

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

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Cannae Holdings, Inc.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

82-1273460
(I.R.S. Employer
Identification No.)

**1701 Village Center Circle
Las Vegas, Nevada**
(Address of Principal Executive Offices)

89134
(Zip Code)

Cannae Holdings, Inc. Amended and Restated 2017 Omnibus Incentive Plan
(Full Title of Plans)

Michael L. Gravelle
Executive Vice President, General Counsel and Corporate Secretary
Cannae Holdings, Inc.
1701 Village Center Circle
Las Vegas, Nevada 89134
(Name and address of agent for service)

(702)-323-7330
(Telephone number, including area code, of agent for service)

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

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed by Cannae Holdings, Inc., a Nevada corporation (the “Registrant”) for the purpose of registering an additional 5,000,000 shares of Cannae common stock, par value \$0.0001 per share (“Common Stock”), for issuance under the Cannae Holdings, Inc. Amended and Restated 2017 Omnibus Incentive Plan (the “Amended Plan”) of the Registrant. On February 15, 2024, the Registrant’s Board of Directors approved the Amended Plan, which amends and restates the Cannae Holdings, Inc. 2017 Omnibus Incentive Plan effective as of November 17, 2017 (the “Plan”) in its entirety. The Amended Plan was later approved by the Registrant’s shareholders at the 2024 annual meeting of the shareholders of the Registrant. The Amended Plan increased the authorized shares available for issuance under the Plan by 5,000,000 shares, in the aggregate, in order to assure that the Registrant has adequate means to provide equity incentive compensation to its employees on a go-forward basis. As of April 26, 2024, there were approximately 443,492 shares that had been previously authorized under the Plan which remain available for grant.

The 5,000,000 additional shares of Common Stock available for issuance under the Amended Plan registered pursuant to this Registration Statement are the same class as those registered on the Registration Statement on Form S-8 on November 21, 2017 (File No. 333-221694)(the “Prior Registration Statement”), which are currently effective. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statement, including any amendments thereto or filings incorporated therein, are incorporated herein by reference, except as modified, supplemented or superseded herein.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the Securities and Exchange Commission by the Registrant are incorporated by reference into this Registration Statement on Form S-8 and are made a part hereof:

- (a) The Company’s Annual Report on Annual Report on [Form 10-K](#) for the year ended December 31, 2023, filed with the SEC on February 29, 2024 (the “Annual Report”);
- (b) The Company’s Definitive Proxy Statement on [Schedule 14A](#) (to the extent incorporated by reference in to the Annual Report), filed with the SEC on April 26, 2024;
- (c) The Company’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2024 and June 30, 2024, filed with the SEC on [May 9, 2024](#) and [August 8, 2024](#), respectively;
- (d) The Company’s Current Reports on Form 8-K and Form 8-K/A (other than information furnished rather than filed) filed with the SEC on [February 14, 2024](#); [February 21, 2024](#); [February 21, 2024](#); [May 9, 2024](#); [June 20, 2024](#); and [August 8, 2024](#);
- (e) The description of the Company’s Common Stock included as [Exhibit 4.2](#) to our Annual Report on Form 10-K for the year ended December 31, 2019, filed with the SEC on March 2, 2020, including any amendment or report filed for the purpose of updating such description; and
- (f) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) since the end of the fiscal year covered by the Annual Report referred to in (a) above.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date of filing this Registration Statement and prior to such time as the Registrant files a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, except for the documents, or portions thereof, that are “furnished” rather than filed with the SEC.

Any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for the purpose of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which is also, or is deemed to be, incorporated herein by reference modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 6. Indemnification of Directors and Officers.

The following summary is qualified in its entirety by reference to the complete text of the statutes referred to below, the Registrant’s Amended and Restated Certificate of Incorporation (the “Certificate”) and Amended and Restated Bylaws (“Bylaws”).

The Registrant is incorporated under the laws of the State of Nevada and the Certificate and Bylaws limit director and officer liability and provide for indemnification to the fullest extent provided by Nevada law. The Registrant also maintains standard policies of insurance under which coverage is provided (i) to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act and (ii) to the Registrant with respect to payments which may be made by the registrant to such directors and officers pursuant to the above indemnification provision or otherwise as a matter of law.

Nevada Revised Statutes (“NRS”) Section 78.7502 provides that a corporation shall indemnify any director, officer, employee, or agent of a corporation against expenses, including attorneys’ fees, actually and reasonably incurred by him in connection with any the defense to the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to Section 78.7502(1) or 78.7502(2), or in defense of any claim, issue or matter therein.

NRS 78.7502(1) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses,

including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit, or proceeding if he: (a) is not liable pursuant to NRS 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

NRS Section 78.7502(2) provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he: (a) is not liable pursuant to NRS 78.138; or (b) acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals there from, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

NRS Section 78.747 provides that except as otherwise provided by specific statute, no director or officer of a corporation is individually liable for a debt or liability of the corporation unless the director or officer acts as the alter ego of the corporation. The court as a matter of law must determine the question of whether a director or officer acts as the alter ego of a corporation.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Articles of Incorporation of Cannae Holdings, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on June 20, 2024).
4.2	Bylaws of Cannae Holdings, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K, filed on June 20, 2024).
5.1*	Opinion of Baker & Hostetler LLP.
23.1*	Consent of Deloitte & Touche LLP.
23.2*	Consent of Baker & Hostetler LLP (included in its opinion filed as Exhibit 5.1 hereto).
24.1*	Power of Attorney (included on signature page to this Registration Statement).
99.1	Cannae Holdings, Inc. Amended and Restated 2017 Omnibus Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K, filed on June 20, 2024).
107*	Calculation of Registration Fee Table.

