

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>Blackstone Holdings III L.P.</u>			2. Issuer Name and Ticker or Trading Symbol <u>NCR CORP [ NCR ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>09/20/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person			
C/O THE BLACKSTONE GROUP INC. 345 PARK AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)						
(Street)	(City)	(State)	(Zip)						
NEW YORK	NY	10154							

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/20/2019		C <sup>(13)</sup>		6,817,706 <sup>(1)</sup>	A	(1)	6,826,977 <sup>(14)</sup>	I	See Footnotes <sup>(2)(6)(7)(8)(9)(10)(11)</sup>
Common Stock	09/20/2019		C <sup>(13)</sup>		13,453 <sup>(1)</sup>	A	(1)	13,453 <sup>(14)</sup>	I	See Footnotes <sup>(3)(6)(7)(8)(9)(10)(11)</sup>
Common Stock	09/20/2019		C <sup>(13)</sup>		2,312,386 <sup>(1)</sup>	A	(1)	2,315,530 <sup>(14)</sup>	I	See Footnotes <sup>(4)(6)(7)(8)(9)(10)(11)</sup>
Common Stock	09/20/2019		C <sup>(13)</sup>		7,968 <sup>(1)</sup>	A	(1)	7,978 <sup>(14)</sup>	I	See Footnotes <sup>(5)(6)(7)(8)(9)(10)(11)</sup>
Common Stock	09/20/2019		J <sup>(15)</sup>		31,031	D	\$0.00	6,795,946	I	See Footnotes <sup>(2)(6)(7)(8)(9)(10)(11)</sup>
Common Stock	09/20/2019		J <sup>(15)</sup>		62	D	\$0.00	13,409	I	See Footnotes <sup>(3)(6)(7)(8)(9)(10)(11)</sup>
Common Stock	09/20/2019		J <sup>(15)</sup>		2,887	D	\$0.00	2,312,643	I	See Footnotes <sup>(4)(6)(7)(8)(9)(10)(11)</sup>
Common Stock	09/20/2019		J <sup>(15)</sup>		10	D	\$0.00	7,968	I	See Footnotes <sup>(5)(6)(7)(8)(9)(10)(11)</sup>
Common Stock								17,170 <sup>(16)</sup>	I	See Footnotes <sup>(16)(6)(7)(8)(9)(10)(11)</sup>
Common Stock	09/20/2019		S <sup>(17)</sup>		6,795,946	D	\$32.75	0	I	See Footnotes <sup>(2)(6)(7)(8)(9)(10)(11)</sup>
Common Stock	09/20/2019		S <sup>(17)</sup>		13,409	D	\$32.75	0	I	See Footnotes <sup>(3)(6)(7)(8)(9)(10)(11)</sup>
Common Stock	09/20/2019		S <sup>(17)</sup>		2,312,643	D	\$32.75	0	I	See Footnotes <sup>(4)(6)(7)(8)(9)(10)(11)</sup>
Common Stock	09/20/2019		S <sup>(17)</sup>		7,968	D	\$32.75	0	I	See Footnotes <sup>(5)(6)(7)(8)(9)(10)(11)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, 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) (Instr. 4)	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				
Series A Convertible Preferred Stock	(1)	09/20/2019		S <sup>(12)</sup>			177,061.76	(1)	(1)	Common Stock	(1)	(12)	204,533.24 <sup>(1)</sup>	I	See Footnotes <sup>(2)(6)(7)(8)(9)(10)(11)</sup>
Series A Convertible Preferred Stock	(1)	09/20/2019		S <sup>(12)</sup>			349.4	(1)	(1)	Common Stock	(1)	(12)	403.6 <sup>(1)</sup>	I	See Footnotes <sup>(3)(6)(7)(8)(9)(10)(11)</sup>
Series A Convertible Preferred Stock	(1)	09/20/2019		S <sup>(12)</sup>			60,054.7	(1)	(1)	Common Stock	(1)	(12)	69,372.3 <sup>(1)</sup>	I	See Footnotes <sup>(4)(6)(7)(8)(9)(10)(11)</sup>
Series A Convertible Preferred Stock	(1)	09/20/2019		S <sup>(12)</sup>			206.95	(1)	(1)	Common Stock	(1)	(12)	239.05 <sup>(1)</sup>	I	See Footnotes <sup>(5)(6)(7)(8)(9)(10)(11)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, 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) (Instr. 4)	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				
Series A Convertible Preferred Stock	(1)	09/20/2019		C <sup>(13)</sup>			204,533.24	(1)	(1)	Common Stock	(1)	\$0.00	0	I	See Footnotes <sup>(2)(6)(7)(8)(9)(10)(11)</sup>
Series A Convertible Preferred Stock	(1)	09/20/2019		C <sup>(13)</sup>			403.6	(1)	(1)	Common Stock	(1)	\$0.00	0	I	See Footnotes <sup>(3)(6)(7)(8)(9)(10)(11)</sup>
Series A Convertible Preferred Stock	(1)	09/20/2019		C <sup>(13)</sup>			69,372.3	(1)	(1)	Common Stock	(1)	\$0.00	0	I	See Footnotes <sup>(4)(6)(7)(8)(9)(10)(11)</sup>
Series A Convertible Preferred Stock	(1)	09/20/2019		C <sup>(13)</sup>			239.05	(1)	(1)	Common Stock	(1)	\$0.00	0	I	See Footnotes <sup>(5)(6)(7)(8)(9)(10)(11)</sup>

