

CRAVATH, SWAINE & MOORE LLP

WORLDWIDE PLAZA
825 EIGHTH AVENUE
NEW YORK, NY 10019-7475

TELEPHONE: +1-212-474-1000
FACSIMILE: +1-212-474-3700

CITYPOINT
ONE ROPEMAKER STREET
LONDON EC2Y 9HR
TELEPHONE: +44-20-7453-1000
FACSIMILE: +44-20-7860-1150

WRITER'S DIRECT DIAL NUMBER
212-474-1620

WRITER'S EMAIL ADDRESS
apitts@cravath.com

KARIN A. DEMASI
LIZABETHANN R. EISEN
DAVID S. FINKELSTEIN
DAVID GREENWALD
RACHEL G. SKAISTIS
PAUL H. ZUMBRO
JOEL F. HEROLD
ERIC W. HILFERS
GEORGE F. SCHOEN
ERIK R. TAVZEL
CRAIG F. ARCELLA
TEENA-ANN V. SANKOORIKAL
ANDREW R. THOMPSON
DAMIEN R. ZOUBEK
LAUREN ANGELILLI
TATIANA LAPUSHCHIK
ERIC L. SCHIELE
ALYSSA K. CAPLES
JENNIFER S. CONWAY
MINH VAN NGO
KEVIN J. ORSINI
MATTHEW MORREALE
JOHN D. BURETTA
J. WESLEY EARNHARDT
YONATAN EVEN

BENJAMIN GRUENSTEIN
JOSEPH D. ZAVAGLIA
STEPHEN M. KESSING
LAUREN A. MOSKOWITZ
DAVID J. PERKINS
JOHNNY G. SKUMPIJA
J. LEONARD TETI, II
D. SCOTT BENNETT
TING S. CHEN
CHRISTOPHER K. FARGO
KENNETH C. HALCOM
DAVID M. STUART
JONATHAN L. DAVIS
AARON M. GRUBER
O. KEITH HALLAM, III
OMID H. NASAB

SPECIAL COUNSEL
SAMUEL C. BUTLER
GEORGE J. GILLESPIE, III

OF COUNSEL
MICHAEL L. SCHLER

JOHN W. WHITE
EVAN R. CHESLER
KRIS F. HEINZELMAN
B. ROBBINS KIESSLING
ROGER D. TURNER
PHILIP A. GELSTON
RORY O. MILLSON
RICHARD W. CLARY
WILLIAM P. ROGERS, JR.
JAMES D. COOPER
STEPHEN L. GORDON
DANIEL L. MOSLEY
ROBERT H. BARON
KEVIN J. GREHAN
C. ALLEN PARKER
SUSAN WEBSTER
DAVID MERCADO
ROWAN D. WILSON
CHRISTINE A. VARNEY
PETER T. BARBUR
SANDRA C. GOLDSTEIN
THOMAS G. RAFFERTY
MICHAEL S. GOLDMAN
RICHARD HALL
JULIE A. NORTH

ANDREW W. NEEDHAM
STEPHEN L. BURNS
KEITH R. HUMMEL
DAVID J. KAPPOS
DANIEL SLIFKIN
ROBERT I. TOWNSEND, III
WILLIAM J. WHELAN, III
SCOTT A. BARSHAY
PHILIP J. BOECKMAN
ROGER G. BROCKMAN
WILLIAM V. FOGG
FAIZA J. SAEED
RICHARD J. STARK
THOMAS E. DUNN
MARK I. GREENE
DAVID R. MARRIOTT
MICHAEL A. PASKIN
ANDREW J. PITTS
MICHAEL T. REYNOLDS
ANTONY L. RYAN
GEORGE E. ZOBITZ
GEORGE A. STEPHANAKIS
DARIN P. MCATEE
GARY A. BORNSTEIN
TIMOTHY G. CAMERON

November 30, 2015

Via EDGAR
Securities and Exchange Commission
Division of Corporate Finance
100 F. Street, N.E.
Washington, D.C. 20549

Attn: Christina Chalk
Senior Special Counsel
Office of Mergers and Acquisitions

Re: **NCR Corporation**
Schedule TO-I filed November 13, 2015
SEC File No. 005-12264

Dear Ms. Chalk:

On behalf of our client, NCR Corporation (the "Company"), we are submitting this letter in response to the written comment of the staff (the "Staff") of the Securities and Exchange Commission (the "Commission"), dated November 19, 2015 (the "Comment Letter"), with respect to the Tender Offer Statement on Schedule TO-I (SEC File No. 005-12264) (the "Tender Offer Statement") filed by the Company with the Commission on November 13, 2015. In connection with this letter responding to the Staff's comment, we are filing Amendment No. 2 to the Tender Offer Statement with the Commission.

Set forth below is the heading and text of the comment raised in the Comment Letter, followed by the Company's response thereto.

1. *Please explain in your response letter why you do not believe that the financial information showing the pro forma effect of the tender offer on the Company is material.*

See Item 1010(b) of Regulation M-A. In this regard, we note that at the minimum Purchase Price of \$26.00 per Share in the Offer, you would be repurchasing 22.6% of the total issued and outstanding Shares. We also note that the terms of the Strategic Investment, which will be used to partially fund the \$1 billion total funds needed to purchase tendered Shares.

Response

NCR has amended and supplemented its Schedule TO-I to provide such disclosure, and disseminated such disclosure to shareholders via press release; the press release is also being furnished in a Form 8-K through EDGAR.

* * *

Please contact me at (212) 474-1620 with any questions or comments you may have regarding the response contained in this letter.

Very truly yours,

/s/ Andrew J. Pitts

Andrew J. Pitts

cc: Edward Gallagher
Senior Vice President,
General Counsel and Corporate Secretary
NCR Corporation
3097 Satellite Boulevard
Duluth, GA 30096