

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

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**FORM 8-K/A  
(Amendment No. 1)**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 30, 2013**

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**NCR CORPORATION**

(Exact name of registrant as specified in its charter)

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**Commission File Number 001-00395**

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

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

**3097 Satellite Boulevard  
Duluth, Georgia 30096**  
(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))
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## EXPLANATORY NOTE

NCR Corporation (“NCR” or the “Company”) is furnishing this Form 8-K/A to make certain changes to the prior year recast GAAP financial results that were included in its first quarter 2013 Earnings Press Release and Earnings Conference Call Presentation in connection with the Company's change to mark-to-market accounting for pension expense. These changes do not affect the Company's first quarter 2013 GAAP or non-GAAP results, and have no effect on the Company's Non-Pension Operating Income (NPOI) or Non-GAAP Diluted Earnings Per Share for any period reported.

NCR's first quarter 2013 Earnings Press Release and Earnings Conference Call Presentation, which were furnished as exhibits 99.1 and 99.2, respectively, to its Form 8-K dated April 30, 2013 (the “April 30 Form 8-K”), recast GAAP results for the 2010-2012 fiscal years to reflect its recently implemented change in accounting methodology for recognizing pension expense. For the 2012 fiscal year, recast quarterly information was also provided.

The Company has determined that \$97 million of pension expense that was reflected in the recast first quarter 2012 GAAP results in the exhibits to the April 30 Form 8-K should have been included in the recast 2011 GAAP results. As a result, the Company is amending the April 30 Form 8-K to furnish exhibits that reflect these changes, which include the following:

- GAAP Income from Continuing Operations (attributable to NCR) for the first quarter of 2012 should have been \$59 million, or \$0.36 per diluted share, after the recast rather than the Loss from Continuing Operations (attributable to NCR) of \$10 million, or \$(0.06) per diluted share, set out in the Earnings Press Release; and
- GAAP Diluted Earnings Per Share from Continuing Operations (attributable to NCR) for the full year 2012 should have been \$2.87 after the recast, rather than the \$2.46 set out in the Earnings Conference Call Presentation and Earnings Press Release.

This Form 8-K/A is not intended to, nor does it, reflect events occurring after the filing of the April 30 Form 8-K, and NCR's first quarter 2013 Earnings Press Release and Earnings Conference Call Presentation that were included with the April 30 Form 8-K are not being modified or updated in any way other than as necessary to reflect the change regarding pension expense described above.

### **Item 2.02. Results of Operations and Financial Condition**

A copy of the Company's first quarter 2013 Earnings Press Release, as revised to reflect the changes to its prior year GAAP results described in the Explanatory Note above, is attached hereto as Exhibit 99.1 and hereby incorporated by reference.

**Item 7.01. Regulation FD Disclosure.**

A copy of the Company's first quarter 2013 Earnings Conference Call Presentation, as revised to reflect the changes to its prior year GAAP results described in the Explanatory Note above, is attached hereto as Exhibit 99.2 and hereby incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

The following exhibit is attached with this current report on Form 8-K:

Exhibit No.	Description
99.1	Revised First Quarter 2013 Earnings Press Release
99.2	Revised First Quarter 2013 Earnings Conference Call Presentation

## 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

By: /s/ Robert Fishman  
Robert Fishman  
Senior Vice President and Chief Financial Officer

Date: May 8, 2013

**Index to Exhibits**

The following exhibit is attached with this current report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Revised First Quarter 2013 Earnings Press Release
99.2	Revised First Quarter 2013 Earnings Conference Call Presentation



Experience a new world of interaction

## NEWS RELEASE

April 30, 2013 (as revised) \*

### NCR Announces Strong First Quarter Results

- **Operational results ahead of Company expectations**
- **Revenue growth of 13% compared to prior-year period**
- **Significant software growth and gross margin rate expansion**
- **GAAP diluted EPS from continuing operations of \$0.37, compared to \$0.36 in the prior year period; non-GAAP diluted EPS from continuing operations<sup>(2)</sup> of \$0.54, an increase of 15% compared to the prior-year period**
- **Full-year 2013 revenue guidance reaffirmed; NPOI<sup>(2)</sup> and non-GAAP diluted EPS<sup>(2)</sup> guidance increased**
- **Announcing Phase III of pension strategy**

**DULUTH, Georgia** - NCR Corporation (NYSE: NCR) reported financial results today for the three months ended March 31, 2013. Reported revenue of \$1.41 billion increased 13% from the first quarter of 2012. First-quarter revenue includes an unfavorable impact of 2% as a result of foreign currency translation.

NCR reported first quarter income from continuing operations (attributable to NCR) of \$62 million, or \$0.37 per diluted share, compared to income from continuing operations (attributable to NCR) of \$59 million, or \$0.36 per diluted share, in the first quarter of 2012. Excluding pension and special items, non-GAAP income from continuing operations<sup>(2)</sup> in the first quarter of 2013 was \$129 million, or \$0.54 per diluted share, compared to \$101 million, or \$0.47 per diluted share, in the prior-year period. An identification of those special items, and the impact of pension and those special items on income from continuing operations and diluted earnings per share, are set forth in the supplemental non-GAAP reconciliation tables and accompanying footnotes that are included following the "Note to Investors" at the end of this earnings release.

Effective in the first quarter of 2013, NCR changed the accounting methodology for recognizing expense for its company-sponsored U.S. and international pension benefit plans. From 2013 forward, NCR will recognize changes in fair values of plan assets and net actuarial gains and losses in the year incurred, generally in the fourth quarter of each year, which were previously deferred and amortized over time into pension expense. While NCR's previous policy of recognizing pension expense was considered acceptable under applicable accounting guidance, NCR believes that these new policies are preferable as they accelerate the recognition in its operating results of changes in the fair value of plan assets and actuarial gains and losses. The results of prior periods included in this release have been adjusted to reflect the change.

"The first quarter represented a solid start to 2013 and we are raising our profitability outlook for the full year," said Bill Nuti, Chairman and CEO of NCR. "We are executing well across our lines of business, led by strong momentum in our Retail Solutions and Hospitality segments. During the quarter, we closed the acquisition of Retalix, strengthening our retail software and services offerings. We continue to advance our

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\* This earnings release has been revised as described in the "Explanatory Note" to the Form 8-K/A of NCR Corporation furnished with the Securities and Exchange Commission on May 8, 2013.

leading global point-of-sale solutions and new innovations, such as our NCR Silver™ tablet and mobile solution for smaller retailers, and integrate mobile technologies across our platforms. Additionally, software revenues continue to grow, evidenced by a 35% increase year-over-year. These factors, combined with our global leadership in financial self-service and a focus on good business execution and continued innovation, strengthen our ability to drive results and ensure that our solutions are at the forefront of our customers' businesses.”

