement under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.49 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 29, 2012).

10.39 Form of Restricted Stock Unit Award Agreement under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.53 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 29, 2012).

10.40 Form of Restricted Stock Unit Award Agreement under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan as Amended and Restated With Respect to Awards Granted Under the Plan on or after January 1, 2013 (incorporated by reference to Exhibit 10.53 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 28, 2013).

10.41 Form of International Restricted Stock Unit Award Agreement under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.61 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 29, 2012).

10.42 Form of International Restricted Stock Unit Award Agreement under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan as Amended and Restated With Respect to Awards Granted Under the Plan on or after January 1, 2013 (incorporated by reference to Exhibit 10.61 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 28, 2013).

10.43 Form of Performance Restricted Stock Unit Award Agreement under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan as Amended and Restated With Respect to Awards Granted Under the Plan on or after January 1, 2013 (incorporated by reference to Exhibit 10.65 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 28, 2013).

10.44 Form of International Performance Restricted Stock Unit Award Agreement under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan as Amended and Restated With Respect to Awards Granted Under the Plan on or after January 1, 2013 (incorporated by reference to Exhibit 10.66 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 28, 2013).

10.45 Form of Stock Option Award Agreement under the 2000 Non-employee Directors' Stock Incentive Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Current Report on Form 8-K, file number 1-15967, filed March 2, 2005).

10.46 Form of Stock Option Award Agreement, effective January 29, 2008, under the 2000 Non-employee Directors' Stock Incentive Plan (incorporated by reference to Exhibit 10.44 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 25, 2008).

10.47 Form of Stock Option Award Agreement under the 2000 Non-employee Directors' Stock Incentive Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.68 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 29, 2012).

10.48 Form of Restricted Share Unit Award Agreement under the 2000 Non-employee Directors' Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K, file number 1-15967, filed December 8, 2004).

10.49 Form of Restricted Stock Unit Award Agreement under the 2000 Non-employee Directors' Stock Incentive Plan (incorporated by reference to Exhibit 10.5 to the Registrant's Current Report on Form 8-K, file number 1-15967, filed March 2, 2005).

10.50

Form of Restricted Stock Unit Award Agreement, effective February 23, 2007, under the 2000 Non-employee Directors' Stock Incentive Plan (incorporated by reference to Exhibit 10.48 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 28, 2007).

10.51 Form of Restricted Stock Unit Award Agreement under the 2000 Non-employee Directors' Stock Incentive Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.13 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed November 6, 2008).

10.52 Form of Restricted Stock Unit Award Agreement under the 2000 Non-employee Directors' Stock Incentive Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.73 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 29, 2012).

10.53 Form of Stock Option Award Agreement, effective October 23, 2013, under the 2000 Non-employee Directors' Stock Incentive Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed November 5, 2013).



Form of 2000 Dun & Bradstreet Corporation Non-Employee Directors' Stock Incentive Plan Stock Option  
10.54† Award, effective May 6, 2015 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed May 6, 2015).

Form of Restricted Stock Unit Award Agreement, effective October 23, 2013, under the 2000 Non-employee  
10.55† Directors' Stock Incentive Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed November 5, 2013).

Form of 2000 Dun & Bradstreet Corporation Non-Employee Directors' Stock Incentive Plan Restricted Stock  
10.56† Unit Award, effective May 6, 2015 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed May 6, 2015).

Form of U.S. Performance Restricted Stock Unit Award for Leveraged Restricted Stock Units under The Dun  
10.57† & Bradstreet Corporation 2009 Stock Incentive Plan, effective February 26, 2014 (incorporated by reference to Exhibit 10.75 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 28, 2014).

Form of U.S. Performance Restricted Stock Unit Award based on Revenue Compound Annual Growth Rate  
10.58† under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan, effective February 26, 2014 (incorporated by reference to Exhibit 10.76 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 28, 2014).

Form of U.S. Performance Restricted Stock Unit Award based on Total Shareholder Return under The Dun &  
10.59† Bradstreet Corporation 2009 Stock Incentive Plan, effective February 26, 2014 (incorporated by reference to Exhibit 10.77 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 28, 2014).

Form of International Restricted Stock Unit Award under The Dun & Bradstreet Corporation 2009 Stock  
10.60† Incentive Plan, effective February 26, 2014 (incorporated by reference to Exhibit 10.78 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 28, 2014).

Form of International Performance Restricted Stock Unit Award for Leveraged Restricted Stock Units under  
10.61† The Dun & Bradstreet Corporation 2009 Stock Incentive Plan, effective February 26, 2014 (incorporated by reference to Exhibit 10.79 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 28, 2014).

Form of International Performance Restricted Stock Unit Award based on Revenue Compound Annual Growth  
10.62† Rate under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan, effective February 26, 2014 (incorporated by reference to Exhibit 10.80 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 28, 2014).

Form of International Performance Restricted Stock Unit Award based on Total Shareholder Return under The  
10.63† Dun & Bradstreet Corporation 2009 Stock Incentive Plan, effective February 26, 2014 (incorporated by reference to Exhibit 10.81 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 28, 2014).