1. Name and Address of Reporting Person\*

[Blackstone Holdings III L.P.](#)

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP INC.  
345 PARK AVENUE

(Street)  
NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[BCP VI Side-By-Side GP L.L.C.](#)

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP INC.  
345 PARK AVENUE

(Street)  
NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Blackstone Holdings III GP Management L.L.C.](#)

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP INC.  
345 PARK AVENUE

(Street)  
NEW YORK NY 10154

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Blackstone Group Inc](#)

(Last) (First) (Middle)

345 PARK AVENUE

(Street)  
NEW YORK NY 10154  
\_\_\_\_\_  
(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Blackstone Group Management L.L.C.](#)  
\_\_\_\_\_  
(Last) (First) (Middle)  
C/O THE BLACKSTONE GROUP INC.  
345 PARK AVENUE  
\_\_\_\_\_  
(Street)  
NEW YORK NY 10154  
\_\_\_\_\_  
(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[SCHWARZMAN STEPHEN A](#)  
\_\_\_\_\_  
(Last) (First) (Middle)  
C/O THE BLACKSTONE GROUP INC.  
345 PARK AVENUE  
\_\_\_\_\_  
(Street)  
NEW YORK NY 10154  
\_\_\_\_\_  
(City) (State) (Zip)

**Explanation of Responses:**

- 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.
- These securities are directly held by Blackstone NCR Holdco L.P. ("NCR Holdco").
- These securities are directly held by BCP VI SBS ESC Holdco L.P. ("BCP VI").
- These securities are directly held by BTO NCR Holdings L.P. ("BTO NCR").
- 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").
- 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 each of BTO NCR and BTO ESC is BTO Holdings Manager L.L.C. The managing member of BTO Holdings Manager L.L.C. is Blackstone Tactical Opportunities Associates L.L.C. The sole member of Blackstone Tactical Opportunities Associates L.L.C. is 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.
- 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 Inc. (f/k/a The Blackstone Group L.P.). The sole holder of the Class C common stock of The Blackstone Group Inc. 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.
- 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.
- 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.
- This report is filed on behalf of the following entities: Blackstone NCR Holdco L.P., 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., BTOA 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 Inc., Blackstone Group Management L.L.C. and Stephen A. Schwarzman.
- (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., 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. and BTOA L.L.C. which relates to the same transaction.
- On September 20, 2019, the Issuer repurchased 237,672.8 shares of the Preferred Stock held by the Partnerships for an aggregate purchase price of \$302 million in a privately negotiated transaction.
- On September 20, 2019, the Partnerships converted into Common Stock the balance of the Preferred Stock held by them (274,548.2 shares) (the "Converted Shares").
- Includes Common Stock delivered by the Issuer to the Partnership on September 20, 2019 representing the shares underlying accrued dividends on the Preferred Stock (12,443 common shares).
- On September 20, 2019, the Partnerships distributed (the "In-Kind Distribution") 33,990 of the Converted Shares ultimately to certain individuals (including Stephen A. Schwarzman) in respect of their indirect interest in such entities.
- These securities are directly held by Stephen A. Schwarzman. These shares reflect Common Stock distributed to Stephen A. Schwarzman in the In-Kind Distribution that were previously indirectly beneficially owned by him.
- On September 20, 2019, the Partnerships sold the balance of the Converted Shares held by them (9,129,966 shares) in an underwritten block trade in the open market with a settlement date of September 20, 2019 and at a purchase price to the public per share of \$32.75.

**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](#) 09/23/2019

[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](#) 09/23/2019

[BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C., By: /s/John G. Finley, Name: John G. Finley, Title: Chief Legal Officer](#) 09/23/2019

[THE BLACKSTONE GROUP INC., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer](#) 09/23/2019

[BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/](#) 09/23/2019

John G. Finley Name: John G.  
Finley, Title: Chief Legal Officer  
BGP VI SIDE-BY-SIDE GP  
L.L.C., By: /s/ John G. Finley, 09/23/2019  
Name: John G. Finley, Title: Chief  
Legal Officer  
/s/ Stephen A. Schwarzman Name: 09/23/2019  
Stephen A. Schwarzman  
\*\* 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.**