## **First Quarter 2013 Operating Segment Results**<sup>(2)</sup>

### **Financial Services**

NCR's Financial Services segment generated first quarter revenue of \$714 million, an increase of 3% from the first quarter of 2012. The increase was driven by growth in the Europe and Asia Middle East Africa (AMEA) theaters offset by declines in the Americas theater. The first quarter year-over-year revenue comparison was negatively impacted by 2 percentage points of foreign currency translation.

Operating income for Financial Services was \$57 million in the first quarter of 2013 and 2012. Operating income remained consistent with the prior year as higher revenues were offset by continued investment in research and development and the services business.

### **Retail Solutions**

The Company completed the acquisition of Retailix, Ltd. on February 6, 2013. As a result, the revenue and operating income results for the Retail Solutions segment include the impact of Retailix for the period from February 6, 2013 through March 31, 2013. Retailix revenue was \$50 million in the first quarter of 2013 and contributed \$9 million to operating income in the quarter.

The Retail Solutions segment generated revenue of \$489 million in the first quarter of 2013, an increase of 41% from the first quarter of 2012. The increase was driven by growth in the Americas, Europe and AMEA theaters. The first quarter year-over-year revenue comparison was negatively impacted by 2 percentage points of foreign currency translation. Revenue growth was 27% in the first quarter of 2013 excluding the impact of the Retailix business noted above.

Operating income for Retail Solutions was \$41 million in the first quarter of 2013 as compared to \$2 million in the first quarter of 2012. The increase was driven by increased revenues, a higher mix of software and the contribution of the Retailix business noted above.

### **Hospitality**

The Hospitality segment generated revenue of \$131 million in the first quarter of 2013, an increase of 16% from the first quarter of 2012, on both an actual and a constant currency basis. The increase was driven by growth in the Americas theater.

Operating income for Hospitality was \$21 million in the first quarter of 2013 compared to \$19 million in the first quarter of 2012. The increase was driven by a favorable mix of revenues slightly offset by investment in sales, software as a service and research and development.

### **Emerging Industries**

The Emerging Industries segment generated first quarter revenue of \$76 million, a decrease of 15% from the first quarter of 2012, on both an actual and a constant currency basis. The decrease was driven by declines in the Americas and Europe theaters.

Operating income for Emerging Industries was \$10 million in the first quarter of 2013 as compared to \$23 million in the first quarter of 2012. The decrease in operating income was due to the decline in revenue.

## **First Quarter 2013 Business Highlights**

### **Financial Services**

In the Financial Services segment, NCR maintained its global leadership position through the deployment of various advanced technologies and solutions.

State Bank of India (SBI), India's largest bank, will deploy 600 NCR SelfServ™ 32 Intelligent Cash Deposit ATMs across India in the country's largest single order for cash deposit ATMs. By deploying NCR SelfServ™ intelligent deposit ATMs, SBI will be able to offer customers an improved banking experience by reducing long lines at its branch and granting customers the flexibility to execute everyday cash deposit transactions beyond traditional banking hours.

During the first quarter, NCR announced the acquisition of uGenius Technology, a pioneer in video-banking software. This acquisition is expected to further aid the growth of the APTRA™ Interactive Teller solution and offers opportunities for NCR to leverage other uGenius technologies to expand the delivery of video banking to multi-channel solutions across its industry verticals.

According to RBR's (Retail Banking Research) newly published research report “Multivendor Software 2013”, NCR has maintained its leadership position as the world's largest supplier of multivendor ATM middleware and applications. This research is based on a study of 66 financial services organizations in 38 different countries, with deployments among them of more than 390,000 ATMs.

NCR also recently received a Rising Star award from CRM Magazine. NCR was recognized for its ability to deliver innovative solutions that address the changing nature of how businesses and customers interact and transact. The magazine cited NCR's various technologies that provide mobile and multi-channel transaction environments and its advanced solutions such as APTRA™ Interactive Teller that greatly enhance the customer experience.

### **Retail Solutions**

In Retail Solutions, NCR completed its acquisition of Retailix, a leading global provider of innovative retail software and services. Retailix powers billions of dollars in annual sales across its over 70,000 locations and 400,000 customer touch points globally. The addition of Retailix provides a number of growth opportunities and is consistent with NCR's ongoing transformation to a software and services-driven, hardware-enabled business model.

NCR continued to advance NCR Silver™, its tablet and mobile-based point-of-sale (POS) system for small businesses. Cellairis, the world's largest franchised mobile device accessory company, will be deploying NCR Silver at more than 600 of its franchise locations. NCR Silver will help Cellairis franchise owners easily manage their businesses, market to customers and sell both behind the counters and on the sales floors. In addition, franchisees will be able to accept credit card payments using NCR Silver's integrated credit card processing functionality that features secure, end-to-end encryption. NCR also introduced a social media integration update that allows business owners to easily engage in email marketing campaigns as well as update their companies' Facebook pages with the same messages about their business and products. The integrated social media marketing update saves small business owners time, streamlines their marketing efforts and empowers them to build customer loyalty and sales.

Additionally, NCR Silver joined forces with Elavon, a leading global payments provider, expanding NCR's distribution network and extending easy, secure and affordable POS solutions to small business customers. NCR Silver™ is now available through Elavon's sales channels.

NCR also reached agreement to provide retail technology and services to the Modell's Sporting Goods chain. Modell's will deploy 1,000 NCR RealPOS™ 82XRT POS terminals across its 154 locations. NCR was selected to support Modell's chain-wide strategy to enhance customer service and loyalty by offering a faster check-out experience along with content and loyalty program promotions and offers at the point of sale. NCR will also provide Modell's with services and support over a multi-year period. NCR's services offerings help maximize system up-time across the chain so that Modell's environment is optimized for the experience their customers expect.

DSW Inc., a leading branded footwear and accessories retailer, agreed to expand its use of NCR Advanced Store POS software to offer DSW shoppers mobile POS functionality and returns through the chain. DSW employees will have the ability to bring POS enabled tablets onto the store floor, enabling them to better assist customers, personalize the shopping experience through immediate access to loyalty program information, increase checkout capacity and agility during peak selling periods and help drive overall improvements in customer satisfaction.

Woodman's Food Markets launched NCR's Mobile Shopper at its location in Madison, Wisconsin. By using Mobile Shopper, Woodman's customers can save time and make shopping easier by using their own smartphones to scan items in the aisles as they shop and then scan a QR code on their phones to transfer their mobile shopping information to a self-checkout station to complete their transaction. Following the deployment at its Madison location, Woodman's is exploring deploying Mobile Shopper at its other 13 locations in Wisconsin and Illinois.

NCR's services business continues to grow its global footprint. NCR recently launched NCR Mobile POS Optimization Consulting Services to help retailers devise and implement mobile POS strategies that address consumers' shifting transaction preferences and improve results for businesses. The new consulting services group was launched in an effort to share NCR's insights and best practices in the rapidly growing area of mobile retail and is focused on helping retailers deliver the most effective consumer experience.

