
**United States
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**Current Report
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported):
September 22, 2021

CANNAE HOLDINGS, INC.

(Exact name of Registrant as Specified in its Charter)

1-38300

(Commission File Number)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

82-1273460

(IRS Employer Identification Number)

**1701 Village Center Circle
Las Vegas, Nevada 89134**
(Addresses of Principal Executive Offices)

(702) 323-7330

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

<u>Title of Each Class</u>	Securities registered pursuant to Section 12(b) of the Act:	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Canna Common Stock, \$0.0001 par value		CNNE	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 8.01 Other Events

As previously reported, the members of the Company's Board of Directors (among others) have been named as defendants in a putative class and derivative action filed in the Delaware Court of Chancery (the "Court"), styled Oklahoma Firefighters Pension & Retirement System, derivatively on behalf of Cannae Holdings, Inc. v. William P. Foley, II, et al. On February 1, 2021, the Court approved the dismissal as moot of claims alleged in the Oklahoma Firefighters action relating to the termination provisions in the Company's Management Services Agreement after the Company entered into an amendment to the Management Services Agreement. The Court retained jurisdiction to consider any application for an award of attorneys' fees and expenses submitted by the plaintiff or its counsel with respect to such mooted claims (the "Mootness Fee Request").

On September 22, 2021, the Court granted a Stipulation and Order Regarding Notice (the "Order") to resolve the Mootness Fee Request portion of the Oklahoma Firefighters action, which requires the Company to pay \$1.1 million to plaintiff's counsel and to give notice of the Order to stockholders in this Current Report on Form 8-K. The Order is filed herewith as Exhibit 99.1 hereto and is incorporated herein by reference

As also previously reported, on March 9, 2021, the Court entered a stipulated order staying the Oklahoma Firefighters action for six months to allow the Special Litigation Committee appointed by the Board to investigate, review, and evaluate the facts, circumstances, and remaining claims asserted in or relating to the action and to determine the Company's response thereto. On September 10, 2021, the Court entered a stipulated order extending the stay for an additional four months in order for the SLC to complete its work. The defendants will contest the remaining claims in the action vigorously.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Stipulation and Order Regarding Notice
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Canna Holdings, Inc.

Date: September 24, 2021

By: /s/ Michael L. Gravelle

Name: Michael L. Gravelle

Title: Executive Vice President, General Counsel, and Corporate Secretary



GRANTED

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

OKLAHOMA FIREFIGHTERS
PENSION & RETIREMENT SYSTEM,
derivatively on behalf of CANNAE
HOLDINGS, INC.,

Plaintiff,

v.

C.A. No. 2020-0801-KSJM

WILLIAM P. FOLEY, II, HUGH R.
HARRIS, C. MALCOLM HOLLAND,
FRANK R. MARTIRE, JR., RICHARD
N. MASSEY, ERIKA MEINHARDT,
JAMES B. STALLINGS, FRANK P.
WILLEY, BRENT B. BICKETT,
RICHARD L. COX, MICHAEL
GRAVELLE, and TRASIMENE
CAPITAL MANAGEMENT, LLC,

Defendants,

and

CANNAE HOLDINGS, INC.,

Nominal Defendant.

STIPULATION AND [PROPOSED] ORDER REGARDING NOTICE

WHEREAS, on February 1, 2021, the Court entered an Order in this action (the “Action”), which, among other things, (i) voluntarily dismissed as moot Count VI (“Count VI”) of Plaintiff’s First Amended Verified Stockholder Class Action and Derivative Complaint (the “Amended Complaint”), which count included breach of fiduciary duty claims against the individual director defendants (“Defendants”)

concerning the termination provisions in the Management Services Agreement between and among Cannae Holdings, Inc. (“Cannae”), Cannae Holdings, LLC, and Trasimene Capital Management LLC (the “MSA”), and (ii) retained jurisdiction with respect to Count VI solely for the purpose of determining Plaintiff’s counsel’s anticipated application for an award of attorneys’ fees and reimbursement of expenses (the “Plaintiff’s Mootness Fee Application”);

WHEREAS, the parties have reached an agreement to resolve Plaintiff’s Mootness Fee Application;

