| SEC Form 4 | |
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

345 PARK AVENUE

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | | | | | | |
|------------------------|-----------|--|--|--|--|--|
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| hours per response: | 0.5 | | | | | |

| | | | | or Sect | ion 30(| n) of the | Investr | nent C | company | Act of | f 1940 | | | | | | |
|---------------------------------------|---------------------------------|--|---|--|-------------------------------|-------------------|-----------------------------|-------------------------------------|-------------------------------|---------|---------------------------------|-------------------|----------------------------|----------------------------------|--|---|---|
| 1. Name ar | nd Address of | Reporting Person* | | | | and Tic | | Frading | g Symbo | bl | | | | . Relationship Check all appl | of Reporting P | erson(s) to Is | suer |
| Blackstone Group L.P. | | | | INCR | NCR CORP [NCR] | | | | | | | | | Direct | - | X 10% C | Owner |
| , | | | | 3. Date of Earliest Transaction (Month/Day/Year) | | | | | | | + | | er (give title | | (specify | | |
| (Last) (First) (Middle) | | | | 03/18/ | | | 240001 | UNDIN | , Duyi 1 | July | | | | below | /) | below) |) |
| 345 PARK AVENUE | | | | | | | | | | | | | | | | | |
| [] | | | | 4. If Am | endme | nt, Date o | of Origii | nal Fil | ed (Mon | ith/Day | //Year] |) | | i. Individual or .ine) | Joint/Group Fil | ing (Check A | pplicable |
| (Street) | DRK N | Y 1 | 0154 | | | | | | | | | | | , | filed by One Re | eporting Pers | on |
| | | | | | | | | | | | | | | X Form Perso | filed by More th | ian One Rep | orting |
| (City) (State) (Zip) | | | | | | | | | | | | | | | | | |
| | | Tabl | e I - Non-Deriv | ative Se | ecurit | es Ac | quire | d, Di | ispose | ed of | , or I | Bene | fici | ally Owne | d | | |
| 1. Title of S | Security (Inst | ir. 3) | 2. Transaction Date | | 2A. Deemed Execution Date, | | 3. Transaction | | 4. Securities Acquired (A) or | | | | | mount of urities | 6. Ownership Form: Direct | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | (Month/Day/Year) | | , | Code | e (Instr. | Disposed Of (D) (Instr. 3, 4 and 5) | | | Beneficially Owned Following | | (D) or Indirect | | | | |
| | | | | | Jayrica | | | | | (A) or | (A) or | | Reported Transaction(s) | | (I) (IIISU. 4) | | |
| | | | | | | Code | e V | Amo | ount | (D) | Pric | e : | (Ins | tr. 3 and 4) | | | |
| Common | Stock | | 03/18/2016 | | J | | | 2, | 996 | D | \$0.00 | | 0 | | Ι | See Footnotes ⁽¹⁾⁽²⁾ (3)(4)(5) | |
| | | Ta | ble II - Derivat | | | | | | | | | | | | | | |
| 1 Title -f | 2 | 2 Tropposting | | uts, call | | | | | | | | | es) | <u> </u> | 0 Number of | 10 | 11 Materia |
| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transactio Code (Inst | n of | lumber ivative | 6. Date Expira (Montl | ation D | | | 7. Title Amou Secur | nt of | | Derivative | 9. Number of derivative Securities | 10. Ownership Form: | 11. Nature of Indirect Beneficial |
| (Instr. 3) | Price of Derivative | (Wonth Day real) | (Month/Day/Year) | 8) | Sec | urities | | n/Day/ | ieai) | | Under | lying | | (Instr. 5) | Beneficially Owned | Direct (D) Ownership | Ownership (Instr. 4) |
| | Security | | | | (A) | | | | | | | ity (Ins | tr. 3 | I I | Following Reported | (I) (Instr. 4) | (11501 4) |
| | | | | | of (| | | | | | , | | | | Transaction(s) (Instr. 4) | | |
| | | | | | and | 5) | | | | _ | | - | | 4 | | | |
| | | | | | | | | | | | | Amo or | | | | | |
| | | | | Code V | (A) | (D) | Date Exerci | icabla | Expira Date | | Title | Num of Shar | | | | | |
| | | * | | | 1 | | LARICI | | Date | | The | Ona | | | | | |
| | id Address of cone Grou | Reporting Person [*] | | | | | | | | | | | | | | | |
| | | <u>цр п.т.</u> | | | | | | | | | | | | | | | |
| (Last) | | (First) | (Middle) | | | | | | | | | | | | | | |
| 345 PAR | K AVENUI | E | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |
| (Street) | DIV | N137 | 10154 | | | | | | | | | | | | | | |
| NEW YO | JRK | NY | 10154 | | | | | | | | | | | | | | |
| (City) | | (State) | (Zip) | | | | | | | | | | | | | | |
| 1. Name ar | nd Address of | Reporting Person* | | |] | | | | | | | | | | | | |
| Blackst | one Grou | <u>ip Manageme</u> | <u>nt L.L.C.</u> | | | | | | | | | | | | | | |
| | | / - : | | | | | | | | | | | | | | | |
| (Last) | | (First) | (Middle) | | | | | | | | | | | | | | |
| | K AVENU | TONE GROUP | L. <i>P</i> . | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | |
| (Street) | | | | | | | | | | | | | | | | | |
| NEW YO | ORK | NY | 10154 | | | | | | | | | | | | | | |
| (City) | | (State) | (Zip) | | | | | | | | | | | | | | |
| 1. Name ar | nd Address of | Reporting Person* | | | 1 | | | | | | | | | | | | |
| | | N STEPHEN | <u>A</u> | | | | | | | | | | | | | | |
| (Last) | | (First) | (Middle) | | | | | | | | | | | | | | |
| 1 · · · | | TONE GROUP | | | | | | | | | | | | | | | |