### **Hospitality**

During the quarter, NCR announced a partnership with PayPal, Inc. spanning its retail and hospitality verticals. The partnership will integrate NCR's innovative mobile solutions for the hospitality and retail verticals with PayPal's leading digital payment technology. The combination will provide restaurants and retailers with an easy and powerful way to offer consumers a rich mobile and digital payment experience. NCR's broad hospitality and retail footprint and PayPal's more than 117 million customers presents an opportunity to accelerate the adoption of mobile-enhanced consumer shopping and payments.

NCR also advanced its mobile commerce leadership through the introduction of NCR Aloha Mobile, an innovative extension of the NCR Aloha Table Service POS software. Aloha Mobile software allows restaurants to easily and securely deploy mobile technology for tableside ordering and payment which can help increase speed of service and order accuracy, improved customer satisfaction, and sales and profit gains.

Also in Hospitality, Cheddar's Casual Café, a nationwide casual dining chain, will be deploying NCR hardware and Aloha software at its existing and new company restaurants during 2013. The company chose NCR because of its ability to deliver a comprehensive, leading-edge enterprise restaurant technology as well as professional services and learning management solutions. Cheddar's will use NCR technology to improve its ability to track and direct labor, streamline the on-boarding of new hires and improve its loss prevention program, allowing staff to focus their time and efforts on enhancing the guest experience.

PNC Arena in Raleigh, North Carolina deployed a turnkey NCR Vitalcast™ digital signage solution encompassing 160 LCD displays and professional design services. The deployment enables the venue to use NCR Vitalcast™ digital signage and design services to offer high-quality advertising services to regional businesses, accommodate more sponsors at events, and optimize concession operations by displaying new menus that meet up-to-the-minute customer tastes. PNC Arena opens its doors to over 1.5 million guests annually for more than 150 events including concerts, family shows, Carolina Hurricanes NHL hockey games, and NC State University men's basketball games.

### **Emerging Industries**



In Emerging Industries, NCR continued advancing its self-service technologies for the Travel industry including securing multiple deployments of its TouchPort self-check-in kiosks. NCR will provide TouchPort kiosks to Ordos Ejin Horo Airport in China's Inner Mongolia autonomous Region, through a partnership with Beijing Sinonet Technology Co., Ltd. The kiosks will run on a common use self-service (CUSS) platform, allowing passengers to use the kiosks for self-check-in for flights on all the airlines that operate at the airport and are a major component of Ordos Ejin Horo Airport's and Sinonet's efforts to accommodate the rapid increase in passengers at the airport. NCR will also provide maintenance services for the kiosks to ensure maximum availability.

NCR TouchPort kiosks have also been deployed in partnership with AviancaTaca, a leading Latin American airline. AviancaTaca selected NCR TouchPort due to NCR's leading technology and global reputation, specific features including a passport reader, and TouchPort's ability to enhance the passenger experience and alleviate passenger congestion at check-in areas.

During the quarter, NCR also demonstrated continued progress with its mobile boarding pass technology. NCR achieved a company record in March as it delivered over 3 million electronic boarding passes. NCR Mobile Pass delivers a patented 2D bar code onto a mobile device, allowing passengers to check in remotely and go directly to airport security checkpoints when they arrive at the airport.

The recent deployments of NCR TouchPort kiosks and continued growth of NCR Mobile Pass are consistent with the results of the 2013 NCR Traveler Experience Survey which shows that travelers are increasingly looking to use technology that makes their travel experiences easier and more convenient. The research demonstrates this is particularly the case for everyday tasks like checking bags, securing early boarding and finding and booking alternative flights.

NCR was chosen to provide comprehensive networking and computing infrastructure, next-generation web check-in, information kiosks and unified telephony for the new Muscat International and Salalah Airports, currently under development in Oman. NCR's technology solutions and services will help ensure maximum reliability, efficiency and systems uptimes of the IT infrastructure at the airports, making airport operations easier and helping to create exceptional travel experiences for passengers travelling through the terminals.

### **First Quarter 2013 Financial Highlights**

Income from operations was \$85 million in the first quarter of 2013, which included \$7 million of pension expense, \$14 million of acquisition-related amortization of intangibles, \$16 million of acquisition-related costs, \$6 million of acquisition-related purchase price adjustments and \$1 million of legal costs related to the previously disclosed OFAC and FCPA investigations. This compares to \$78 million of income from operations in the first quarter of 2012, which included \$10 million of pension expense, \$9 million of acquisition-related amortization of intangible assets, and \$4 million of acquisition-related costs. Excluding these items, non-GAAP income from operations<sup>(2)</sup> was \$129 million in the first quarter of 2013 compared to \$101 million in the first quarter of 2012. Additionally, the first quarter of 2013 included a \$13 million benefit from a change in the severance policy in the U.S.

Net cash provided by operating activities was \$21 million during the first quarter of 2013 compared to net cash provided by operating activities of \$89 million in the year-ago period. Capital expenditures of \$45 million in the first quarter of 2013 increased from \$31 million in the first quarter of 2012. Free cash flow (net cash from operations and discontinued operations, less capital expenditures for property, plant and equipment, and additions to capitalized software)<sup>(3)</sup> was a cash outflow of \$23 million in the first quarter of 2012, compared to a cash inflow of \$49 million in the first quarter of 2012. The decrease in net cash provided by operating activities and free cash flow were primarily driven by changes in working capital.

Discontinued operations resulted in \$1 million of cash inflow in the first quarter of 2013 as compared to \$9 million of cash outflow in the first quarter of 2012. The change was driven by remediation and transaction costs offset by reimbursement from indemnification parties in the Fox River matter.

NCR contributed approximately \$20 million to its international and executive qualified pension plans in the first quarter of 2013 compared to \$18 million in the first quarter of 2012. The net unfunded status of the Company's global pension plans was \$(468) million as of December 31, 2012.

Other expense, net was \$19 million in the first quarter of 2013 compared to other expense, net, of \$11 million in the prior year period, mainly due to higher interest expense in the current period.

Income tax expense was \$2 million in the first quarter of 2013 compared to income tax expense of \$7 million in the first quarter of 2012.

NCR ended the first quarter of 2013 with \$483 million in cash and cash equivalents compared to a balance of \$1.07 billion as of December 31, 2012, due to the acquisition of Retailix. As of March 31, 2013, NCR had a total debt balance of \$2.09 billion compared to a total debt balance of \$1.96 billion as of December 31, 2012.

### **2013 Outlook**

NCR expects full-year 2013 revenues to increase in the range of 9% to 11% on a constant currency basis<sup>(4)</sup> compared with 2012.

