SEC Form 4	
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# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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hours per response	: 0.5

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 or Section 30(h) of the Investment Company Act of 1940

1. Name and Add	1 0	Person*	2. Issuer Name and Ticker or Trading Symbol <u>NCR CORP</u> [NCR]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
Welling Gle	enn W.			X	Director	10% Owner			
				-	Officer (give title below)	Other (specify below)			
(Last) 610 NEWPOF	(First) CT CENTER D	(Middle) RIVE	3. Date of Earliest Transaction (Month/Day/Year) 05/02/2022		below)	Delow)			
SUITE 250									
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi Line)	vidual or Joint/Group Fil	ing (Check Applicable			
NEWPORT				X	Form filed by One Re	porting Person			
BEACH	CA	92660			Form filed by More th Person	an One Reporting			
(City)	(State)	(Zip)							

#### 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)						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	05/02/2022		A		6,479(1)	A	\$34.73	6,479	D		
Common Stock								2,234,835	I	By: Engaged Capital Flagship Master Fund, LP <sup>(2)(5)</sup>	
Common Stock								2,100,466	I	By: Engaged Capital Co- Invest XIV, LP <sup>(3)(5)</sup>	
Common Stock								117,155	Ι	By: Managed Account of Engaged Capital, LLC <sup>(4)(5)</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. Transa Code ( 8)		of Deriv Secu Acqu (A) o Dispe of (D	f Expiration Date (Month/Day/Year) securities acquired A) or lisposed f (D) instr. 3, 4		xpiration Date Amount of			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				

Explanation of Responses:

1. These restricted stock units represent the equity grant awarded to Mr. Welling under the NCR Director Compensation Program. The restricted stock units vest in four equal quarterly installments beginning three months after the grant date, subject to Mr. Welling's continued service as a director on each vesting date.

2. Securities owned directly by Engaged Capital Flagship Master Fund, LP ("Engaged Capital Flagship Master"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, LLC ("Engaged Capital"), the general partner and investment adviser of Engaged Capital Flagship Master, and as the sole member of Engaged Capital Holdings, LLC ("Engaged Holdings"), the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Flagship Master.

3. Securities owned directly by Engaged Capital Co-Invest XIV, LP ("Engaged Capital Co-Invest XIV"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the general partner and investment adviser of Engaged Capital Co-Invest XIV, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may be deemed to beneficially own the securities owned directly by Engaged Capital Co-Invest XIV.

4. Securities held in an account separately managed by Engaged Capital (the "Engaged Capital Account"). Mr. Welling, by virtue of his position as the founder and Chief Investment Officer of Engaged Capital, the investment adviser of the Engaged Capital Account, and as the sole member of Engaged Holdings, the managing member of Engaged Capital, may may be deemed to beneficially own the securities held in the Engaged Capital Account.

5. Mr. Welling disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein, and this report shall not be deemed to be an admission that Mr. Welling is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

## <u>/s/ Glenn W. Welling</u> <u>05/04/2022</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.