Series A Convertible Preferred Stock

Series A Convertible Preferred Stock

(1)

(1)

03/17/2017

03/17/2017

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506

86,416

(1)

(1)

FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

									Wa	ashingto	on, [	D.C. 20549							(	OME	3 APPROVAL	_
Chock	this box if no lo	ngor subject to		STA	TEN	IEN <sup>.</sup>	гο	FC	HAN	GES	5 11	N BENE	FICIA		IERS	HIP			OMB Nu		: 323 erage burden	35-0287
Section	16. Form 4 or ntinue. See Ins	Form 5 obligations				Filed n	ursua	int to s	Section	16(a) o	of the	e Securities E	Exchange	Act of 193	4				hours pe		-	0.5
							or Se	ection	30(h) of	the Inv	/estr	ment Compa	ny Act of	1940								
1. Name and Address of Reporting Person <sup>*</sup> Blackstone Holdings III L.P.							2. Issuer Name and Ticker or Trading Symbol 5. Relationship   NCR CORP [ NCR ] (Check all appl)												orting Pe	erson	(s) to Issuer	
Blackst	one Hold	<u>ings III L.P.</u>							<u></u> [	ion J							Direc			Х		
(Last)	(	First)	(M	liddle)		3 1	)ate c	of Farli	iest Tra	reaction	n (M	/onth/Day/Ye	ar)		_		Office belov	er (give v)	title		Other (spec below)	ify
C/O THE			/17/2			13401101		ionan/Day/re														
345 PAR	K AVENUE	3																				
(Ctroot)						- 4.1	f Ame	ndme	nt, Date	of Orig	ginal	l Filed (Mont	h/Day/Ye	ar)	6	. Indivic	lual or	Joint/G	Group Fili	ng (C	heck Applicable	Line)
(Street) NEW YORK NY 10154															Form filed by One Reporting Person X Form filed by More than One Reporting Person							
						-																
(City)	(1	State)	(Zi	ip)																		
			Та	able I - No	n-De	rivat	ive S	Secu	rities	Acqu	uire	ed, Dispo	sed of,	or Bene	ficially	y Owr	ned					
1. Title of S	Security (Inst	r. 3)		2. Transactio	on	2A. De Execu	emed tion D	ate,	3. Transa	action	4. 9 Dis	Securities Ac sposed Of (D)	quired (A) ) (Instr. 3,	or 4 and 5)	5. Amo Securit	unt of ies		6. Own Form: I			ature of Indirect eficial Ownership	o (Instr.
				(Month/Day/Yea		if any (Month/Day/Year)		Code (Instr. 8)				-		Beneficially Owned Follo	Followi	owing (I) (Inst		Indirect 4) tr. 4)				
									Code	v	Am	nount	(A) or (D)	Price	Reporte Transa (Instr. 3	ction(s)						
	<u> </u>														<u> </u>	-				Sec	Footnotes <sup>(2)(6</sup>	i)(7)(8)(9)
Common	Stock			03/17/20				С		2,.	236,916 <sup>(1)</sup>	A	(1)	2,236,916			I (10)					
Common	Stock			03/17/20	17				с			4,438(1)	A	(1)	4	4,438			I See Footnotes <sup>(3)(6)(7)(8)(</sup>		6)(7)(8)(9)	
										┝		$\left  \right $						See Eastnates(4)(6)(7)(8)(5		5)(7)(8)(9)		
Common	Stock			03/17/20			C		7	758,729 <sup>(1)</sup>	A	(1)	75	758,729			I See Poolitotes (3,63,63,63,63,63,63,63,63,63,63,63,63,63					
Common	Common Stock			03/17/20				С			2,670 <sup>(1)</sup>	A	(1)	2	2,670			I		Footnotes <sup>(5)(6</sup>	J)(7)(8)(9)	
<u> </u>					_					┝		$\left  \right $		<u> </u>					(10)(		3)(7)(9)(0)	
Common Stock				03/17/20	17				S		2	2,236,916	D	\$48.47		0			I (10)(1		Footnotes <sup>(2)(6</sup>	)(/)(0)(9)
Common Stock				03/17/20				s			4,438	D \$48.47			0					Footnotes <sup>(3)(6</sup>	i)(7)(8)(9)	
					_				<u> </u>		┝				<u> </u>					(10)(		2)(7)(0)(0)
Common	Stock			03/17/2017					S	s 758,729		758,729	D	\$48.47	0			I	Sec (10)(	Footnotes <sup>(4)(6</sup>	)(7)(8)(9)	
Common	Common Stock			03/17/20	17				s			2,670	D \$48.47			0			T		Footnotes <sup>(5)(6</sup>	5)(7)(8)(9)
	btoch																			(10)(	11)	
				Table II -						•		l, Dispose ions, con	,		-	Owne	ed					
1. Title of	2.	3. Transaction	3A. [	Deemed	4.	, par	-					cisable and	7. Title a		8. Price	e of 9.	. Numb	er of	10.		11. Nature of Ind	lirect
Derivative Security	Derivative Security Conversion Date or Exercise (Month		if an		Trans Code	ansaction ode (Instr.		Securities			on Date Day/Year)		Amount of Securities		Derivat Securit	ty S	Securities		Ownership Form:		Beneficial Owne (Instr. 4)	rship
(Instr. 3)	Price of Derivative		(Mor	nth/Day/Year)	8)		or	quired Dispos (D) (Ins	sed				Underlyi Derivativ (Instr. 3	ve Security	(Instr. !	0	Beneficially Owned Following		Direct ( or Indir	ect		
	Security							and 5					(insu. 3	anu 4)		Repo Trans			(I) (Inst	. 4)		
														Amount or	1		nstr. 4)					
					Code		(A)	(D)		ate xercisal	blo	Expiration Date	Title	Number of Shares								
Series A	<u> </u>		-		Coue					Aercisa	DIE	Date	The	Shares	<u> </u>	+						
Convertible Preferred	(1)	03/17/2017			С			67,	046	(1)		(1)	Common Stock	<b>1</b> (1)	(1)		587,66	5 <b>4</b> (1)	I		See Footnotes <sup>(2)(0</sup> (10)(11)	6)(7)(8)(9)
Stock	<u> </u>											<u> </u>										
Series A Convertible	(1)	03/17/2017			с				33	(1)		(1)	Common	n (1)	(1)		1,167	(1)	I		See Footnotes <sup>(3)(0</sup>	6)(7)(8)(9)
Preferred Stock													Stock				1,10				(10)(11)	
Series A Convertible							1						Common								See Footnotes <sup>(4)(1</sup>	6)(7)(8)(9)
Preferred Stock	(1)	03/17/2017			C			22,	741	(1)		(1)	Stock	1 (1)	(1)		199,32	26 <sup>(1)</sup>	I		(10)(11)	-)(-)(-)(-)(-)
Stock Series A			-		-	+	+	$\vdash$	+		_			+	+							
Convertible Preferred	(1)	03/17/2017			С			8	0	(1)		(1)	Common Stock	<b>1</b> (1)	(1)		698	(1)	I		See Footnotes <sup>(5)(0</sup> (10)(11)	6)(7)(8)(9)
Stock			<u> </u>		<u> </u>		_	-						-	-				<u> </u>	_		-
Series A Convertible	(1)	03/17/2017			s			254	,776	(1)		(1)	Common	<b>1</b> (1)	\$1,594	.98	332,88	38 <sup>(1)</sup>	Г		See Footnotes <sup>(2)(0</sup>	6)(7)(8)(9)
Preferred Stock													Stock				,00	-			(10)(11)	