NCR expects its full-year 2013 Income from Operations (GAAP) to be \$546 million to \$566 million, non-pension operating income (NPOI)<sup>(2)</sup> to be in the range of \$700 million to \$720 million, GAAP diluted earnings per share to be \$2.08 to \$2.18 and non-GAAP diluted earnings per share<sup>(2)</sup> to be in the range of \$2.70 to \$2.80 per diluted share. The 2013 NPOI and non-GAAP diluted EPS guidance excludes the items set forth in the

supplemental non-GAAP reconciliation tables and accompanying footnotes that follow the "Note to Investors" at the end of this earnings release. NCR expects approximately \$95 million to \$100 million of Other Expense, net including interest expense in 2013 and its full-year 2013 effective income tax rate to be approximately 26%.

For the second quarter of 2013, the Company expects non-pension operating income (NPOI)<sup>(2)</sup> to be in the range of \$175 million to \$180 million, compared to \$154 million in the second quarter of 2012 and income from operations to be in the range of \$126 million to \$131 million, compared to \$130 million in the second quarter of 2012. NCR expects its second quarter 2013 tax rate to be approximately 28% to 32% and Other Expense, net including interest expense to be approximately \$23 million to \$25 million.

	<b>Current 2013 Guidance</b>	<b>Prior 2013 Guidance</b>	<b>2012 Actual</b>
Year-over-year revenue growth (constant currency) <sup>(4)</sup>	<b>9% - 11%</b>	<b>9% - 11%</b>	11%
Income from Operations (GAAP) *	<b>\$546 - \$566 million</b>	<b>\$548 - \$563 million</b>	\$741 million
Non-pension operating income <sup>(2)</sup>	<b>\$700- \$720 million</b>	<b>\$695 - \$710 million</b>	\$589 million
Diluted earnings per share (GAAP)	<b>\$2.08 - \$2.18</b>	<b>\$2.06 - \$2.16</b>	\$2.87
Diluted earnings per share excluding pension expense and special items (non-GAAP) <sup>(2)</sup>	<b>\$2.70 - \$2.80</b>	<b>\$2.65 - \$2.75</b>	\$2.49

\* The change from prior guidance for Income from Operations is included in the supplemental GAAP to non-GAAP reconciliation tables that follow the "Notes to Investors" section of this earnings release.

### **2013 First Quarter Earnings Conference Call**

A conference call is scheduled today at 4:30 p.m. (EST) to discuss the company's 2013 first quarter results and guidance for full-year 2013, and to announce the details of Phase III of its pension strategy. Access to the conference call, as well as a replay of the call, is available on NCR's Web site at <http://investor.ncr.com/>.

### **About NCR Corporation**

NCR Corporation (NYSE: NCR) is the global leader in consumer transaction technologies, turning everyday interactions with businesses into exceptional experiences. With its software, hardware, and portfolio of services, NCR enables more than 300 million transactions daily across the financial, retail, hospitality, travel, telecom and technology industries. NCR solutions run the everyday transactions that make your life easier.

NCR is headquartered in Duluth, Georgia with over 26,000 employees and does business in 180 countries. NCR is a trademark of NCR Corporation in the United States and other countries. NCR encourages investors to visit its web site which is updated regularly with financial and other important information about NCR.

Web site: [www.ncr.com](http://www.ncr.com)

Twitter: @NCRCorporation

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

LinkedIn: <http://linkd.in/ncrgroup>

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

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**Note to Investors** - This news release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements use words such as “seek,” “potential,” “expect,” “strive,” “continue,” “continuously,” “accelerate,” “anticipate,” “outlook,” “intend,” “plan,” “target,” “believe,” “estimate,” “forecast,” “pursue” and other similar expressions or future or conditional verbs such as “will,” “should,” “would” and “could”. They include statements as to NCR's anticipated or expected results and financial performance, including its outlook for the second quarter of 2013 and the 2013 fiscal year (including in the sections entitled “2013 Business Highlights” and “2013 Outlook”) and its expectations for revenue growth across its core verticals; projections of revenue, profit growth and other financial items; discussion of strategic initiatives and related actions; comments about future market or industry performance or behaviors, including how NCR's products and services may be used and the benefits they might create or provide; expected benefits related to the acquisition of Retalix Ltd., including its effect on the strength of our solutions portfolio; and beliefs, expectations, intentions, and strategies, among other things. Forward-looking statements are based on management's current beliefs, expectations and assumptions, and involve a number of known and unknown risks and uncertainties, many of which are out of NCR's control.

Forward-looking statements are not guarantees of future performance, and there are a number of factors, risks and uncertainties that could cause actual outcomes and results to differ materially from the results contemplated by such forward-looking statements. In addition to the factors discussed in this release, these other factors, risks and uncertainties include those relating to: domestic and global economic and credit conditions, including the ongoing sovereign debt conditions in Europe and the uneven global economic recovery; our indebtedness and the impact that it may have on our financial and operating activities and our ability to incur additional debt; the financial covenants in our senior secured credit facility and the indentures for our outstanding senior unsecured notes and their impact on our financial and business operations; the adequacy of our future cash flows to service our indebtedness; the variable interest rates borne by our indebtedness under our senior secured credit facility and the effects of changes in those rates; our ability to raise funds necessary to finance a required change in control purchase of our outstanding senior unsecured notes; the effect on our future borrowing costs and access to capital of a lowering or withdrawal of the ratings assigned to our debt securities; shifts in market demands, continued competitive factors and pricing pressures; shorter product cycles, rapidly changing technologies and maintaining a competitive leadership position with respect to our solution offerings; manufacturing disruptions affecting product quality or delivery times; the historical seasonality of our sales; the effect of currency translation; our ability to achieve targeted cost reductions; maintaining profitability of our professional services consulting engagements and appropriate utilization rates for our consultants; market volatility and the funded status of our pension plans; the success of our pension strategy, including the recently announced "Phase III" of our pension strategy; tax rates; our ability to sell higher-margin software and services in addition to hardware; business and legal risks associated with multinational operations; availability and successful exploitation of new acquisition and alliance opportunities; expected benefits related to acquisitions and alliances not materializing; the timely development, production or acquisition and market acceptance of new and existing products and services; the ability of third party suppliers on which we rely being able to fulfill our needs; our ability to successfully develop and protect intellectual property that drives innovation; our ability to execute our business and reengineering plans; turnover of workforce and the ability to attract and retain skilled employees; compliance with requirements relating to data privacy and protection; continued efforts to establish and maintain best-in-class internal information technology and control systems; exposure to post-closing liabilities resulting from the sale of assets of our entertainment business; environmental exposures from our historical and ongoing manufacturing activities; changes in GAAP and the resulting impact, if any, on the Company's accounting policies; uncertainties with regard to regulations, lawsuits, claims and other matters across various jurisdictions; and other factors detailed from time to time in the Company's U.S. Securities and Exchange Commission reports and the Company's annual reports to stockholders. The company 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.

