UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of report: April 30, 2018
(Date of earliest event reported)

Ceridian HCM Holding Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-38467**	**46-3231686**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

3311 East Old Shakopee Road Minneapolis, Minnesota	**55425**
(Address of principal executive offices)	**(Zip Code)**

(952) 853-8100
(Registrant's telephone number, including area code)

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 (*see* General Instruction A.2. below):

☐ 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))

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 1.01 Entry into a Material Definitive Agreement

Credit Agreement

On April 30, 2018, Ceridian HCM Holding Inc. (the "Company") entered into a Credit Agreement (the "Credit Agreement") by and among the Company, as borrower, the lenders party thereto (the "Lenders") and Deutsche Bank AG New York Branch, as administrative agent and collateral agent for the Lenders (the senior secured credit facilities provided thereunder, the "New Senior Secured Credit Facilities").

The New Senior Secured Credit Facilities consist of (i) senior secured term loan facilities in an aggregate principal amount of $680.0 million (the "Senior Secured Term Loan Facility") and (ii) a senior secured revolving credit facility in an aggregate principal amount of $300.0 million (the "Senior Secured Revolving Credit Facility"). The loans under the Senior Secured Term Loan Facility mature on April 30, 2025, and the loans under the Senior Secured Revolving Credit Facility mature on April 30, 2023. The New Senior Secured Credit Facilities are guaranteed by all of the Company's wholly-owned domestic restricted subsidiaries (subject to customary exceptions) (the "Guarantors") and are secured by a guarantee and collateral agreement which pledges a lien on virtually all of the Company's assets, including fixed assets and intangibles, and the assets of the Guarantors, subject to customary exceptions (the "Collateral").

The Senior Secured Term Loan Facility is subject to amortization of principal, payable in equal quarterly installments on the last day of each fiscal quarter, commencing on December 31, 2018, with 1.0% of the aggregate principal amount of all initial term loans outstanding at closing to be payable each year prior to the maturity date of the Senior Secured Term Loan Facility. The remaining initial aggregate principal amount will be payable at the maturity date of the Senior Secured Term Loan Facility.

The Senior Secured Term Loan Facility bears interest at rates based upon, at the option of the Company, either (i) the base rate plus an applicable percentage of 2.25% and (ii) the Eurodollar rate plus an applicable percentage of 3.25%. Such applicable percentage will be reduced by 0.25% per annum if the corporate family rating of the Company from Moody's is B2 or better, each such reduction being effective during the period commencing on the date of such change in rating becomes effective and ending on the date immediately preceding the effective date of next change in rating.

The Senior Secured Revolving Credit Facility bears interest at rates based upon, at the option of the Company, (i) the base rate or the Canadian prime rate, as applicable, plus an applicable percentage of between 1.25% to 1.75% per annum, depending on the consolidated first lien leverage ratio of the Company or (ii) the Eurocurrency rate or the CDOR rate plus an applicable percentage of between 2.25% to 2.75% per annum, depending on the consolidated first lien leverage ratio of the Company.

The Company will be required to pay a fee with respect to the unused commitments under the Senior Secured Revolving Credit Facility in an amount of between 0.25% and 0.50% per annum depending on the consolidated first lien leverage ratio of the Company.

The Company will have the right to prepay the loans outstanding under the New Senior Secured Credit Facilities without premium or penalty (subject to customary Eurocurrency and/or CDOR breakage costs), except that any prepayment or amendment resulting in a repricing transaction prior to the date that is six months after the closing date of the New Senior Secured Credit Facilities will be subject to a 1.00% fee.

The Company will be required to prepay the loans under Senior Secured Term Loan Facility with, among other things, proceeds of asset sales, excess cash flow and/or proceeds of debt under certain circumstances.

Under the Credit Agreement governing the New Senior Secured Credit Facilities, the Company and the Guarantors are subject to customary affirmative and negative covenants, and events of default for facilities of this type (with customary grace periods, as applicable, and lender remedies).

The Credit Agreement governing the New Senior Secured Credit Facilities will include a "financial" covenant for the benefit of the lenders under the Senior Secured Revolving Credit Facility that will require the Company to maintain a first lien net leverage ratio of not greater than 7.25:1.00 on the last day of any fiscal quarter on which the outstanding amount of revolving loans and certain letters of credit exceeds 35% of the total revolving credit commitment.

The foregoing summary of the Credit Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Credit Agreement, which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2018 to be filed in due course.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

The information provided in Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference in this Item 2.03.

