

DUN & BRADSTREET CORP/NW

Form 8-K

February 06, 2012

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**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): February 1, 2012

**THE DUN & BRADSTREET CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction)

1-15967  
(Commission)

22-3725387  
(I.R.S. Employer)

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(State of incorporation)

(File Number)

(Identification No.)

**103 JFK Parkway, Short Hills, NJ**  
(Address of principal executive offices)

**07078**  
(Zip Code)

**Registrant's telephone number, including area code: (973) 921-5500**

(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))

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**PURPOSE OF FILING**

The purpose of this filing is to report to you that we have issued a press release announcing: (i) our financial results for the fourth quarter and year ended December 31, 2011, (ii) our 2012 full-year financial guidance, (iii) changes to our strategic technology investment program, and (iv) the signing of a definitive agreement to sell the domestic portion of our Japan operations.

(i)

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**Item 2.02. Results of Operations and Financial Condition.**

On February 6, 2012 we issued a press release announcing our financial results for the fourth quarter and year ended December 31, 2011. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference in this Item 2.02.

In accordance with General Instruction B.2 of Form 8-K, the information provided pursuant to this Item 2.02, including Exhibit 99.1, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in this Current Report on Form 8-K shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

**Item 7.01. Regulation FD Disclosure.**

On February 6, 2012, we issued a press release announcing our 2012 full-year financial guidance and changes to our strategic technology investment program, which we refer to as MaxCV. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference in this Item 7.01.

**Item 8.01. Other Events**

On February 1, 2012, we signed a definitive agreement to sell the domestic portion of our Japan operations to Tokyo Shoko Research, LTD. (TSR), our local joint venture partner since December 2007. We will also enter into commercial arrangements to provide TSR with global data for local Japanese customers and we will become the exclusive distributor of TSR data to our Worldwide Network partners.

We will receive \$4.5 million in net cash consideration as well as \$1.5 million to settle a receivable with TSR. Additionally, we are entitled to annual payments from TSR under the terms of commercial agreements for data, brand licensing and technology services.

The domestic operations generated approximately \$64 million in revenue during 2011. The deal is expected to close on February 29<sup>th</sup>, subject to customary closing conditions.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 99.1           | Press Release of The Dun & Bradstreet Corporation, dated February 6, 2012 (furnished pursuant to Item 2.02 and Item 7.01). |

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**SIGNATURES**

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 hereunto duly authorized.

**The Dun & Bradstreet Corporation**

By: */s/ Richard S. Mattessich*  
**Richard S. Mattessich**  
**Vice President, Associate General**  
**Counsel and Assistant Corporate Secretary**

DATE: February 6, 2012