| (Street) NEW YORK | NY | 10154 |
|----------------------|---------|-------|
| (City) | (State) | (Zip) |

Explanation of Responses:

1. On January 1, 2016, Gregory Blank was granted 2,712 restricted stock units of NCR Corporation (the "Issuer") under the NCR Director Compensation Program. In addition, on January 1, 2016, Mr. Blank received 284 shares of restricted stock of the Issuer under the NCR Director Compensation Program as part of Mr. Blank's annual retainer. Mr. Blank is an officer of an affiliate of The Blackstone Group L.P. ("Blackstone"). Pursuant to arrangements between Mr. Blank and Blackstone, Mr. Blank is required to transfer to Blackstone any and all compensation received in connection with his directorship for any company Blackstone invests invests in or advises.

2. (Continued from footnote 1) However, Mr. Blank has declined the awards described above. Pursuant to a Form 4 filed on March 22, 2016, Mr. Blank reported the cancellation for no value of the restricted stock units previously awarded to him under the NCR Director Compensation Program, and the forfeiture to the Issuer for no value of the shares of restricted stock previously granted to him under the NCR Director Compensation Program. As a result, the transfer of such restricted stock units and shares of restricted stock from Mr. Blank to Blackstone did not in fact take place. Accordingly, as of March 22, 2016, the Reporting Persons did not own any restricted stock units or shares of restricted stock in the Issuer.

3. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.

4. Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

5. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting Person's pecuniary interest therein, if any. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

Remarks:

THE BLACKSTONE GROUPL.P.; By: Blackstone GroupManagement L.L.C., itsgeneral partner; By: /s/ John G.Finley; Name: John G. Finley;Title: Chief Legal OfficerBLACKSTONE GROUPMANAGEMENT L.L.C.; By:/s/ John G. Finley; Name: John03/22/2016G. Finley; Title: Chief Legal

03/22/2016

Officer

<u>/s/ Stephen A. Schwarzman</u>

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.