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

SCHEDULE TO

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

JETPAY CORPORATION

(Name of Subject Company (Issuer))

Orwell Acquisition Corporation

a wholly owned subsidiary of

NCR Corporation

(Names of Filing Persons (Offerors))

**Common Stock, \$0.001 par value per share
Series A Convertible Preferred Stock, \$0.001 par value per share
Series A-1 Convertible Preferred Stock, \$0.001 par value per share
Series A-2 Convertible Preferred Stock, \$0.001 par value per share**
(Title of Class of Securities)

477177109

(CUSIP Number of Class of Securities)

Copies to:

**Edward Gallagher
General Counsel
NCR Corporation
864 Spring St NW
Atlanta, Georgia 30308
Telephone: (937) 445-1936**

Copy to:

**Sean T. Peppard
Benesch, Friedlander, Coplan & Aronoff LLP
200 Public Square, Suite 2300
Cleveland, Ohio 44114
(216) 363-4688**

CALCULATION OF FILING FEE

Transaction valuation*	Amount of filing fee*
N/A	N/A

* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A
Form or Registration No.: N/A

Filing Party: N/A
Date Filed: N/A

Check the box if filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

This Tender Offer Statement on Schedule TO (this “Statement”) relates solely to preliminary communications made before the commencement of a planned tender offer by Orwell Acquisition Corporation (“Merger Sub”), a wholly-owned subsidiary NCR Corporation (“NCR”), for all of the outstanding shares of common stock (“Common Stock”) and Series A, Series A-1 and Series A-2 Convertible Preferred Stock issued and outstanding (each, a “Preferred Share”) of JetPay Corporation (“JetPay”), to be commenced pursuant to the Agreement and Plan of Merger, dated October 19, 2018, among NCR, Merger Sub and JetPay.

Important Information

In connection with the proposed acquisition, NCR will cause Merger Sub to commence a tender offer for the outstanding shares of JetPay. The tender offer has not yet commenced, and this communication is neither an offer to purchase nor a solicitation of an offer to sell any shares of the Common Stock or Preferred Shares of JetPay or any other securities. At the time the tender offer is commenced, a tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, will be filed with the SEC by Merger Sub and a Solicitation/Recommendation Statement on Schedule 14D-9 will be filed with the SEC by JetPay. The offer to purchase shares of JetPay’s Common Stock and Preferred Shares will only be made pursuant to the offer to purchase, the letter of transmittal and related documents filed as a part of the Schedule TO. The tender offer statement will be filed with the SEC by Merger Sub, and the solicitation/recommendation statement will be filed with the SEC by JetPay. THESE DOCUMENTS, AS EACH MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME, WILL CONTAIN IMPORTANT INFORMATION ABOUT THE TENDER OFFER AND JETPAY STOCKHOLDERS ARE URGED TO READ THEM CAREFULLY WHEN THEY BECOME AVAILABLE. STOCKHOLDERS OF JETPAY WILL BE ABLE TO OBTAIN A FREE COPY OF THESE DOCUMENTS (WHEN THEY BECOME AVAILABLE) AND OTHER DOCUMENTS FILED BY JETPAY, NCR OR MERGER SUB WITH THE SEC AT THE WEBSITE MAINTAINED BY THE SEC AT WWW.SEC.GOV.

Cautionary Statement Regarding Forward-Looking Statements

The exhibits attached hereto contain forward-looking statements. Forward-looking statements use words such as “expect,” “anticipate,” “outlook,” “intend,” “plan,” “believe,” “will,” “should,” “would,” “could,” and words of similar meaning. Statements that describe or relate to NCR’s plans, goals, intentions, strategies, or financial outlook, and statements that do not relate to historical or current fact, are examples of forward-looking statements. These forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond NCR’s, Merger Sub’s and JetPay’s control.