#### Reconciliation of Diluted Earnings Per Share (EPS) from Continuing Operations (attributable to NCR) (GAAP) to Non-GAAP Measures

	Q1 2013 Actual	Q1 2012 Actual	Current 2013 Guidance	Prior 2013 Guidance	2012 Actual
<b>Diluted EPS from Continuing Operations (attributable to NCR) (GAAP)</b>	<b>\$ 0.37</b>	<b>\$ 0.36</b>	<b>\$2.08 - \$2.18</b>	<b>\$2.06 - \$2.16</b>	<b>\$ 2.87</b>
Pension expense (benefit) *	0.02	0.04	0.12	0.07	(0.69)
Impairment charge and related valuation allowance	—	0.01	—	—	0.05
Acquisition-related costs	0.06	0.02	0.14	0.14	0.10
Acquisition-related amortization of intangibles **	0.06	0.04	0.27	0.32	0.15
OFAC and FCPA Investigations ***	0.01	—	0.01	—	0.01
Acquisition-related purchase price adjustments **	0.02	—	0.08	0.06	—
<b>Diluted EPS from Continuing Operations (attributable to NCR) (non-GAAP) <sup>(2)</sup></b>	<b>\$ 0.54</b>	<b>\$ 0.47</b>	<b>\$2.70 - \$2.80</b>	<b>\$2.65 - \$2.75</b>	<b>\$ 2.49</b>

#### Reconciliation of Income from Operations (GAAP) to Non-GAAP Measure (in millions)

	Q1 2013 Actual	Q1 2012 Actual	Current 2013 Guidance	Prior 2013 Guidance	2012 Actual	Q2 2013 Guidance	Q2 2012 Actual
<b>Income from Operations (GAAP)</b>	<b>\$ 85</b>	<b>\$ 78</b>	<b>\$546 - \$566</b>	<b>\$548 - \$563</b>	<b>\$ 741</b>	<b>\$126 - \$131</b>	<b>\$ 130</b>
Pension expense (benefit) *	7	10	35	20	(217)	16	10

Acquisition-related costs	16	4	35	35	23	11	4
Acquisition-related amortization of intangibles **	14	9	65	77	38	16	10
Acquisition-related purchase price adjustments **	6	—	18	15	—	6	—
OFAC and FCPA Investigations ***	1	—	1	—	4	—	—
<b>Non-pension Operating Income (non-GAAP) <sup>(2)</sup></b>	<b>\$ 129</b>	<b>\$ 101</b>	<b>\$700 - \$720</b>	<b>\$695 - \$710</b>	<b>\$ 589</b>	<b>\$175 - \$180</b>	<b>\$ 154</b>

\* Current 2013 guidance updated from prior 2013 guidance to reflect the impact of the termination of the executive pension plans and the special termination benefits offered to certain US employees.

\*\* Current 2013 guidance updated from prior 2013 guidance for adjustments to the estimate of full-year acquisition-related amortization of intangibles and purchase price adjustment relating to the Retalix acquisition.

\*\*\* At this time we are not anticipating material additional costs, but there can be no assurance that the Company will not be subject to fines or other costs.

## Free Cash Flow

	For the Periods Ended March 31	
	Three Months	
	2013	2012
<b>Net cash (used in) provided by operating activities (GAAP)</b>	\$ 21	\$ 89
Less capital expenditures for:		
Property, plant and equipment	(24)	(13)
Capitalized software	(21)	(18)
Total capital expenditures, net	(45)	(31)
Net cash provided by (used in) discontinued operations	1	(9)
<b>Free cash (used) flow (non-GAAP)<sup>(3)</sup></b>	\$ (23)	\$ 49

## Constant Currency

	2012 Actual
<b>Revenue growth % (GAAP)</b>	<b>8%</b>
Unfavorable foreign currency fluctuation impact	3%
<b>Constant currency revenue growth % (non-GAAP) <sup>(4)</sup></b>	<b>11%</b>

(1) While NCR reports its results in accordance with Generally Accepted Accounting Principles in the United States, or GAAP, it believes that certain non-GAAP measures provide additional useful information regarding NCR's financial results. NCR's management evaluates the company's results excluding certain items, such as pension expense and the effect of foreign currency translation, to assess the financial performance of the company and believes this information is useful for investors because it provides a more complete understanding of NCR's underlying operational performance, as well as consistency and comparability with NCR's past reports of financial results. In addition, management uses certain of these measures to manage and determine effectiveness of its business managers and as a basis for incentive compensation. NCR management's calculation of these non-GAAP measures may differ from similarly-titled measures reported by other companies and cannot, therefore, be compared with similarly-titled measures of other companies. These non-GAAP measures should not be considered as substitutes for, or superior to, results determined in accordance with GAAP.

(2) The segment results included in this release and Schedule B hereto and the non-GAAP income from operations (i.e. non-pension operating income) and non-GAAP earnings per share discussed in this earnings release exclude the impact of pension expense and certain special items. Due to the significant change in its pension expense from year to year and the non-operational nature of pension expense and these special items, including amortization of acquisition related intangibles, NCR's management uses non-pension operating income and non-GAAP earnings per share to evaluate year-over-year operating performance. NCR may, in addition, segregate special items from its GAAP results from time to time to reflect the ongoing earnings per share performance of the company. NCR also uses non-pension operating income and non-GAAP earnings per share to manage and determine the effectiveness of its business managers and as a basis for incentive compensation. NCR determines non-pension operating income based on its GAAP income (loss) from operations excluding pension expense and special items. These non-GAAP measures should not be considered as substitutes for, or superior to, results determined in accordance with GAAP.

(3) Free cash flow does not have a uniform definition under GAAP and, therefore, NCR's definition may differ from other companies' definitions of this measure. NCR defines free cash flow as net cash provided by/used in operating activities and cash flow provided by/used in discontinued operations less capital expenditures for property, plant and equipment, and additions to capitalized software. NCR's management uses free cash flow to assess the financial performance of the company and believes it is useful for investors because it relates the operating cash flow of the company to the capital that is spent to continue and improve business operations. In particular, free cash flow indicates the amount of cash generated after capital expenditures which can be used for, among other things, investment in the company's existing businesses, strategic acquisitions, strengthening the company's balance sheet, repurchase of company stock and repayment of the company's debt obligations. Free cash flow does not represent the residual cash flow available for discretionary expenditures since there may be other nondiscretionary expenditures that are not deducted from the measure. This non-GAAP measure should not be considered a substitute for, or superior to, cash flows from operating activities determined in accordance with GAAP.

