

## SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 8-K/A  
(AMENDMENT NO. 1 )CURRENT REPORT PURSUANT TO SECTION 13 OR 15 (d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT: March 19, 1997

NCR CORPORATION  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

MARYLAND	001-00395	31-0387920
(STATE OR OTHER JURISDICTION OF INCORPORATION)	(COMMISSION FILE NUMBER )	I.R.S. EMPLOYER IDENTIFICATION NO.)

1700 S. PATTERSON BLVD., DAYTON, OH 45479  
(937) 445-5000  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING  
AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

## Item 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

Effective February 21, 1997, upon the recommendation of the Audit and Finance Committee of the Board of Directors of NCR Corporation ("NCR"), the Board appointed Price Waterhouse L.L.P. as independent accountants for 1997. As of March 19, 1997, the date of filing of NCR's report on Form 10-K for the year ended December 31, 1996, Coopers & Lybrand L.L.P. no longer serves as independent accountants of NCR.

The reports by Coopers & Lybrand L.L.P. on the consolidated financial statements of NCR for each of the two fiscal years in the period ended December 31, 1996 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles.

During NCR's two most recent fiscal years and through March 19, 1997, there have been no disagreements with the former independent accountants, Coopers & Lybrand L.L.P., on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure.

NCR has requested that Coopers & Lybrand L.L.P. furnish it with a letter addressed to the Securities and Exchange Commission ("SEC") stating that it agrees with the above statements. A copy of Coopers & Lybrand's letter to the SEC, dated March 19, is filed as Exhibit 16 to the Form 8-K.

Item 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND  
EXHIBITS

( c ) Exhibits.

16. Letter re: Change in Certifying Accountants

NCR Corporation

Date: March 25, 1997

By: /s/ John L. Giering

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John L. Giering, Senior  
Vice President and Chief  
Financial Officer

NCR CORPORATION  
INVESTOR RELATIONS DEPARTMENT

Tel: 937-445-5905  
Fax: 937-445-5541

[HTTP://WWW.NCR.COM](http://www.ncr.com)

[Coopers & Lybrand L.L.P. Letterhead]

March 19, 1997

Securities and Exchange Commission  
450 5th Street, NW  
Washington, DC 20549

Gentlemen:

We have read the statements made by NCR Corporation (copy attached), which we understand will be filed with the Commission, pursuant to Item 4 of Form 8-K, as part of the Company's Form 8-KA report for the month of March, 1997. We agree with the statements concerning our Firm in such Form 8-K.

Very truly yours,

/s/ Coopers & Lybrand L.L.P.

Coopers & Lybrand L.L.P.

Enclosures