

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

SCHEDULE TO
(RULE 14d-100)

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

Radiant Systems, Inc.
(Name of Subject Company)

**Ranger Acquisition Corporation
and
NCR Corporation**
(Names of Filing Persons – Offeror)

COMMON STOCK, NO PAR VALUE PER SHARE
(Title of Class of Securities)

75025N 10 2
(Cusip Number of Class of Securities)

Jennifer M. Daniels
NCR Corporation
3097 Satellite Boulevard
Duluth, Georgia 30096
(937) 445-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications on Behalf of Filing Persons)

Copies to:
Betty O. Temple, Esq.
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271 17th Street, NW
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CALCULATION OF FILING FEE

Transaction valuation*
Not Applicable

Amount of filing fee
Not Applicable

* 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 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: Not applicable.

Filing Party: Not applicable.

Form or Registration No.: Not applicable.

Date Filed: Not applicable.

Check the box if the 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 to a planned tender offer by Ranger Acquisition Corporation (“Purchaser”), a wholly-owned subsidiary of NCR Corporation (“NCR”), for all shares of outstanding common stock of Radiant Systems, Inc. (“Radiant”), to be commenced pursuant to an Agreement and Plan of Merger, dated as of July 11, 2011, by and among NCR, the Purchaser and Radiant.

Important Additional Information

The tender offer referred to in this Statement has not yet commenced. This Statement is neither an offer to purchase nor a solicitation of an offer to sell any shares of Radiant. The solicitation and the offer to buy shares of Radiant common stock will be made pursuant to an offer to purchase and related materials that NCR and Purchaser intend to file with the U.S. Securities and Exchange Commission (the “SEC”). At the time the tender offer is commenced, NCR and Purchaser intend to file a Tender Offer Statement on Schedule TO containing an offer to purchase, a form of letter of transmittal and other documents relating to the tender offer and Radiant intends to file a Solicitation/Recommendation Statement on Schedule 14D-9 with respect to the tender offer. NCR, Purchaser and Radiant intend to mail these documents to the shareholders of Radiant. These documents will contain important information about the tender offer and shareholders of Radiant are urged to read them carefully when they become available. Investors and shareholders of Radiant will be able to obtain a free copy of these documents (when they become available) and other documents filed by NCR, Purchaser and Radiant with the SEC at the website maintained by the SEC at www.sec.gov. In addition, the tender offer statement and related materials may be obtained for free (when they become available) by directing such requests to NCR Corporation at Attention: Investor Relations, 3097 Satellite Boulevard, Duluth, GA 30096. Investors and shareholders of Radiant may obtain a free copy of the solicitation/recommendation statement and other documents (when they become available) from Radiant by directing requests to Radiant Systems, Inc. at 3925 Brookside Parkway, Alpharetta, GA 30022, Attn: Investor Relations Director.

Item 12. Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	E-mail from Bill Nuti to NCR employees, dated July 11, 2011
99.2	E-mail to NCR Leadership Council, dated July 11, 2011
99.3	Slide presentation accompanying e-mail to NCR Leadership Council, dated July 11, 2011

Vision to Execution – words you have heard from me many times and words that drive everything we do as a company. To strengthen our vision and enhance our strategic execution, I am excited to announce another important milestone in our company’s history. Today we publicly announced an agreement to acquire **Radiant Systems**, the #1 provider in the hospitality industry and a market leader in multi-channel point-of-sale and managed service solutions.

Our vision to lead how the world connects and interacts and transacts with business has been deeply rooted in the retail industry since the day our doors opened over 127 years ago. Together, we’ve transformed our company into the global leader in multi-channel self-service and consumer experience innovations. Our acquisition of Radiant Systems will further extend our leadership position in the retail and hospitality markets, and with an equity value of \$1.2 billion it is the most significant growth initiative NCR has executed in 20 years.

Not only does this transaction bring together two leading technology companies, it supports our **strategic focus to grow our core businesses** by extending our addressable market and strengthening our global presence through complementary solutions. And because of Radiant’s strong software and Software as a Service (SaaS) capabilities, we will be able to significantly enhance our Retail and Hospitality solutions – aligning to our vision of improving our margins and mix of solution revenue and becoming a **hardware-enabled, software-driven business**.

The combination of NCR and Radiant Systems is especially unique because we operate complementary businesses with little overlap in our respective markets. This will allow us to create new opportunities for our customers, for our employees and for our partners, while creating additional value for our shareholders. This strengthens our position in the Hospitality and Specialty Retail markets – a segment that is approximately \$8 billion in size and under-penetrated by industry leaders. What’s even better is we are doing this with a company whose geographic proximity, culture, strategy and values are highly complementary to our own.

Those of you in our retail and hospitality businesses know Radiant Systems well and know it is an organization we’ve always respected for their technology and professionalism. Radiant has demonstrated a multi-year track record of growth along with steadily improving operating margins and cash flow. Harnessing their strong financial profile, we will advance our own strategic goals of **revenue growth, gross margin expansion and improving the customer experience**.