Common Stock

Common Stock

(1)

(1)

\$1,594.98

\$1,594.98

**661**<sup>(1)</sup>

112,910<sup>(1)</sup>

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(1)

(1)

See Footnotes<sup>(3)(6)(7)(8)(9)</sup> (10)(11)

See Footnotes<sup>(4)(6)(7)(8)(9)</sup> (10)(11)

			Table II -	Deriv (e.g.,	vative , puts	se , ca	curities IIs, war	Acquired rants, opt	l, Dispose ions, con	ed of, or vertible	Benefi securit	cially Ow ies)	ned		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	ise (Month/Day/Year) if any (Month/Day/Year) /e		Date, Transaction D Code (Instr. S y/Year) 8) 4		Der Sec Acq or D of (I	umber of ivative urities uired (A) bisposed D) (Instr. 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	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		Transaction(s) (Instr. 4)		
Series A Convertible Preferred Stock	(1)	03/17/2017		s			302	(1)	(1)	Common Stock	(1)	\$1,594.98	396 <sup>(1)</sup>	I	See Footnotes <sup>(5)(6)(7)(8)(9)</sup> (10)(11)
		Reporting Person <sup>*</sup> ings III L.P.													
	BLACKST K AVENUE	(First) FONE GROUP 1	(Middle)												
(Street) NEW YC	ORK	NY	10154												
(City)		(State)	(Zip)												
		Reporting Person <sup>*</sup> - <mark>Side GP L.L</mark>	. <u>C.</u>												
	BLACKST K AVENUE	(First) FONE GROUP 1	(Middle)			_									
(Street) NEW YC	ORK	NY	10154												
(City)		(State)	(Zip)												
		Reporting Person <sup>*</sup> ings III GP L	<u>.P.</u>												
	BLACKST K AVENUE	(First) FONE GROUP 1	(Middle)												
(Street) NEW YC	ORK	NY	10154												
(City)		(State)	(Zip)			_									
		Reporting Person <sup>*</sup> ings III GP N	<u>lanagement L</u>	L.C	<u>.</u>										
	BLACKST K AVENUE	(First) FONE GROUP 1	(Middle)												
(Street) NEW YC	ORK	NY	10154												
(City)		(State)	(Zip)												
1. Name and Address of Reporting Person <sup>*</sup> Blackstone Group L.P.															
(Last) 345 PARI	K AVENUE	(First)	(Middle)												
(Street) NEW YC	)RK	NY	10154												
(City)		(State)	(Zip)												
	1. Name and Address of Reporting Person <sup>*</sup> Blackstone Group Management L.L.C.														

