

BROWN CURTIS  
Form 4  
March 05, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BROWN CURTIS**

2. Issuer Name and Ticker or Trading Symbol  
**DUN & BRADSTREET CORP/NW [DNB]**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
**103 JFK PARKWAY**  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**03/01/2018**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Chief Content & Tech Officer**

**SHORT HILLS, NJ 07078**

(City) (State) (Zip)

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

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 03/01/2018                           |  | M                              | A   | 1,394<br>(1) \$ 0   | 7,639  | D   |
| Common Stock                    | 03/01/2018                           |  | M                              | A   | 2,951<br>(2) \$ 0   | 10,590   | D   |
| Common Stock                    | 03/01/2018                           |  | F                              | D   | 1,458<br>(3) \$ 125.49  | 9,132  | D   |

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

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number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code V                         | (A) (D)   | Date Exercisable Expiration Date                         | Title   |                            |
| Leveraged Restricted Stock Units           | (1)  | 03/01/2018                           |  | M                              | 1,406<br>(1)  | (1) 03/01/2020   | Common Stock  | 1,394<br>(1)               |
| Leveraged Restricted Stock Units           | (2)  | 03/01/2018                           |  | M                              | 2,359<br>(2)  | (2) 03/01/2019   | Common Stock  | 2,951<br>(2)               |
| Leveraged Restricted Stock Units           | (4)  | 03/01/2018                           |  | A                              | 4,383<br>(4)  | (4) 03/01/2021   | Common Stock  | 4,383<br>(4)               |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships  |
|--|--|
| BROWN CURTIS<br>103 JFK PARKWAY<br>SHORT HILLS, NJ 07078 | Director 10% Owner Officer Chief Content & Tech Officer<br>Other |

## Signatures

/s/ Karen K. Pettiford-Wilson for Curtis D. Brown by POA previously filed

03/05/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents the vesting and payout of the first tranche (1/3) of the leveraged restricted stock units (4,220) granted on March 1, 2017 at 99.2% of target based on the issuer's stock price performance during the performance period from 1/1/2017 - 12/31/2017.

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Represents the vesting and payout of the second tranche (1/3) of the leveraged restricted stock units (7,078) granted on March 1, 2016 at

(2) 125.1% of target based on the issuer's stock performance during the performance period from 1/1/2016 - 12/31/2017 and includes 592 additional shares above the target number of shares originally reported.

(3) To satisfy tax withholding obligations relating to the vesting of shares of Common Stock previously awarded, shares were withheld from the vested amount.

Each performance share represents a contingent right for the reporting person to receive, on each of the first, second and third anniversaries of the date of the grant, a distribution of common stock equal to 0% to 200% of 1/3 of the reported target performance shares based on the issuer's stock price performance during the designated performance periods, as follows: the first distribution is tied to the issuer's one-year stock price performance (1/1/2018 to 12/31/2018); the second distribution is tied to the issuer's two-year stock price performance (1/1/2018 to 12/31/2019); and the third distribution is tied to the issuer's three-year stock price performance (1/1/2018 to 12/31/2020).

(4)

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

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