

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 7, 2020**



**NCR CORPORATION**  
(Exact name of registrant as specified in its charter)

**Commission File Number: 001-00395**

**Maryland**  
(State or other jurisdiction  
of incorporation)

**31-0387920**  
(I.R.S. Employer  
Identification No.)

**864 Spring Street NW  
Atlanta, GA 30308**  
(Address of principal executive offices and zip code)

**Registrant's telephone number, including area code: (937) 445-5000**

**N/A**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240, 14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240, 13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, par value \$0.01 per share</b>	<b>NCR</b>	<b>New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.02. Departure of Directors of Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 7, 2020, the Board of Directors (the “Board”) of NCR Corporation (the “Company”) voted on and approved an increase in the size of the Board from twelve to thirteen directors, and the Company announced the election of Georgette D. Kiser to the Board to serve until the next annual meeting of stockholders following her appointment and until her successor is duly elected and qualifies, or until her earlier resignation or removal. Ms. Kiser has not been appointed to any committees of the Board at this time.

Effective upon appointment, Ms. Kiser became eligible to receive the standard compensation provided by the Company to its non-employee directors, as most recently disclosed in the Company’s proxy statement for its 2019 annual meeting of stockholders. There is no arrangement or understanding between Ms. Kiser and any other persons pursuant to which either was selected as a director, and Ms. Kiser does not have a direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. The Board determined that Ms. Kiser is independent under the independence standards of the New York Stock Exchange and the Company’s Board of Director Corporate Governance Guidelines.

A copy of the press release announcing the appointment of the new director is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

The following exhibits are attached with this current report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release issued by NCR Corporation, dated February 10, 2020.</a>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NCR Corporation**

Dated: February 10, 2020

By: /s/ James M. Bedore

James M. Bedore

Executive Vice President, General Counsel and Secretary



NEWS RELEASE

### **NCR Corporation Welcomes Global Technology Leader and Business Advisor to its Board of Directors**

**ATLANTA** – February 10, 2020 – NCR Corporation (NYSE: NCR) today announced that it has named Georgette Kiser to its Board of Directors.

Ms. Kiser is an operating executive for The Carlyle Group, one of the largest private equity investment firms in the world. In this role, she helps lead due diligence and technical strategies across various Carlyle portfolio companies. Previously, she was Carlyle’s Chief Information Officer and Managing Director, where she was responsible for developing the IT strategy across its global enterprise, including application development, data, cybersecurity and infrastructure. She was also with T. Rowe Price Associates for 19 years, most recently as Vice President and Director of Enterprise Solutions and Capabilities, leading transformational change through innovation.

“We conducted a thorough search for an individual whose talents, perspectives and business acumen would further strengthen our board,” said NCR’s Executive Chairman Frank R. Martire. “We found all of these attributes and more in Georgette. I am excited to welcome her to NCR’s Board of Directors.”

“Georgette is an inspirational technology leader with a deep understanding of data, security and digital platforms,” adds NCR’s President and Chief Executive Officer Michael D. Hayford. “We look forward to drawing on her experience and insights as we accelerate our transition to a software and services-led enterprise and an as-a-service company.”

Ms. Kiser holds a bachelor’s degree in mathematics from the University of Maryland, College Park, an MBA from the University of Baltimore and a master’s degree in mathematics from Villanova University. She is also a National Association of Corporate Directors (NACD) Board Leadership Fellow.

In accordance with NCR’s declassified board procedures, Ms. Kiser will be a candidate for re-election to the board at the company’s 2020 annual meeting of stockholders.

#### **About NCR Corporation**

NCR Corporation (NYSE: NCR) is a leading software- and services-led enterprise provider in the financial, retail and hospitality industries. NCR is headquartered in Atlanta, Ga., with 36,000 employees globally. NCR is a trademark of NCR Corporation in the United States and other countries.

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Website: [www.ncr.com](http://www.ncr.com)

Twitter: [@NCRCorporation](https://twitter.com/NCRCorporation)

Facebook: [www.facebook.com/ncrcorp](https://www.facebook.com/ncrcorp)

LinkedIn: [www.linkedin.com/company/ncr-corporation](https://www.linkedin.com/company/ncr-corporation)

YouTube: [www.youtube.com/user/ncrcorporation](https://www.youtube.com/user/ncrcorporation)

#### **News Media Contact**

Cameron Smith  
NCR Corporation  
678.808.5313  
[cameron.smith@ncr.com](mailto:cameron.smith@ncr.com)

#### **Investor Contact**

Michael Nelson  
NCR Corporation  
678.808.6995  
[michael.nelson@ncr.com](mailto:michael.nelson@ncr.com)