

DUN &amp; BRADSTREET CORP/NW

Form 3

November 12, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Last) (First) (Middle)

103 JFK PARKWAY

(Street)

SHORT HILLS, NJ 07078

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

11/02/2015

3. Issuer Name and Ticker or Trading Symbol

DUN &amp; BRADSTREET CORP/NW [DNB]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Content &amp; Tech Officer

5. 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 Beneficially Owned**

1. Title of Security (Instr. 4)

Common Stock

2. Amount of Securities Beneficially Owned (Instr. 4)

751

3. Ownership Form:

Direct (D) or Indirect (I) (Instr. 5)

D

4. Nature of Indirect Beneficial Ownership (Instr. 5)

A

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D) or Indirect

6. Nature of Indirect Beneficial Ownership (Instr. 5)

|                                  |       |            |              | Shares |        | (I)<br>(Instr. 5) |   |
|----------------------------------|-------|------------|--------------|--------|--------|-------------------|---|
| Leveraged Restricted Stock Units | Â (1) | 10/01/2017 | Common Stock | 2,223  | \$ (1) | D                 | Â |
| Leveraged Restricted Stock Units | Â (2) | 03/02/2018 | Common Stock | 3,138  | \$ (2) | D                 | Â |

## Reporting Owners

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

## Signatures

/s/ Karen K. Pettiford-Wilson for Curtis D. Brown by Power of Attorney

11/12/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Each performance share represents a contingent right for the reporting person to receive a distribution of common stock equal to 0% to

- (1) 200% of the reported target performance shares based on the issuer's stock price performance during the designated performance periods, as follows: 1/1/2014 - 12/31/2015 and 1/1/2014 - 12/31/2016.

Each performance share represents a contingent right for the reporting person to receive, on each of the first, second and third

- (2) 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 (1/1/2015 - 12/31/2015); the second distribution is tied to the issuer's two-year stock price performance (1/1/2015 - 12/31/2016); and the third distribution is tied to the issuer's three-year stock price performance (1/1/2015 - 12/31/2017).

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.