Statements in this document and the exhibits attached hereto regarding NCR, Merger Sub and JetPay that are forward-looking, including, without limitation, the anticipated benefits of the proposed transaction, the impact of the transaction on anticipated financial results, and the closing date for the proposed transaction, are based on management’s estimates, assumptions and projections, and are subject to significant uncertainties and other factors, many of which are beyond the control of NCR, Merger Sub and JetPay. Important risk factors could cause actual future results and other future events to differ materially from those currently estimated by management, including, but not limited to: the timing to consummate the proposed transaction; the risk that a condition to closing of the proposed transaction may not be satisfied and the transaction may not close; the risk that a regulatory approval that may be required for the proposed transaction is delayed, is not obtained or is obtained subject to conditions that are not anticipated; the ability to achieve the value creation contemplated by the proposed transaction; management’s ability to promptly and effectively integrate the businesses of the two companies; the diversion of management time on transaction-related issues; the potential impact of the announcement or consummation of the proposed transaction on relationships, including with employees, suppliers and customers; and the other factors and financial, operational and legal risks or uncertainties described in the Company’s filings with the SEC, including the Company’s most recent annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K. Any forward-looking statement speaks only as of the date on which it is made. NCR does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 12. Exhibits

Exhibit No.	Description
99.1	Transcript of Michael Hayford video e-mailed to JetPay employees on October 22, 2018.
99.2	Email to JetPay employees, dated October 22, 2018.

TRANSCRIPT OF VIDEO TO JETPAY EMPLOYEES FROM NCR

Hi my name is Mike Hayford, President and CEO of NCR Corporation.

Today you saw that NCR and JetPay are combining forces. I don't know if you noticed yet, but NCR, in terms of background and history, we're a 134-year old company and, quite frankly, we invented commerce, we invented transactions with our cash registers over 100 years ago. Today, we process in our Retail business over 21 million payment transactions. We actually initiate them with our point-of-sale solutions. But, to date we have not actually completed the payment transaction on the back end. We pass that off to another third party, another merchant acquirer, one of your competitors today.

We're going to process those transactions, with your help, ourselves. We're going to integrate tightly the payment processing that you do, along with our integrated solutions for our front-end point-of-sale for retailers, for convenience stores and for restaurants. And with your help, we will become a leader in payment processing transactions. I welcome you to the NCR family. Paul Langenbahn, who runs our Commerce division, will be stopping by later today along with Diane and they will explain a little more about who we are, our strategy, what we are doing. And I want to welcome everybody to the NCR family and I look forward to meeting you each in person.

Thank you!

NOTICE PROVIDED TO JETPAY EMPLOYEES

The tender offer for the outstanding common and preferred stock of JetPay has not yet commenced. This communication is for informational purposes only and does not constitute an offer to buy or a solicitation of an offer to sell any securities of JetPay.

The solicitation and offer to buy common stock and preferred stock of JetPay will only be made pursuant to an Offer to Purchase and related materials. At the time the tender offer is commenced, NCR's acquisition subsidiary, Orwell Acquisition Corporation, will file a tender offer statement on Schedule TO with the SEC, and JetPay will file a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC with respect to the tender offer.

Investors are urged to read these materials when they become available, as well as any other relevant documents filed with the SEC when they become available, carefully and in their entirety because they will contain important information, including the terms and conditions of the tender offer.

Investors may obtain a free copy of the Solicitation/Recommendation Statement and other documents (when available) that JetPay files with the SEC at the SEC's website at www.sec.gov, or free of charge from JetPay at www.jetpay.com.

EMAIL TO JETPAY EMPLOYEES, DATED OCTOBER 22, 2018

Team,

Today is an exciting day for JetPay!

NCR Corporation, one of the world's leaders in handling consumer transactions and interactions, has announced a definitive agreement to acquire JetPay. When the transaction is finalized, you will be part of a global organization with 34,000 employees that handles 760 million transactions each day and has a 134-year history of innovation in commerce.

NCR plans to use JetPay's innovative payments platform, as well as its Human Capital Management offerings, as part of its enterprise POS offerings across retail and hospitality. By becoming part of NCR, JetPay will significantly expand its reach and scale, which can also lead to exciting new opportunities and career development.