Together, we will leverage the strengths we each bring to the market to benefit the whole - making our strategic vision a reality. Together, we will;

- **deliver a superior portfolio of multi-channel point-of-service, self-service and managed service solutions.** Radiant’s solutions and services portfolio will further our growth capabilities. Radiant will also be better positioned to scale by growing its international business using NCR’s sales and services model and extending its SaaS capabilities across other NCR businesses.
- **extend our reach into new hospitality segments and retail verticals.** Radiant is active in verticals we have not penetrated, such as the petroleum and convenience retail space, sports stadiums and entertainment ticketing and concessions. We will also be able to grow our presence in their strongest customer segment – quick service restaurants.
- **expand our global footprint relative to hospitality, where we have been limited.** NCR will use its global sales, services and operations organizations to extend Radiant’s portfolio to many of the fastest growing markets in the world. Similarly, NCR’s global footprint and established international distribution and manufacturing capabilities are ideal complements to Radiant’s strong presence in the geographies in which they do business.
- **build a world-class channel partner network.** Our market coverage will be enhanced by Radiant’s strong channel network – approximately 800 strong. While they have a large set of well-known customers they serve direct, such as Chipotle and California Pizza Kitchen, a large percentage of their business is in the indirect channel. This will complement our own channel and support our channel growth goals.
- **enhance and expand our c-tailing story.** Radiant’s SaaS offerings and loyalty software combined with our own multi-channel personalized solutions that cater to consumer preference and presence will bring expanded capabilities to our c-tailing offers.
- **establish NCR’s third core industry vertical.** Once the transaction is complete, we will create a new distinct line of business focusing on the hospitality and specialty retail market.

- **further strengthen our customer relationships.** Our combined direct and indirect sales teams will enable expanded sales coverage and customer intimacy to respond to customer needs faster and more efficiently.
- **collectively enable 300 million transactions every day.** A number we will see rise significantly as we leverage our combined technology expertise and solutions portfolio.

I think you will be inspired by Radiant's innovation and leadership. I encourage you to take the time to learn more about their three business units as well as their solutions like Orderman, a mobile ordering and payment device, and their award-winning Aloha POS system.

And to ensure we get to know Radiant's team and business, as well as focus on the most efficient integration possible, I will have this line of business report to me directly. I know many of you have further questions about what to expect. Right now I can tell you that we anticipate this transaction to close in the third quarter of 2011; I am anticipating a smooth closing process. We have already started integration planning of our operations and we will proactively build teams supporting change management efforts. I encourage you to read the press release which further outlines the details and mechanics around the acquisition.

We will continue to communicate with you about our progress throughout this process, but for now, I ask that you continue to do what you do best - focus on meeting the needs of NCR's customers and providing them with best-in-class service. Please remember that, until the transaction closes, we will continue to operate as two independent companies in the marketplace.

It is an extremely exciting time for our company, our customers and you. It is my sincere hope that you take pride, as I do, in our evolution and join me in the excitement about our next stage of growth.

Regards,

Bill

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Advance announcement to LC

Team – To strengthen our vision and enhance our strategic execution, I am excited to announce another important milestone in our company’s history. Today we publicly announced an agreement to acquire **Radiant Systems**, the #1 provider in the hospitality industry and a market leader in multi-channel point-of-sale and managed service solutions. This acquisition will further extend our leadership position in the retail and hospitality markets and with an equity value of \$1.2 billion it is the most significant growth initiative NCR has executed in 20 years.

Within minutes, the email below will go out to all-employees announcing this acquisition. We are looking to you, to help us communicate with your teams what this means for our employees, our customers and the future of our company.

Please take the time to read the email as well as the attached materials, which will help you to understand more about Radiant and the additional value we will provide our customers, partners, employees and shareholders as we combine these two talented companies.

- The press release which was sent out minutes ago
- A set of PPT slides about Radiant and how this acquisition aligns with our strategy

Each one of us should be able to proactively articulate the value of this acquisition, as well as answer any questions you may get from your teams. A conference call with investors is scheduled at 5:45p.m. ET to discuss the acquisition. Access to the conference call and a presentation describing the transaction, as well as a replay of the call, will be available on NCR’s Web site at <http://investor.ncr.com/>.

Until the transaction closes, we will continue to operate as two independent companies in the marketplace. As we move forward, we will be engaging you in our integration plan so that we can hit the ground running as soon as the transaction is complete.

