## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

#### **SCHEDULE TO**

(RULE 14d-100)

Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934

### Radiant Systems, Inc.

(Name of Subject Company)

# Ranger Acquisition Corporation and NCR Corporation

(Names of Filing Persons - Offeror)

#### COMMON STOCK, NO PAR VALUE PER SHARE

(Title of Class of Securities)

 $75025N\ 10\ 2$  (Cusip Number of Class of Securities)

Jennifer M. Daniels NCR Corporation 3097 Satellite Boulevard Duluth, Georgia 30096 (937) 445-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:
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#### CALCULATION OF FILING FEE

Transaction valuation*	Amount of filing fee
Not Applicable	Not Applicable

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable. Filing Party: Not applicable. Form or Registration No.: Not applicable. Date Filed: Not applicable.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

★ third-party tender offer subject to Rule 14d-1.

	issuer tender offer subject to Rule 13e-4.
	going-private transaction subject to Rule 13e-3.
	amendment to Schedule 13D under Rule 13d-2.
Check the following box if the filing is a final amendment reporting the results of the tender offer. $\Box$	

This Tender Offer Statement on Schedule TO (this "Statement") relates to a planned tender offer by Ranger Acquisition Corporation ("Purchaser"), a wholly-owned subsidiary of NCR Corporation ("NCR"), for all shares of outstanding common stock of Radiant Systems, Inc. ("Radiant"), to be commenced pursuant to an Agreement and Plan of Merger, dated as of July 11, 2011, by and among NCR, the Purchaser and Radiant.

#### **Important Additional Information**

The tender offer referred to in this Statement has not yet commenced. This Statement is neither an offer to purchase nor a solicitation of an offer to sell any shares of Radiant. The solicitation and the offer to buy shares of Radiant common stock will be made pursuant to an offer to purchase and related materials that NCR and Purchaser intend to file with the U.S. Securities and Exchange Commission (the "SEC"). At the time the tender offer is commenced, NCR and Purchaser intend to file a Tender Offer Statement on Schedule TO containing an offer to purchase, a form of letter of transmittal and other documents relating to the tender offer and Radiant intends to file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. NCR, Purchaser and Radiant intend to mail these documents to the shareholders of Radiant. These documents will contain important information about the tender offer and shareholders of Radiant are urged to read them carefully when they become available. Investors and shareholders of Radiant will be able to obtain a free copy of these documents (when they become available) and other documents filed by NCR, Purchaser and Radiant with the SEC at the website maintained by the SEC at www.sec.gov. In addition, the tender offer statement and related materials may be obtained for free (when they become available) by directing such requests to NCR Corporation at Attention: Investor Relations, 3097 Satellite Boulevard, Duluth, GA 30096. Investors and shareholders of Radiant may obtain a free copy of the solicitation/recommendation statement and other documents (when they become available) from Radiant by directing requests to Radiant Systems, Inc. at 3925 Brookside Parkway, Alpharetta, GA 30022, Attn: Investor Relations Director.

Item 12. Exhibits

Exhibit

Number Description

99.1 Letter from Bill Nuti to Radiant employees, dated July 19, 2011

#### Radiant team -

At NCR, we share a common, yet bold vision: *to lead how the world connects, interacts and transacts with business*. This vision drives our aspirational business goals, company mission and business strategy. In the days and weeks ahead, you will hear more from me about NCR.

I can imagine the past few days have been filled with a range of emotions and questions about the recent announcement of NCR's agreement to acquire Radiant Systems. It is my hope that one of these emotions is pride for the great company that you've built. The strength of your people, your industry leadership and the capabilities that we see in your future is what drew us to making this significant investment. We believe in Radiant and we believe in your ability to help us accelerate our vision — as we will help to accelerate yours.

We are excited and energized that Radiant will be joining the NCR team. Your passion for being a remarkable place to work, as well as a remarkable company to buy from and invest in, are shared values between our two companies.

The goal of this union is to make our mutual dreams for both our companies a reality – together. Because together, we are more powerful than we are apart.

Below, please take a look at the messaging I sent to all NCR employees on the day of the announcement. I thought it was important to share this with you so you understand what was communicated to NCR employees.

I very much look forward to talking with all of you.

Regards,

Bill

**Vision to Execution** – words you have heard from me many times and words that drive everything we do as a company. To strengthen our vision and enhance our strategic execution, I am excited to announce another important milestone in our company's history. Today, we publicly announced an agreement to acquire **Radiant Systems**, the #1 provider in the hospitality industry and a market leader in multi-channel point-of-sale and managed service solutions.

Our vision to lead how the world connects, interacts and transacts with business has been deeply rooted in the retail industry since the day our doors opened over 127 years ago. Together, we've transformed our company into the global leader in multi-channel self-service and consumer experience innovations. Our acquisition of Radiant Systems will further extend our leadership position in the retail and hospitality markets, and with an equity value of \$1.2 billion it is the most significant growth initiative NCR has executed in 20 years.