(Last)	(First)	(Middle)									
C/O THE BLACKST	C/O THE BLACKSTONE GROUP L.P.										
345 PARK AVENUE											
(Street)											
NEW YORK	NY	10154									
(City)	(State)	(Zip)									
1. Name and Address of F SCHWARZMAN											
(Last)	(First)	(Middle)									
C/O THE BLACKSTONE GROUP L.P.											
345 PARK AVENUE											
(Street)											
NEW YORK	NY	10154									
(City)	(State)	(Zip)									

## Explanation of Responses:

1. Each share of Series A Convertible Preferred Stock, par value \$0.01 per share (the "Preferred Stock"), of NCR Corporation (the "Issuer") may at any time be converted into 33.333 shares of common stock of the Issuer, having par value of \$0.01 per share (the "Common Stock"), plus any accrued and unpaid dividends and subject to customary anti-dilution and other adjustments. The Preferred Stock has no expiration date.

2. These securities are directly held by Blackstone NCR Holdco L.P. ("NCR Holdco").

3. These securities are directly held by Blackstone BCP VI SBS ESC Holdco L.P. ("BCP VI").

4. These securities are directly held by BTO NCR Holdings L.P. ("BTO NCR").

5. These securities are directly held by BTO NCR Holdings - ESC L.P. ("BTO ESC" and, together with NCR Holdco, BCP VI and BTO NCR, the "Partnerships").

6. The general partner of NCR Holdco is Blackstone NCR Holdco GP L.L.C. The managing member of Blackstone NCR Holdco GP L.L.C. is Blackstone Management Associates VI L.L.C. The sole member of Blackstone Management Associates VI L.L.C. is BMA VI L.L.C. The general partner of BCP VI is BCP VI side-by-Side GP L.L.C. The general partner of BCD VI is BCP VI side-by-Side GP L.L.C. The sole member of Blackstone Tactical Opportunities Associates L.L.C. The sole member of BCP VI is BCP VI side-by-Side GP L.L.C. The sole member of BLackstone Tactical Opportunities Associates L.L.C. The sole member of BCP VI side-by-Side GP L.L.C. and the managing member of BTOA L.L.C. The sole member of BCP VI side-by-Side GP L.L.C. and the managing member of BTOA L.L.C. and BMA VI L.L.C., is BLackstone Holdings III L.P.

7. The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. 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.

8. 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.

9. Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the securities of the Issuer beneficially owned by the Partnerships directly or indirectly controlled by it or him, but each (other than the Partnerships to the extent of their direct holdings) disclaims beneficial ownership of such securities, except to the extent of such Reporting Person's pecuniary interest therein. 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.

10. This report is filed on behalf of the following entities: Blackstone NCR Holdco L.P., Blackstone BCP VI SBS ESC Holdco L.P., BTO NCR Holdings L.P., BTO NCR Holdings - ESC L.P., Blackstone NCR Holdco GP L.L.C., Blackstone Management Associates VI L.L.C., BMA VI L.L.C., BTO Holdings Manager L.L.C., Blackstone Tactical Opportunities Associates L.L.C., BTO A L.L.C., BCP VI Side-by-Side GP L.L.C., Blackstone Holdings III L.P., Blackstone Holdings III GP L.P., Blackstone Holdings III GP Management L.L.C., The Blackstone Group L.P., Blackstone Group Management L.L.C. and Stephen A. Schwarzman.

11. (Continued from footnote 10) As there are more than 10 joint filers for this report, a separate report has been filed for Blackstone NCR Holdco L.P., Blackstone BCP VI SBS ESC Holdco L.P., BTO NCR Holdings L.P., BTO NCR Holdings L.P., BTO NCR Holdings - ESC L.P., Blackstone NCR Holdco GP L.L.C., Blackstone Management Associates VI L.L.C., BMA VI L.L.C., BTO Holdings Manager L.L.C., Blackstone Tactical Opportunities Associates L.L.C. and BTOA L.L.C., which relates to the same transaction.

## Remarks:

BLACKSTONE HOLDINGS III L.P., By: Blackstone Holdings III GP L.P., its general partner, By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	<u>03/20/2017</u>
BLACKSTONE HOLDINGS III GP L.P., By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	<u>03/20/2017</u>
BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C., By: /s/John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	<u>03/20/2017</u>
THE BLACKSTONE GROUP L.P., By: Blackstone Management Group L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	<u>03/20/2017</u>
BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	<u>03/20/2017</u>
BCP VI SIDE-BY-SIDE GP L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer	<u>03/20/2017</u>
<u>/s/ Stephen A. Schwarzman</u> ** Signature of Reporting Person	<u>03/20/2017</u> 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.