Form of U.S. Restricted Stock Unit Award under The Dun & Bradstreet Corporation 2009 Stock Incentive  
10.64† Plan, effective January 1, 2015 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed August 7, 2014).

10.65†

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Form of U.S. Performance Restricted Stock Unit Award for Leveraged Restricted Stock Units under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan, effective January 1, 2015 (incorporated by reference to Exhibit 10.2 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed August 7, 2014).

10.66† Form of U.S. Performance Restricted Stock Unit Award based on Revenue Compound Annual Growth Rate under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan, effective January 1, 2015 (incorporated by reference to Exhibit 10.3 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed August 7, 2014).

10.67† Form of U.S. Performance Restricted Stock Unit Award based on Total Shareholder Return under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan, effective January 1, 2015 (incorporated by reference to Exhibit 10.4 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed August 7, 2014).

10.68† Form of International Restricted Stock Unit Award under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan, effective January 1, 2015 (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed August 7, 2014).

- 10.69† Form of International Performance Restricted Stock Unit Award for Leveraged Restricted Stock Units under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan, effective January 1, 2015 (incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed August 7, 2014).
- 10.70† Form of International Performance Restricted Stock Unit Award based on Revenue Compound Annual Growth Rate under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan, effective January 1, 2015 (incorporated by reference to Exhibit 10.7 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed August 7, 2014).
- 10.71† Form of International Performance Restricted Stock Unit Award based on Total Shareholder Return under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan, effective January 1, 2015 (incorporated by reference to Exhibit 10.8 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed August 7, 2014).
- 10.72† Form of Restricted Stock Unit Award Agreement, effective May 6, 2014, under the 2000 Non-employee Directors' Stock Incentive Plan, as amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q, file number 1-15967, filed May 7, 2014).
- 10.73† Form of Employee Agreement for Equity Recipients, effective January 1, 2015 (incorporated by reference to Exhibit 10.85 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 26, 2015).
- 10.74† Form of Global Restricted Stock Unit Award, effective February 24, 2015, under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.86 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 26, 2015).
- 10.75† Form of Global Performance Restricted Stock Unit Award for Leveraged Restricted Stock Units, effective February 24, 2015, under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.87 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 26, 2015).
- 10.76† Form of Global Performance Restricted Stock Unit Award based on Revenue Compound Annual Growth Rate, effective February 24, 2015, under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.88 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 26, 2015).
- 10.77† Form of Global Performance Restricted Stock Unit Award based on Total Shareholder Return, effective February 24, 2015, under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.89 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 26, 2015).
- 10.78† Form of Global Restricted Stock Unit Award, effective February 23, 2016, under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.88 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 26, 2016).
- 10.79† Form of Global Performance Restricted Stock Unit Award for Leveraged Restricted Stock Units, effective February 23, 2016, under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.89 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 26, 2016).

- 10.80† Form of Global Performance Restricted Stock Unit Award based on Revenue Compound Annual Growth Rate, effective February 23, 2016, under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.90 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 26, 2016).
- 10.81† Form of Global Performance Restricted Stock Unit Award based on Total Shareholder Return, effective February 23, 2016, under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan (incorporated by reference to Exhibit 10.91 to the Registrant's Annual Report on Form 10-K, file number 1-15967, filed February 26, 2016).
- 10.82†\* Form of Global Restricted Stock Unit Award, effective February 22, 2017, under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan.
- 10.83†\* Form of Global Performance Restricted Stock Unit Award for Leveraged Restricted Stock Units, effective February 22, 2017, under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan.
- 10.84†\* Form of Global Performance Restricted Stock Unit Award based on Revenue Compound Annual Growth Rate, effective February 22, 2017, under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan.

10.85<sup>†\*</sup> Form of Global Performance Restricted Stock Unit Award based on Total Shareholder Return, effective February 22, 2017, under The Dun & Bradstreet Corporation 2009 Stock Incentive Plan.

21. Subsidiaries of the Registrant

21.1\* Subsidiaries of the Registrant as of December 31, 2016.

23. Consents of Experts and Counsel

23.1\* Consent of Independent Registered Public Accounting Firm.

31. Rule 13a-14(a)/15(d)-14(a) Certifications

Certification of the Chief Executive Officer pursuant to Rule 13a-14(a)/15(d)-14(a) of the Securities

31.1\* Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Certification of the Chief Financial Officer pursuant to Rule 13a-14(a)/15(d)-14(a) of the Securities

31.2\* Exchange Act of 1934, as amended, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32. Section 1350 Certifications

32.1\* Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2\* Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101. Extensible Business Reporting Language

The following financial information from the Company's Annual Report on Form 10-K for the year ended December 31, 2016 formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated

101 Statements of Operations and Comprehensive Income (ii) the Consolidated Balance Sheets, (iii) the Consolidated Statements of Cash Flows, (iv) the Consolidated Statements of Shareholders' Equity (Deficit), and (v) the Notes to the Consolidated Financial Statements.

\* Filed herewith.

† Represents a management contract or compensatory plan.

^ Portions of this Exhibit have been omitted pursuant to a request for confidential treatment and filed separately with the Securities and Exchange Commission.