NCR Chief Executive Officer Mike Hayford has recorded a video to introduce you to NCR, and to welcome you to the NCR family. Additionally, Paul Langenbahn, EVP and President of NCR's Commerce Business Unit, and other members of NCR's senior leadership team will be in JetPay's Allentown and Dallas offices later today to meet you, give you more information on NCR and to answer your questions.

We encourage you to read the press release, which further outlines the details around the acquisition.

We will continue to communicate with you about our progress throughout this process, but for now, we ask that you continue to do what you do best – focus on meeting the needs of JetPay's customers. Please remember that, until the transaction closes, we will continue to operate as two independent companies in the marketplace and it remains business as usual.

We also encourage you to reach out with any questions you may have. We have included a preliminary Q&A below, and you can also send any questions to jetpayquestions@ncr.com and we will get back to you soon.

It is an extremely exciting time for JetPay and NCR, as well as our respective customers and employees.

Our best,

Diane Faro
CEO, JetPay

Mike Hayford
CEO, NCR Corporation

Paul Langenbahn
EVP & President, NCR Commerce

Frequently Asked Questions

Will my compensation or benefits change?

NCR will support JetPay's current compensation structure for a period of time following the transaction. During this time, we will evaluate the compensation programs at both JetPay and NCR to determine an equitable approach moving into the future.

Your benefits will remain unchanged through year end. Following completion of the transaction, you will move to NCR benefit plans for 2019. NCR has every intention of treating employees fairly and equitably regarding their compensation and benefits.

Will my JetPay tenure carry over to NCR?

Yes, your service with JetPay will generally be treated as service with NCR for purposes of participation in NCR's benefit plans. More details will be communicated after close.

If I have stock or stock options, how will they be affected?

When the transaction closes, all stock holders will receive the sum of \$5.05 per share. NCR anticipates it will treat all qualified unvested options from JetPay employees as vested.

Am I able to buy NCR stock after the announcement?

NCR does not object to JetPay employees purchasing NCR stock after the announcement as long as the purchase is in compliance with JetPay's insider trading policy, and the purchaser is not in possession of material, non-public information.

If my role is eliminated due to the acquisition, will I receive notice?

In the event that an employee loses his or her role as a result of the acquisition, we will give advance notice and will work with that employee to either find a role elsewhere in the company or to provide assistance with outplacement services. The details of this are still being worked out but we will have a full program laid out prior to closing so everyone knows the process and knows they will not be caught off guard by any decisions. In addition, employees who lose their job are eligible for NCR's standard severance package.

Will you consolidate JetPay locations into the NCR offices?

Although NCR will continue to review our real estate footprint to maximize company performance and customer satisfaction, at this stage we have no intention to consolidate JetPay locations.

Will you continue with the JetPay brand?

At this time, there are no plans to eliminate JetPay's brands, but NCR recognizes this deal affords JetPay the opportunity to leverage NCR's brand and global reach. During the integration process, NCR will evaluate the most effective brand strategy that will enable us to achieve our goals.

How will you integrate JetPay employees into NCR?

JetPay will primarily become part of the Commerce business unit, led by Paul Langenbahn. Until the transaction closes, both companies will continue to operate as two separate entities and it is business as usual.

Will the company's leadership stay on?

One of the reasons that we acquired JetPay is for the strength of its management team. We anticipate the majority of JetPay leadership will join NCR.

Will NCR continue to operate JetPay's Payroll Processing business?

Yes. We anticipate this to add significant value for customers and we plan to continue to offer this capability.

How long do you expect the integration process to take?

JetPay will continue to operate on a stand-alone basis until the transaction closes, and then JetPay will become part of the NCR Commerce business unit, led by Paul Langenbahn. Given that JetPay's business model is fundamentally different than NCR's, we do not anticipate full integration into an existing NCR business operation. Rather, we plan to welcome JetPay's employees as NCR employees and integrate go-to-market processes and technology roadmaps to bring compelling solutions to our combined customer base.