WHEREAS, Defendants have denied and continue to deny the allegations and claims in the Action concerning the termination provisions in the MSA;

WHEREAS, Defendants agreed to resolve Plaintiff’s Mootness Fee Application solely to avoid the cost and litigation risk associated with opposing Plaintiff’s Mootness Fee Application;

WHEREAS, the Court requires the parties to provide notice to stockholders concerning any agreed-upon payment of attorneys’ fees and expenses in circumstances where the underlying claims are dismissed as moot; and

WHEREAS, the Court has not passed (and will not pass) judgment on the amount of the payment to be made in respect of Plaintiff’s Mootness Fee Application;

NOW, THEREFORE, IT IS HEREBY ORDERED this ____ day of _____, 2021 that:

1. Cannae shall attach this Stipulation and Order Regarding Notice (the “Order”) as an exhibit to a Form 8-K (substantially in the form attached hereto as Exhibit A) that Cannae will file with the United States Securities and Exchange Commission within four (4) business days following the entry of this Order. The filing by Cannae of this Order as an attachment to a Form 8-K constitutes adequate notice for purposes of Rule 23(e) (the “Notice”).

2. Defendants’ counsel shall file with the Court an affidavit that the Notice has been made in accordance with Paragraph 1 above no later than five (5) business days after the Notice has been publicly filed (the “Affidavit”);

3. Upon the filing of the Affidavit:

- a. The Register in Chancery is directed to close the Action on the docket solely with respect to Plaintiff’s claims in Count VI of the Amended Complaint; and
- b. The Court will no longer retain jurisdiction with respect to Count VI.

4. Within five (5) business days of the date of the entry of this Order, Defendants shall cause Cannae, or its designee, to pay Plaintiff’s counsel \$1,100,000 in full satisfaction of Plaintiff’s Mootness Fee Application. The foregoing payment

shall fully satisfy and resolve Plaintiff's Mootness Fee Application, and Plaintiff's counsel shall not seek any additional fees, expenses, or costs related to the mooting of Count VI of the Amended Complaint from any source.

LABATON SUCHAROW LLP

Of Counsel:

Marisa DeMato
John Vielandi
David MacIsaac
LABATON SUCHAROW LLP
140 Broadway
New York, New York 10020
(212) 907-0700

/s/ Ned Weinberger

Ned Weinberger (Bar No. 5256)
300 Delaware Avenue, Suite 1340
Wilmington, Delaware 19801
(302) 573-2540

*Attorneys for Plaintiff Oklahoma
Firefighters Pension & Retirement
System*

Jeremy Friedman
David F.E. Tejtel
FRIEDMAN OSTER & TEJTEL PLLC
493 Bedford Center Road, Suite 2D
Bedford Hills, New York 10507
(888) 529-1108

ROSS ARONSTAM & MORITZ LLP

Of Counsel:

John A. Neuwirth
Stephen A. Radin
Evert J. Christensen, Jr. (Bar No. 4996)
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
(212) 310-8000

/s/ Bradley R. Aronstam

Bradley R. Aronstam (Bar No. 5129)
S. Michael Sirkin (Bar No. 5389)
100 S. West Street, Suite 400
Wilmington, Delaware 19801
(302) 576-1600

Attorneys for Defendants William P. Foley, II, Hugh R. Harris, C. Malcolm Holland, Frank R. Martire, Jr., Richard N. Massey, Erika Meinhardt, James B. Stallings, Frank P. Willey, Brent B. Bickett, Richard L. Cox, Michael Gravelle, Trasimene Capital Management, LLC and Nominal Defendant Cannae Holdings, Inc.

Dated: September 17, 2021

Chancellor Kathaleen St. Jude McCormick

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Kathaleen St Jude McCormick

File & Serve

Transaction ID: 66942915

Current Date: Sep 22, 2021

Case Number: 2020-0801-KSJM

Case Name: STAYED 9.10.2021/CONF ORD/Oklahoma Firefighters Pension & Retirement System v. William P. Foley, et al. and Cannae Holdings, Inc.

Court Authorizer: Kathaleen St Jude McCormick

/s/ Judge Kathaleen St Jude McCormick