(4) NCR's results with respect to year-over-year revenue growth on a constant currency basis exclude the effects of foreign currency translation. Due to the variability of foreign exchange rates from year to year, NCR's management uses revenue on a constant currency basis to evaluate year-over-year operating performance. Revenue growth on a constant currency basis is calculated by translating prior-year revenue at current year monthly average exchange rates. Similarly, NCR's guidance with respect to year-over-year revenue growth on a constant currency basis excludes the potential effects of foreign currency translation due to the variability and unpredictability of future exchange rates.



**NCR CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(Unaudited)(in millions, except per share amounts)

	For the Periods Ended March 31	
	Three Months	
	2013	2012
<b>Revenue</b>		
Products	\$ 667	\$ 570
Services	743	674
<b>Total Revenue</b>	1,410	1,244
Cost of products	503	445
Cost of services	538	484
<b>Total gross margin</b>	369	315
% of Revenue	26.2%	25.3%
Selling, general and administrative expenses	229	191
Research and development expenses	55	46
<b>Income (loss) from operations</b>	85	78
% of Revenue	6.0%	6.3%
Interest expense	(21)	(9)
Other (expense) income, net	2	(2)
Total other (expense) income, net	(19)	(11)
<b>Income (loss) before income taxes and discontinued operations</b>	66	67
% of Revenue	4.7%	5.4%
Income tax expense (benefit)	2	7
<b>Income (loss) from continuing operations</b>	64	60
Loss from discontinued operations, net of tax	(1)	(9)
<b>Net Income (loss)</b>	63	51
Net income attributable to noncontrolling interests	2	1
<b>Net income (loss) attributable to NCR</b>	\$ 61	\$ 50
<b>Amounts attributable to NCR common stockholders:</b>		
Income (loss) from continuing operations	\$ 62	\$ 59
Loss from discontinued operations, net of tax	(1)	(9)
Net income (loss)	\$ 61	\$ 50
<b>Net income (loss) per share attributable to NCR common stockholders:</b>		
<b>Net income (loss) per common share from continuing operations</b>		
Basic	\$ 0.38	\$ 0.37
Diluted	\$ 0.37	\$ 0.36
<b>Net income (loss) per common share</b>		
Basic	\$ 0.37	\$ 0.32
Diluted	\$ 0.36	\$ 0.31
<b>Weighted average common shares outstanding</b>		
Basic	163.7	158.2
Diluted	167.5	162.3



**NCR CORPORATION**  
**CONSOLIDATED REVENUE AND OPERATING INCOME SUMMARY**  
(Unaudited)  
(in millions)

	For the Periods Ended March 31		
	Three Months		
	2013	2012	% Change
<b>Revenue by segment</b>			
Financial Services	\$ 714	\$ 695	3 %
Retail Solutions	489	347	41 %
Hospitality	131	113	16 %
Emerging Industries	76	89	(15)%
<b>Total Revenue</b>	<b>\$ 1,410</b>	<b>\$ 1,244</b>	<b>13 %</b>
<b>Operating income by segment</b>			
Financial Services	\$ 57	\$ 57	
% of Revenue	8.0%	8.2%	
Retail Solutions	41	2	
% of Revenue	8.4%	0.6%	
Hospitality	21	19	
% of Revenue	16.0%	16.8%	
Emerging Industries	10	23	
% of Revenue	13.2%	25.8%	
<b>Subtotal-segment operating income</b>	<b>\$ 129</b>	<b>\$ 101</b>	
% of Revenue	9.1%	8.1%	
Pension Expense	7	10	
Other adjustments (1)	37	13	
<b>Total income from operations</b>	<b>\$ 85</b>	<b>\$ 78</b>	

- (1) Other adjustments for the three months ended March 31, 2013 include \$16 million of acquisition related costs, \$14 million of acquisition related amortization of intangible assets, \$6 million of acquisition related purchase price adjustments and \$1 million of legal costs related to the previously disclosed OFAC and FCPA investigations and for the three months ended March 31, 2012 include \$4 million of acquisition related costs and \$9 million of acquisition related amortization of intangible assets.



**NCR CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(Unaudited)  
(in millions, except per share amounts)

	March 31, 2013	December 31, 2012
<b>Assets</b>		
Current assets		
Cash and cash equivalents	\$ 483	\$ 1,069
Accounts receivable, net	1,193	1,086
Inventories, net	847	797
Other current assets	490	454
<b>Total current assets</b>	<b>3,013</b>	<b>3,406</b>
Property, plant and equipment, net	327	308
Goodwill	1,453	1,003
Intangibles	502	304
Prepaid pension cost	372	368
Deferred income taxes	538	534
Other assets	450	448
<b>Total assets</b>	<b>\$ 6,655</b>	<b>\$ 6,371</b>
<b>Liabilities and stockholders' equity</b>		
Current liabilities		
Short-term borrowings	\$ 77	\$ 72
Accounts payable	593	611
Payroll and benefits liabilities	193	197
Deferred service revenue and customer deposits	558	455
Other current liabilities	416	407
<b>Total current liabilities</b>	<b>1,837</b>	<b>1,742</b>
Long-term debt	2,014	1,891
Pension and indemnity plan liabilities	814	812
Postretirement and postemployment benefits liabilities	194	246
Income tax accruals	140	138
Environmental liabilities	146	171
Other liabilities	119	79
<b>Total liabilities</b>	<b>5,264</b>	<b>5,079</b>
Redeemable noncontrolling interests	17	15
<b>Stockholders' equity</b>		
NCR stockholders' equity:		
Preferred stock: par value \$0.01 per share, 100.0 shares authorized, no shares issued and outstanding as of March 31, 2013 and December 31, 2012, respectively	—	—
Common stock: par value \$0.01 per share, 500.0 shares authorized, 164.3 and 162.8 shares issued and outstanding as of March 31, 2013 and December 31, 2012 respectively	2	2
Paid-in capital	381	358
Retained earnings	1,145	1,084
Accumulated other comprehensive loss	(192)	(197)
<b>Total NCR stockholders' equity</b>	<b>1,336</b>	<b>1,247</b>
Noncontrolling interests in subsidiaries	38	30
<b>Total stockholders' equity</b>	<b>1,374</b>	<b>1,277</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 6,655</b>	<b>\$ 6,371</b>





NCR CORPORATION  
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
 (Unaudited)  
 (in millions)