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on August 8, 2024.

Cannae Holdings, Inc.

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President, General Counsel and
Corporate Secretary

KNOW ALL MEN BY THESE PRESENTS, that each of the undersigned constitutes and appoints each of Michael L. Gravelle and Bryan D. Coy, or any of them, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 (including all pre-effective and post-effective amendments and registration statements filed pursuant to Rule 462(b) under the Securities Act of 1933), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming that any such attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William P. Foley, II</u> William P. Foley, II	Chief Executive Officer, Chief Investment Officer, Director and Chairman of the Board	August 8, 2024
<u>/s/ Ryan R. Caswell</u> Ryan R. Caswell	President (Principal Executive Officer)	August 8, 2024
<u>/s/ Bryan D. Coy</u> Bryan D. Coy	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 8, 2024
<u>/s/ Douglas K. Ammerman</u> Douglas K. Ammerman	Director	August 8, 2024
<u>/s/ Hugh R. Harris</u> Hugh R. Harris	Director	August 8, 2024
<u>/s/ C. Malcolm Holland</u> C. Malcolm Holland	Director	August 8, 2024
<u>/s/ Mark D. Linehan</u> Mark D. Linehan	Director	August 8, 2024
<u>/s/ Frank R. Martire</u> Frank R. Martire	Director	August 8, 2024

<u>/s/ Erika Meinhardt</u> Erika Meinhardt	Director	August 8, 2024
<u>/s/ Barry B. Moullet</u> Barry B. Moullet	Director	August 8, 2024
<u>/s/ James B. Stallings, Jr.</u> James B. Stallings, Jr.	Director	August 8, 2024
<u>/s/ Frank P. Willey</u> Frank P. Willey	Director	August 8, 2024

August 8, 2024

Cannae Holdings, Inc.
1701 Village Center Circle
Las Vegas, Nevada 89134

Re: Securities Being Registered under Registration Statement on Form S-8

We have acted as counsel to Cannae Holdings, Inc., a Nevada corporation (the "Company"), in connection with its filing of a Registration Statement on Form S-8 (the "Registration Statement") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), on or about the date hereof.

The Registration Statement is filed by the Company for the purpose of registering an additional 5,000,000 shares (the "Shares") of the Company's Common Stock, \$0.0001 par value per share ("Common Stock") under the Cannae Holdings, Inc. Amended and Restated 2017 Omnibus Incentive Plan (the "Amended Plan").

As counsel to the Company, we have reviewed the Registration Statement, the Amended Plan, the Company's Articles of Incorporation and the Company's Bylaws and examined such matters of fact and questions of law as we have considered appropriate for purposes of rendering this opinion. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the Nevada Revised Statutes, and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or, in the case of Nevada, any other laws, or as to any matters of municipal law or the laws of any local agencies within any state.

Based upon such examination, we are of the opinion that the Shares have been duly authorized and, upon issuance and delivery against payment therefor in accordance with the terms of the Amended Plan, will be validly issued, fully paid and nonassessable.

For purposes of this opinion, we have assumed that no event occurs that causes the number of authorized shares of Common Stock available for issuance by the Company to be less than the number of then unissued Shares. We assume no obligation to advise you of any changes in the foregoing subsequent to the effective date of the Registration Statement.

We hereby consent to the inclusion of this opinion as Exhibit 5.1 to the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder. This opinion is rendered solely to you in connection with the above matter. This opinion may not be relied upon by you for any other purpose without our prior written consent.

Very truly yours,

/s/ BAKER & HOSTETLER LLP

BAKER & HOSTETLER LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 29, 2024 relating to the financial statements of Cannae Holdings, Inc. and the effectiveness of Cannae Holdings, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Cannae Holdings, Inc. for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP

Las Vegas, Nevada
August 8, 2024

Calculation of Filing Fee Tables
Form S-8
CANNAE HOLDINGS, INC.
(Exact Name of Registrant as Specified in its Charter)

Security Type ⁽¹⁾	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽³⁾	Maximum Aggregate Offering Price ⁽³⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.0001 per share	Other	5,000,000 ⁽²⁾	\$19.57	\$97,850,000	0.0001476	\$14,442.66
Total Offering Amounts					\$97,850,000		\$14,442.66
Total Fees Previously Paid							—
Total Fee Offsets							—
Net Fee Due							\$14,442.66

- (1) Represents additional shares of common stock available for future issuance as awards under the Cannae Holdings, Inc. Amended and Restated 2017 Omnibus Incentive Plan (the “Amended Plan”). The maximum number of additional shares available for issuance under the Amended Plan is 5,000,000 shares. Pursuant to Rule 416(a) under the Securities Act, this Registration Statement on Form S-8 shall be deemed to cover any additional shares of the common stock of Cannae Holdings, Inc. (the “Registrant”) that become issuable under the Amended Plan by reason of any future share splits, share dividends, recapitalizations or any other similar transactions effected without the receipt of consideration by the Registrant, which results in an increase in the number of outstanding shares of common stock of the Registrant.
- (2) Represents 5,000,000 additional shares of the Registrant’s common stock authorized and reserved for issuance under the Amended Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) under the Securities Act. Such computation is based on the average of the high and low prices of the Registrant’s common stock as reported on the New York Stock Exchange on August 7, 2024, a date within five business days of the date of this Registration Statement.