

**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 23, 2019



NCR CORPORATION

(Exact name of registrant as specified in its charter)

Commission File Number: 001-00395

Maryland
(State or other jurisdiction
of incorporation)

31-0387920
(I.R.S. Employer
Identification No.)

864 Spring Street NW
Atlanta, GA 30308
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (937) 445-5000

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 (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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	NCR	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 5.02. Departure of Directors of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 23, 2019, the Board of Directors (the “Board”) of NCR Corporation (the “Company”) voted on and approved an increase in the size of the Board from ten to twelve directors, and the Company announced the elections of Katie Burke and Kirk Larsen to the Board to serve until the next annual meeting of stockholders following their appointment, each to serve until his or her successor is duly elected and qualified or until his or her earlier resignation or removal. Neither Mrs. Burke nor Mr. Larsen have been appointed to any committees of the Board at this time. In addition, the Company announced it intends to appoint additional independent directors to the Board prior to its 2020 annual meeting of stockholders.

Effective upon appointment, Mrs. Burke and Mr. Larsen became eligible to receive the standard compensation provided by the Company to its non-employee directors, as most recently disclosed in the Company’s proxy statement for its 2019 annual meeting of stockholders. There is no arrangement or understanding between either Mrs. Burke or Mr. Larsen and any other persons pursuant to which either was selected as a director, and neither Mrs. Burke nor Mr. Larsen have a direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. The Board determined that each of Mrs. Burke and Mr. Larsen is independent under the independence standards of the New York Stock Exchange and the Company’s Board of Director Corporate Governance Guidelines.

The Company also announced that, after many years of distinguished service, Linda Fayne Levinson, Robert DeRodes and Kurt Kuehn will retire from the Board following the end of their terms at the upcoming 2020 annual meeting of stockholders. Their decision to not stand for re-election is not the result of any disagreement with the Company related to the Company’s operations, policies or practices.

A copy of the press release announcing the appointment of directors, the intention to appoint additional independent directors and the upcoming director retirements, 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 attached with this current report on Form 8-K:

Exhibit No.	Description
99.1	Press Release issued by NCR Corporation, dated September 24, 2019.
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

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.

NCR Corporation

Dated: September 24, 2019

By: /s/ James M. Bedore
James M. Bedore
Executive Vice President, General Counsel and Secretary



NEWS RELEASE

NCR Corporation Announces Upcoming Changes to its Board of Directors

ATLANTA – September 24, 2019 – NCR Corporation (NYSE: NCR) today announced that Katie Burke, Senior Strategist at Edelman, and Kirk Larsen, Executive Vice President and Chief Financial Officer at Black Knight, have been named to its board of directors. NCR intends to appoint additional independent directors to its Board prior to its 2020 Annual Meeting of Stockholders.

“We are pleased to welcome Katie and Kirk to the NCR Board of Directors and look forward to drawing upon their diverse areas of expertise as we accelerate NCR’s transformation to a software and services-led enterprise,” said NCR President and Chief Executive Officer Michael D. Hayford.

Mrs. Burke serves as Senior Strategist and Chief of Staff at Edelman, a global communications firm, where she is the chair of practices, sectors and intellectual property. She joined Edelman in 2008 and her previous roles at the firm have included global chair of public affairs and head of public affairs in New York. Between 2014 and 2016, Mrs. Burke served as Executive Vice President of marketing and communications at Nielsen and founded her own communications consulting firm. During her time in government service, Mrs. Burke served as Director of Television News in the White House and as a legislative aide on Capitol Hill.

Mr. Larsen is the Executive Vice President and Chief Financial Officer of Black Knight, a premier provider of software, data and analytics to the mortgage and consumer loan, real estate and capital markets verticals. He has also held senior leadership positions in corporate finance, treasury, investor relations and financial planning and analysis in the fintech and payments industries, as well as with companies like FIS, Rockwell Automation and Ernst & Young.

NCR also announced today that, after many years of distinguished service, Linda Fayne Levinson, Robert DeRodes and Kurt Kuehn will retire from the Company’s Board of Directors following the end of their terms at the upcoming NCR Corporation 2020 Annual Meeting of Stockholders.

Ms. Fayne Levinson has served the NCR Board of Directors with distinction for more than 20 years, most recently as Chairperson of the NCR Compensation Committee. She was critical in leading NCR’s search for its new CEO in 2018. She also served as lead independent director from 2007 to 2013.

“Linda’s vision, leadership and keen eye for talent helped NCR quickly rebuild its Executive Leadership Team and reposition the company,” said NCR Executive Chairman Frank R. Martire. “On behalf of the entire company, I thank her for two decades of commitment to NCR.”

A member of the NCR Board of Directors since 2008, Mr. DeRodes has provided NCR with invaluable insight into risk management and information technology topics as a member of its Audit Committee.

As Chairman of the Audit Committee, Mr. Kuehn's expertise in financial, operational and logistics matters has been key in advancing NCR's global operational footprint since he joined the Board in 2012.

"Bob, Kurt and Linda have each been instrumental in guiding NCR on its transformation, establishing our new Leadership Team, and laying a solid foundation for the future of our company" added Martire. "We are grateful for their contributions, insight and service as valued members of the NCR Board of Directors."

About NCR Corporation

NCR Corporation (NYSE: NCR) is a leading software- and services-led enterprise provider in the financial, retail, hospitality, telecom and technology industries. NCR is headquartered in Atlanta, Ga., with 34,000 employees and does business in 180 countries. NCR is a trademark of NCR Corporation in the United States and other countries.

Web site: www.ncr.com

Twitter: [@NCRCorporation](https://twitter.com/NCRCorporation)

Facebook: www.facebook.com/ncrcorp

LinkedIn: www.linkedin.com/company/ncr-corporation

YouTube: www.youtube.com/user/ncrcorporation

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