	For the Periods Ended March 31	
	Three Months	
	2013	2012
<b>Operating activities</b>		
Net income (loss)	\$ 63	\$ 51
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Loss from discontinued operations	1	9
Depreciation and amortization	47	41
Stock-based compensation expense	10	11
Excess tax benefit from stock-based compensation	—	—
Deferred income taxes	(9)	14
Gain on sale of property, plant and equipment and other assets	(4)	(1)
Impairment of long-lived and other assets	—	3
Changes in assets and liabilities:		
Receivables	9	(33)
Inventories	(47)	(34)
Current payables and accrued expenses	(36)	(17)
Deferred service revenue and customer deposits	73	85
Pension and indemnity plan	(34)	(13)
Other assets and liabilities	(52)	(27)
<b>Net cash provided by operating activities</b>	<b>21</b>	<b>89</b>
<b>Investing activities</b>		
Expenditures for property, plant and equipment	(24)	(13)
Additions to capitalized software	(21)	(18)
Business acquisition, net	(681)	—
Other investing activities, net	5	(2)
<b>Net cash used in investing activities</b>	<b>(721)</b>	<b>(33)</b>
<b>Financing activities</b>		
Tax withholding payments on behalf of employees	(25)	(9)
Short term borrowings, net	1	—
Payments on term credit facility	(18)	—
Payments on revolving credit facility	(405)	(65)
Borrowings on revolving credit facility	550	40
Debt issuance costs	(2)	—
Proceeds from employee stock plans	18	7
<b>Net cash provided by (used in) financing activities</b>	<b>119</b>	<b>(27)</b>
<b>Cash flows from discontinued operations</b>		
Net cash provided by (used in) operating activities	1	(9)
Net cash used in investing activities	—	(1)
Net cash provided by (used in) discontinued operations	1	(10)
Effect of exchange rate changes on cash and cash equivalents	(6)	(3)
<b>(Decrease) increase in cash and cash equivalents</b>	<b>(586)</b>	<b>16</b>
<b>Cash and cash equivalents at beginning of period</b>	<b>1,069</b>	<b>398</b>
<b>Cash and cash equivalents at end of period</b>	<b>\$ 483</b>	<b>\$ 414</b>



**NCR CORPORATION**  
**STATEMENTS OF OPERATIONS (Adjusted for change in accounting)**  
**(Unaudited)**  
**(in millions, except per share amounts)**

	For the quarter ended				For the year ended		
	March 31, 2012	June 30, 2012	September 30, 2012	December 31, 2012	December 31, 2010	December 31, 2011	December 31, 2012
<b>Revenue</b>							
Products	\$ 570	\$ 706	\$ 712	\$ 866	\$ 2,301	\$ 2,592	\$ 2,854
Services	674	703	723	776	2,410	2,699	2,876
<b>Total Revenue</b>	<b>1,244</b>	<b>1,409</b>	<b>1,435</b>	<b>1,642</b>	<b>4,711</b>	<b>5,291</b>	<b>5,730</b>
Cost of products	445	532	534	633	1,789	2,022	2,144
Cost of services	484	503	519	439	1,845	2,318	1,945
Selling, general and administrative expenses	191	195	206	153	636	890	745
Research and development expenses	46	49	47	13	143	209	155
<b>Total operating expenses</b>	<b>1,166</b>	<b>1,279</b>	<b>1,306</b>	<b>1,238</b>	<b>4,413</b>	<b>5,439</b>	<b>4,989</b>
<b>(Loss) income from operations</b>	<b>78</b>	<b>130</b>	<b>129</b>	<b>404</b>	<b>298</b>	<b>(148)</b>	<b>741</b>
Interest expense	(9)	(8)	(7)	(18)	(2)	(13)	(42)
Other (expense) income, net	(2)	(5)	—	(1)	(11)	(3)	(8)
(Loss) income before income taxes and discontinued operations	67	117	122	385	285	(164)	691
Income tax (benefit) expense	7	28	33	153	5	(66)	221
(Loss) income from continuing operations	60	89	89	232	280	(98)	470
(Loss) income from discontinued operations, net of tax	(9)	13	(1)	3	(10)	(93)	6
<b>Net (loss) income</b>	<b>51</b>	<b>102</b>	<b>88</b>	<b>235</b>	<b>270</b>	<b>(191)</b>	<b>476</b>
Net income (loss) attributable to noncontrolling interests	1	—	1	(2)	3	(1)	—
<b>Net (loss) income attributable to NCR</b>	<b>\$ 50</b>	<b>\$ 102</b>	<b>\$ 87</b>	<b>\$ 237</b>	<b>\$ 267</b>	<b>\$ (190)</b>	<b>\$ 476</b>
<b>Amounts attributable to NCR common stockholders:</b>							
(Loss) income from continuing operations	\$ 59	\$ 89	\$ 88	\$ 234	\$ 277	\$ (97)	\$ 470
(Loss) income from discontinued operations, net of tax	(9)	13	(1)	3	(10)	(93)	6
Net (loss) income	\$ 50	\$ 102	\$ 87	\$ 237	\$ 267	\$ (190)	\$ 476
<b>Net (loss) income per share attributable to NCR common stockholders:</b>							
<b>Net (loss) income per common share from continuing operations</b>							
Basic	\$ 0.37	\$ 0.56	\$ 0.55	\$ 1.46	\$ 1.73	\$ (0.61)	\$ 2.95
Diluted	\$ 0.36	\$ 0.54	\$ 0.53	\$ 1.42	\$ 1.72	\$ (0.61)	\$ 2.87
<b>Net (loss) income per common share</b>							
Basic	\$ 0.32	\$ 0.64	\$ 0.55	\$ 1.48	\$ 1.67	\$ (1.20)	\$ 2.99
Diluted	\$ 0.31	\$ 0.62	\$ 0.53	\$ 1.44	\$ 1.66	\$ (1.20)	\$ 2.91
<b>Weighted average common shares outstanding</b>							
Basic	158.2	159.0	159.6	160.4	159.8	158.0	159.3
Diluted	162.3	163.9	164.8	164.4	161.2	158.0	163.8



# Q1 2013 EARNINGS CONFERENCE CALL

BILL NUTI, CHAIRMAN AND CEO

April 30, 2013 (as revised)\*

- This presentation has been revised as described in the "Explanatory Note" to the Form 8-K/A of NCR Corporation furnished with the Securities and Exchange Commission on May 8, 2013.



# NOTES TO INVESTORS

Comments made during this conference call and in these materials may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements use words such as “seek,” “potential,” “expect,” “strive,” “continue,” “continuously,” “accelerate,” “anticipate,” “outlook,” “intend,” “plan,” “target,” “believe,” “estimate,” “forecast,” “pursue” and other similar expressions or future or conditional verbs such as “will,” “should,” “would” and “could.” They include statements as to NCR’s anticipated or expected results and financial performance, including its outlook for 2013; projections of revenue, profit growth and other financial items, including its anticipated software revenue growth in 2013; future business segment performance; expected benefits from the acquisition of Retalix Ltd., including its effect on the strength of our solutions portfolio; strategies and intentions regarding its pension plans and the effects thereof, including with respect to “Phase III” of its pension strategy and its expected effects on NCR’s pension expense and liability, underfunded pension status, cash flow and pension volatility; discussion of other strategic initiatives and related actions; and beliefs, expectations, intentions and strategies, among other things.