Regards,

Bill

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July 11, 2011



NCR announces acquisition of Radiant Systems



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NCR announces agreement to acquire Radiant Systems

A significant growth initiative



- ✓ Equity purchase price of approximately \$1.2 billion
- ✓ Expected transaction close in Q3 2011



2011



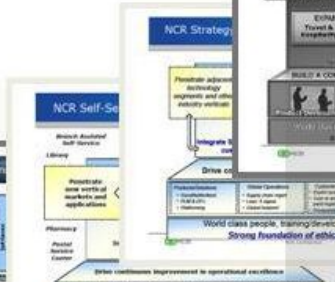
2010

- Corporate HQ move



2009

- BU to LoB model



2008

- Move into Entertainment



2007

- Execute Teradata spin-off



2006

- Establish Global manufacturing network



2005



This acquisition aligns with our strategy to grow our core retail and hospitality business

Penetrate adjacent single and multichannel self-service solution segments

Expand and strengthen geographic presence and sales coverage

Financial

Retail

Hospitality

Once the transaction is complete, it will establish a core third vertical

- Move into fast-growth, high-margin adjacencies
- Extend reach into new hospitality segments and specialty retail verticals
- Leverage Radiant's software capability across our solutions offerings
- Grow in key areas: software/SaaS and SMB customers
- Deliver a unique portfolio of multi-channel point-of-service and self-service solutions
- Increase available market opportunity
- Expand our global footprint relative to hospitality, where we have been limited
- Drive domestic and international penetration of Radiant solutions with our brand and footprint
- Build a world-class channel partner network – a large percentage of Radiant business is in the indirect channel

Radiant's strong SaaS capabilities will drive our vision of becoming hardware-enabled, software-driven

NCR APTRA™ Mobile Banking



Online



Text



Mobile Web



Mobile App

Digital Signage



Digital Download



Proactive Travel Management



Software as a Service (SaaS)



eMarketing

e-Commerce



POS and Loyalty Software

CRM Integration



APTRA Consumer Passport REL 1.0.00

Online and Mobile Bill Pay

Top ten things you should know about Radiant

1 located in Alpharetta, GA – creating great synergy opportunity



2 got their start in the convenience store industry



3 today, they reach 4 key industry segments:
✓ Hospitality
✓ Petroleum and Convenience
✓ Sports and Entertainment
✓ Specialty Retail

4 #1 provider in the hospitality industry and a market leader in multi-channel, point-of-sale and managed service solutions



5 a leader in mobile ordering and payment in Hospitality and recently began offering mobile POS technology in the specialty retail market

Top ten things you should know about Radiant

6 Prominent customer list, which includes:



NORDSTROM

ExxonMobil



7

A large percentage of their business is through the indirect channel – which will help support our goal of building a world-class channel network

8

Offer a full suite of solutions from point-of-sale (hardware and software-based site management solutions) to subscription, maintenance and transaction services to professional services

9

The strength of their cloud-based SaaS solutions will further enhance our own solutions

10 Multi-year track record of growth with steadily improving margins and cash flow – this will advance our own growth and margin expansion goals



This is a story about creating new opportunities for growth by leveraging each other's strengths

- Establish our third core industry vertical
- Extend our reach into new hospitality segments and specialty retail verticals
- Deliver a superior portfolio of multi-channel point-of-service, self-service and managed service solutions
- Expand our global footprint relative to hospitality
- Build a world-class channel partner network
- Enhance and expand our c-tailing story
- Strengthen our customer relationships
- Collectively enable 300 million transactions every day



Together we will expand our leadership position

Key Messaging Document

NCR, the company whose innovation transformed the consumer experience in the banking, retail and travel/transportation industries, is solidifying its leadership position in the \$8B hospitality and specialty retail industry through the acquisition of Radiant Systems. By leveraging NCR's global brand and reach, Radiant's comprehensive, industry-focused suite of solutions and expertise, with a combined channel partner and service network, NCR reinforces and extends its global leadership position as the preeminent multi-industry technology company focused on businesses serving consumers. NCR is at your service everyday, around the world and second to none.

Customer-centric

Multi-Industry Leadership

Innovative

Scale and Reach

Customers:

- The acquisition of Radiant demonstrates NCR's commitment to the Hospitality and Specialty Retail industries worldwide.
- Radiant is now backed by a \$4.8 billion (FY'10) leader in self-service with more than 127 years of experience delivering innovative, high quality solutions to the Retail and Hospitality industries in more than 180 countries.
- Leveraging Radiant's software innovation and NCR's global brand and reach, our commitment to deliver innovative, high quality solutions is stronger than ever.
- We are confident that our combined pool of industry experts and unmatched solutions portfolio will enhance our ability to make you more successful in your markets.

Partners and Suppliers:

- This acquisition is a visible demonstration of our commitment to our channel partners and to enabling us to accelerate the growth of your business.
- Market coverage will be enhanced by Radiant's strong channel partner network, which will complement NCR's direct and indirect sales channels and support its goal of building a world-class channel partner network
- The SMB market is a critical part of our business and growth strategy. We are as committed to supporting your efforts in serving our small business customers.
- We will bring more solutions to more markets with our expanded partner network, providing you with a competitive advantage.