SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

	ress of Reporting P IMOTHY CH		2. Issuer Name and Ticker or Trading Symbol <u>NCR CORP</u> [NCR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner
(Last) 864 SPRING S	(First) STREET NW	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/01/2020	X Officer (give title Other (specify below) EVP and CFO
(Street) ATLANTA (City)	GA (State)	30308 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
	(State)		Derivative Securities Acquired, Disposed of, or Bene	eficially Owned

2. Transaction Date 2A. Deemed Execution Date, 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) 5. Amount of Securities 6. Ownership Form: Direct 1. Title of Security (Instr. 3) 3. Transaction 7. Nature of Indirect Beneficial (Month/Day/Year) Beneficially (D) or Indirect if any Code (Instr. 8) (Month/Day/Year) **Owned Following** (I) (Instr. 4) Ownership Reported Transaction(s) (Instr. 4) (A) or (D) Code v Price Amount (Instr. 3 and 4) Common Stock 108,519(1) 108,519 08/01/2020 А \$18,43 D Α

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

	(e.g., puis, cans, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)		
Employee Stock Option (Right to Buy)	\$20.27 ⁽²⁾	08/01/2020		A		345,423		(3)	08/01/2027	Common Stock	345,423	\$0.00	345,423	D	

Explanation of Responses:

1. This is a new hire equity award of time-based restricted stock units granted on August 1, 2020 that will vest ratably with one-third of such units vesting on each of the first, second and third anniversaries of the grant date (each a "Vesting Date") subject to the reporting person's continued employment with the issuer on the applicable Vesting Date in accordance with the terms and conditions of the award agreement. 2. This is a new hire equity award of an option granted on August 1, 2020 with an exercise price representing a premium of 110% of the closing price of the underlying common stock as reported on the New York Stock Exchange on the date of grant.

3. The option vests ratably with one-third vesting on each of the first, second and third anniversaries of the date of grant (each an "Option Vesting Date"), subject to the reporting person's continued employment with the issuer on the applicable Option Vesting Date in accordance with the terms of the applicable award agreement.

Remarks:

Laura J. Foltz, Attorney-in-Fact for Timothy Charles Oliver 08/04/2020

** 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.