Not only does this transaction bring together two leading technology companies, it supports our **strategic focus to grow our core businesses** by extending our addressable market and strengthening our global presence through complementary solutions. And because of Radiant's strong software and Software as a Service (SaaS) capabilities, we will be able to significantly enhance our Retail and Hospitality solutions – aligning to our vision of improving our margins and mix of solution revenue and becoming a **hardware-enabled, software-driven business.** 

The combination of NCR and Radiant Systems is especially unique because we operate complementary businesses with little overlap in our respective markets. This will allow us to create new opportunities for our customers, for our employees and for our partners, while creating additional value for our shareholders. This strengthens our position in the hospitality and specialty retail markets – a segment that is approximately \$8 billion in size and under-penetrated by industry leaders. What's even better is we are doing this with a company whose geographic proximity, culture, strategy and values are highly complementary to our own.

Those of you in our retail and hospitality businesses know Radiant Systems well and know it is an organization we've always respected for their technology and professionalism. Radiant has demonstrated a multi-year track record of growth along with steadily improving operating margins and cash flow. Harnessing their strong financial profile, we will advance our own strategic goals of **revenue growth, gross margin expansion and improving the customer experience.** 

Together, we will leverage the strengths we each bring to the market to benefit the whole—making our strategic vision a reality. Together, we will:

deliver a superior portfolio of multi-channel point-of-service, self-service and managed service solutions. Radiant's solutions and services portfolio will further our growth capabilities. Radiant

will also be better positioned to scale by growing its international business using NCR's sales and services model and extending its SaaS capabilities across other NCR businesses.

- extend our reach into new hospitality segments and retail verticals. Radiant is active in verticals we have not penetrated, such as the petroleum and
  convenience retail space, sports stadiums and entertainment ticketing and concessions. We will also be able to grow our presence in their strongest customer
  segment quick service restaurants.
- **expand our global footprint relative to hospitality, where we have been limited.** NCR will use its global sales, services and operations organizations to extend Radiant's portfolio to many of the fastest growing markets in the world. Similarly, NCR's global footprint and established international distribution and manufacturing capabilities are ideal complements to Radiant's strong presence in the geographies in which they do business.
- **build a world-class channel partner network.** Our market coverage will be enhanced by Radiant's strong channel network approximately 800 strong. While they have a large set of well-known customers they serve direct, such as Chipotle and California Pizza Kitchen, a large percentage of their business is in the indirect channel. This will complement our own channel and support our channel growth goals.
- **enhance and expand our c-tailing story.** Radiant's SaaS offerings and loyalty software combined with our own multi-channel personalized solutions that cater to consumer preference and presence will bring expanded capabilities to our c-tailing offers.
- **establish NCR's third core industry vertical.** Once the transaction is complete, we will create a new distinct line of business focusing on the hospitality and specialty retail market.
- **further strengthen our customer relationships.** Our combined direct and indirect sales teams will enable expanded sales coverage and customer intimacy to respond to customer needs faster and more efficiently.
- collectively enable 300 million transactions every day. A number we will see rise significantly as we leverage our combined technology expertise and solutions portfolio.

I think you will be inspired by Radiant's innovation and leadership. <u>I encourage you to take the time to learn more</u> about their three business units as well as their solutions like Orderman, a mobile ordering and payment device, and their award-winning Aloha POS system.

And to ensure we get to know Radiant's team and business, as well as focus on the most efficient integration possible, I will have this line of business report to me directly. I know many of you have further questions about what to expect. Right now I can tell you that we anticipate this transaction to close in the third quarter of 2011; I am anticipating a smooth closing process. We have already started integration planning of our operations and we will proactively build teams supporting change management efforts.

I encourage you to <u>read the press release</u> which further outlines the details and mechanics around the acquisition. We will continue to communicate with you about our progress throughout this process, but for now, I ask that you continue to do what you do best—focus on meeting the needs of NCR's customers and providing them with best-in-class service. Please remember that, until the transaction closes, we will continue to operate as two independent companies in the marketplace.

It is an extremely exciting time for our company, our customers and you. It is my sincere hope that you take pride, as I do, in our evolution and join me in the excitement about our next stage of growth.

Regards,

The planned tender offer described in these materials has not yet commenced. This description is not an offer to buy or the solicitation of an offer to sell securities. At the time the planned tender offer is commenced, NCR Corporation will file a tender offer statement on Schedule TO with the Securities and Exchange Commission (the "SEC"), and Radiant Systems, Inc. will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the planned tender offer. The tender offer statement (including an offer to purchase, a related letter of transmittal and other tender offer documents) and the solicitation/recommendation statement will contain important information that should be read carefully before making any decision to tender securities in the planned tender offer. Those materials will be made available to Radiant Systems, Inc. shareholders at no expense to them. In addition, all of those materials (and all other tender offer documents filed with the SEC) will be made available at no charge on the SEC's website: <a href="https://www.sec.gov">www.sec.gov</a>.