SEC 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).

FORM 4

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

					or	Secti	ion 30(h) o	f the Í	nvestmen	nt Con	mpany Act o	of 1940									
1. Name and Address of Reporting Person [®]						2. Issuer Name and Ticker or Trading Symbol NCR CORP [NCR]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					er		
<u>SULLIVAN OWEN J</u>															Director			10% Ow			
			3. Date of Earliest Transaction (Month/Day/Year)								Х	Officer (below)	give title		Other (sp below)	becify					
(Last) (First) (Middle)							02/13/2023								,	President	and (, ,			
864 SPRING STREET NW																resident	, und v	000			
(Street)							4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable Line)					
ATLANTA GA 30308														Form filed by One Reporting Person							
					-										Form filed by More than One Reporting Person						
(City)	(Sta	(2	Zip)																		
		Tab	ole I - Nor	n-Deriv	vativ	e Se	curities	Acc	quired,	Dis	posed of	f, or Be	neficia	ally (Owned						
Date				nsaction th/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year		3. Transaction Code (Instr.) 8)			ies Acquire Of (D) (Ins	ed (A) or tr. 3, 4 a	and 5) Securities Beneficia Owned Fo		ly	Form:	Direct I Indirect E str. 4) 0	7. Nature of Indirect Beneficial Ownership			
								Code	v	Amount	unt (A) or P		e	Reported Transaction(s) (Instr. 3 and 4)				(Instr. 4)			
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
1. Title of	2.	3. Transaction	3A. Deeme		4.		E Numb	or of	6. Data E	, ivorci	sable and	7 Title a	, ad Amou	, t	8. Price of	9. Numbe	rof	10.	11. Nature		
Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Iransaction Date (Month/Day/Year)	Execution I if any (Month/Day	Date,	4. Transactior Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amou of Securities Underlying Derivative Securit (Instr. 3 and 4)		Derivative Security		9. Numb derivativ Securitie Beneficia Owned Followin Reported Transact	ve es ally ng d	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)		
					Code V			(D)					Amou	int		(Instr. 4)					
						v	(A)		Date Exercisa		Expiration Date	Title	Numb of Sha								
Performance- Based Restricted Stock Units ⁽¹⁾	(1)	02/13/2023			A		222,800		(1)		(1)	Common Stock	222,	800	\$0.00	222,80	00	D			

Explanation of Responses:

1. Performance-based restricted stock units (PB-RSUs), which may be earned between 0% and 200% of the target amount reported herein based on NCR's total shareholder return during the three-year period from 1/1/2023 through 12/31/2025, or upon the completion of certain other performance conditions.

Remarks:

Leah Singleton, Attorney-in-Fact for Owen J. Sullivan

<u>02/15/2023</u>

Date

** Signature of Reporting Person

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.