

DUN & BRADSTREET CORP/NW  
Form DEFA14A  
March 28, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

(Rule 14a-101)

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a)**

**of the Securities Exchange Act of 1934**

**(Amendment No. 1)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

**The Dun & Bradstreet Corporation**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

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- (1) Title of each class of securities to which transaction applies:
  
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- (1) Amount Previously Paid:
  
- (2) Form, Schedule or Registration Statement No.:
  
- (3) Filing Party:
  
- (4) Date Filed:



March 28, 2011

Dear Shareholder:

In connection with the Annual Meeting of Shareholders of The Dun & Bradstreet Corporation to be held on May 3, 2011, our Proxy Statement was filed with the U.S. Securities and Exchange Commission ( SEC ), and first mailed to shareholders, on March 23, 2011.

Enclosed please find an amendment to our Proxy Statement which we filed with the SEC on March 28, 2011, which corrects two typographical errors appearing in the Pay for Performance Analyses (2007-2009) chart which is included in the External Benchmarking *Benchmarking Process* section of the Proxy Statement. The amendment contains a description of the errors as well as a corrected chart.

Sincerely,

Jeffrey S. Hurwitz

*Senior Vice President, General Counsel and Corporate Secretary*

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**THE DUN & BRADSTREET CORPORATION**

**AMENDMENT NO. 1 TO**

**PROXY STATEMENT FOR ANNUAL MEETING OF SHAREHOLDERS**

**TO BE HELD MAY 3, 2011**

This document is an amendment to our Proxy Statement filed with the U.S. Securities and Exchange Commission and first mailed to shareholders on March 23, 2011 in connection with the Annual Meeting of Shareholders to be held on Tuesday, May 3, 2011, at 8:00 a.m. at The Hilton Short Hills, 41 JFK Parkway, Short Hills, New Jersey.

**EXPLANATORY STATEMENT**

Due to a typographical error, two items in the Pay for Performance Analyses (2007-2009) chart which is included in the External Benchmarking *Benchmarking Process* section of the Proxy Statement, were erroneously reported. Specifically, the chart filed (i) listed with respect to the Size category, D&B's Market Cap in the 2<sup>nd</sup> Quartile, rather than the 3<sup>rd</sup> Quartile, and (ii) with respect to the Performance - Growth category, listed D&B Sales 1-yr performance in both the 3<sup>rd</sup> and 4<sup>th</sup> Quartiles, rather than only in the 3<sup>rd</sup> Quartile; D&B did have sales performance in the 4<sup>th</sup> Quartile for a three year period (*i.e.*, D&B Sales 3-yr), as noted in the corrected chart below. For reference, the 4<sup>th</sup> Quartile is the highest quartile (at or above the 75<sup>th</sup> percentile); the 3<sup>rd</sup> Quartile is the next highest (between the 50<sup>th</sup> and 75<sup>th</sup> percentiles); followed by the 2<sup>nd</sup> Quartile (between the 25<sup>th</sup> and 50<sup>th</sup> percentiles); and 1<sup>st</sup> Quartile is the lowest (at or below the 25<sup>th</sup> percentile). All other information in the chart as filed was correct. In addition, the textual references and descriptions below the chart were correct.

The corrected chart is set forth below in its entirety.