Item 8.01 Other Events

On April 30, 2018, the Company announced that it had closed its initial public offering of 21,000,000 shares of common stock, priced at $22.00 a share, and that the underwriters exercised their option to purchase an additional 3,150,000 shares of common stock from the Company at the initial public offering price. The Company will use the net proceeds from the sale of shares to be sold by it as set forth in the prospectus for the offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed with this report:

Exhibit No.	Description

99.1	Press Release, dated as of April 30, 2018.

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.

CERIDIAN HCM HOLDING INC.

By:	/s/ William E. McDonald
Name:	William E. McDonald
Title:	Senior Vice President, Deputy General Counsel and Corporate Secretary

Date: May 2, 2018

Exhibit 99.1

Ceridian HCM Holding Inc. Completes Initial Public Offering and Debt Refinancing

Minneapolis, MN, April 30, 2018

Ceridian HCM Holding Inc. ("Ceridian"), a global human capital management software company, announced today the closing of its initial public offering of 24,150,000 shares of common stock, which includes 3,150,000 shares of common stock issued pursuant to the exercise by the underwriters of their over-allotment option. The offering was priced at $22.00 per share, resulting in gross proceeds of $631,300,000 when combined with the concurrent $100.0 million private placement and before deducting underwriting discounts and commissions and other offering expenses payable by Ceridian.

Ceridian's shares of common stock began trading on the New York Stock Exchange and the Toronto Stock Exchange under the ticker symbol "CDAY" on April 26, 2018.

Ceridian intends to use the net proceeds that it receives from this offering and the concurrent $100.0 million private placement to redeem the $475.0 million principal amount of its outstanding 11% Senior Notes due 2021 as well as to pay a portion of the interest on the Senior Notes that will have accrued at the time of the redemption. Concurrently with the closing of the offering, Ceridian redeemed the Senior Notes and refinanced its remaining indebtedness with new senior credit facilities consisting of a $680.0 million term loan debt facility and a $300.0 million revolving credit facility.

Goldman Sachs & Co. LLC, J.P. Morgan, Credit Suisse and Deutsche Bank Securities acted as joint lead book-running managers, and Goldman Sachs & Co. LLC and J.P. Morgan acted as representatives of the underwriters for the offering. Barclays, Citigroup, Jefferies LLC, CIBC Capital Markets and Wells Fargo Securities also acted as book-running managers for the offering. Baird, Canaccord Genuity, Piper Jaffray, William Blair and MUFG acted as co-managers for the offering. The offering of these securities was made only by means of a prospectus, copies of which may be obtained by contacting:

- Goldman Sachs & Co. LLC, Attention: Prospectus Department, 200 West Street, New York, New York 10282, via telephone: 1-866-471-2526, or via email: prospectus-ny@ny.email.gs.com;
- J.P. Morgan Securities LLC, Attention: Prospectus Department, 1155 Long Island Avenue, Edgewood, NY 11717, or via telephone: 1-866-803-9204;
- Credit Suisse Securities (USA) LLC, Attention: Prospectus Department, One Madison Avenue, New York, NY 10010, by telephone at (800) 221-1037, or by email at newyork.prospectus@credit-suisse.com;
- Deutsche Bank Securities Inc., Attention: Prospectus Group, 60 Wall Street, New York, NY 10005, Telephone: 800-503-4611, or email: prospectus.CPDG@db.com; or
- CIBC World Markets Inc., Attention: Lovena Doodahnand, 161 Bay Street, Toronto, ON M5R 1C5, by telephone at (416) 594-7270, or by email at lovena.doodahnand@CIBC.ca.

A registration statement relating to these securities has been declared effective by the Securities and Exchange Commission on April 25, 2018. Ceridian has obtained a receipt for a final base PREP prospectus filed with the securities commissions or similar securities regulatory authorities in each of the provinces and territories of Canada (except Quebec) on April 25, 2018 and filed a supplemented PREP prospectus containing pricing information and other important information relating to the common stock with such securities commissions or regulatory authorities on April 26, 2018. A copy of the supplemented PREP prospectus may be obtained from the underwriters at the addresses set out above and is available on the SEDAR website at www.sedar.com under Ceridian's profile.

No securities regulatory authority has either approved or disapproved the contents of this press release. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Ceridian HCM Holding Inc.

Ceridian. Makes Work Life Better™.

Ceridian is a global human capital management software company. Dayforce, our flagship cloud HCM platform, provides human resources, payroll, benefits, workforce management, and talent management functionality. Our platform is used to optimize management of the entire employee lifecycle, including attracting, engaging, paying, deploying, and developing people. Ceridian has solutions for organizations of all sizes.

For more information, contact:

Jeremy Johnson
Vice President, Finance and Investor Relations
Ceridian HCM Holding Inc.
(952) 853-3740

Jeremy.Johnson@ceridian.com