Forward-looking statements are based on management’s current beliefs, expectations and assumptions, and involve a number of known and unknown risks and uncertainties, many of which are out of NCR’s control. These forward-looking statements are not guarantees of future performance, and there are a number of factors, risks and uncertainties, including those detailed from time to time in NCR’s SEC reports, including those listed in Item 1a “Risk Factors” of its Annual Report on Form 10-K, that could cause actual outcomes and results to differ materially from the results contemplated by such forward-looking statements. These materials are dated April 30, 2013, and 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.

While NCR reports its results in accordance with generally accepted accounting principles (GAAP) in the United States, comments made during this conference call and the related presentation materials will include “non-GAAP” measures, including non-pension operating income (or NPOI) and free cash flow (FCF), in an effort to provide additional useful information regarding NCR’s financial results. An explanation of these non-GAAP measures and a reconciliation of these non-GAAP measures to comparable GAAP measures are included in the portion of these presentation materials entitled “Supplementary Non-GAAP Materials” and are available on the Investor Relations page of NCR’s website at [www.ncr.com](http://www.ncr.com). Descriptions of many of these non-GAAP measures, including free cash flow, are also included in NCR’s SEC reports.

These presentation materials and the associated remarks made during this conference call are integrally related and are intended to be presented and understood together.



## Q1 2013 KEY TAKEAWAYS

- ❖ **Revenue - \$1.41B, growth of 13%** as reported and 15% on a constant currency<sup>(1)</sup> basis
- ❖ Operational gross margin<sup>(1)</sup> rate of 27.4%, **up 120 bps** over Q1 2012
- ❖ NPOI<sup>(1)</sup> - \$129M, growth of 28% year-over-year (y/y);  
**Achieved all-time high<sup>(2)</sup> Q1 NPOI margin<sup>(3)</sup> of 9.1%**
- ❖ Software<sup>(4)</sup> revenue growth of 35% y/y; *SaaS revenue up 68% y/y*;  
**On track to achieve annual software<sup>(4)</sup> revenue guidance of \$725 - 775M**
- ❖ Retalix acquisition closed;  
**Pro forma Q1 results solid** and integration on track
- ❖ Announcing **Phase III** of pension strategy
- ❖ Full-year 2013 revenue guidance reaffirmed;  
**Raising NPOI and non-GAAP diluted EPS guidance<sup>(5)</sup>**

(1) See reconciliation of GAAP to non-GAAP measures in the Supplementary Non-GAAP Materials and/or on the investor relations page of NCR's website.





(2) Post AT&T Spin-off, excluding Teradata

(3) NPOI as a percentage of revenue

(4) Software includes software, software as a service (SaaS) and software maintenance but excludes professional services associated with software delivery.

(5) See earnings release of NCR Corporation dated April 30, 2013.

# Q1 2013 LINE OF BUSINESS HIGHLIGHTS

Industry	Highlights	Key Developments
<b>Financial</b> 	<ul style="list-style-type: none"> <li>Revenue of \$714M, an increase of 3% y/y, 5% FX neutral</li> <li>Operating margin of 8.0%, down 20 bps y/y</li> <li>Continued to invest in services and R&amp;D</li> <li>Acquired 25 new customers in the U.S. market during Q1, bringing total to 500 since beginning of 2011</li> </ul>	<ul style="list-style-type: none"> <li>Strong success in Branch Transformation, evidenced by ten-fold order and revenue growth and double-digit percentage growth in Interactive Teller customer base</li> <li>Double-digit y/y revenue growth in EMEA and China</li> <li>Offset domestic headwinds (ADA and PCI upgrade cycles) with strength outside the US market</li> <li>Increased customer commitments for deposit automation and converged-channel APTRA software solutions</li> </ul>
<b>Retail</b> 	<ul style="list-style-type: none"> <li>Revenue of \$489M, an increase of 41% y/y; 27% revenue growth excluding Retailix</li> <li>Operating income up \$39M over prior year, including \$9M from Retailix</li> <li>Operating margin of 8.4%, up 780 bps y/y</li> <li>Self-checkout revenue up 178% y/y</li> <li>Growth in software revenue of 146% y/y, 69% y/y growth excluding Retailix</li> </ul>	<ul style="list-style-type: none"> <li>Completed Retailix acquisition; executing integration plan</li> <li>Double-digit y/y revenue growth in EMEA</li> <li>Advancing NCR Silver™ with expanded footprint and distribution channels (Elavon and Cellairis), gift card updates and social media integration</li> <li>Significant wins: Modell's, DSW &amp; large US organic grocer</li> <li>NCR named a leader in Forrester Point-of-Service and Gartner CRM Vendor Landscape reports</li> </ul>
<b>Hospitality</b> 	<ul style="list-style-type: none"> <li>Revenue of \$131M; 16% increase y/y</li> <li>Operating margin of 16.0%, down 80 bps y/y</li> <li>Expense up 30%; significant investments in SaaS, Sales and R&amp;D</li> <li>Securing benefits from integration synergies</li> <li>North American SMB revenue up 33% y/y</li> <li>SaaS application sites up 35% y/y</li> </ul>	<ul style="list-style-type: none"> <li>Strong growth and significant gross margin expansion (up 240bps y/y) driven by software/SaaS</li> <li>Strategic partnerships (PayPal) along with SaaS R&amp;D and Sales investment driving higher recurring revenues</li> <li>Launch of Aloha Mobile, innovative software on mobile devices for tableside ordering and payments</li> <li>Customer activity remains strong                             <ul style="list-style-type: none"> <li>Strong win in venue space – PNC Arena</li> <li>Additional deployments of NCR Aloha POS</li> </ul> </li> </ul>
<b>Emerging Industries</b> 	<ul style="list-style-type: none"> <li>Revenue of \$76M, down 15% y/y, and operating margin of 13.2%, both down as expected</li> <li>Travel revenue growth up 56% y/y</li> </ul>	<ul style="list-style-type: none"> <li>Travel – continue to win business including recent wins at airports in Oman and China and the deployment of NCR TouchPort kiosks for a leading Latin American airline</li> <li>Deliver a record 3M mobile boarding passes in March</li> <li>T&amp;T- New customer win from Blackberry for help desk services and end-user desktop support</li> </ul>

# UPDATE: RETALIX ACQUISITION



Strengthens NCR's position as a **global leader** in retail software and services

## Key Acquisition Objectives

- ❖ Demonstrates commitment to be a leader in omni-channel retail solutions enabling effortless transactions across multiple touch points and channels
- ❖ Improves revenue mix with a higher percentage of software and services/SaaS, resulting in margin expansion
- ❖ Meaningful upside from cross-selling and hardware revenue synergy opportunities
- ❖ Expect ~ \$5-\$10 million of pre-tax cost synergies in 2013 and ~ \$20-25M of annualized pre-tax cost synergies in three years
- ❖ Expect to be accretive to non-GAAP earnings per share<sup>(1)</sup> for FY2013



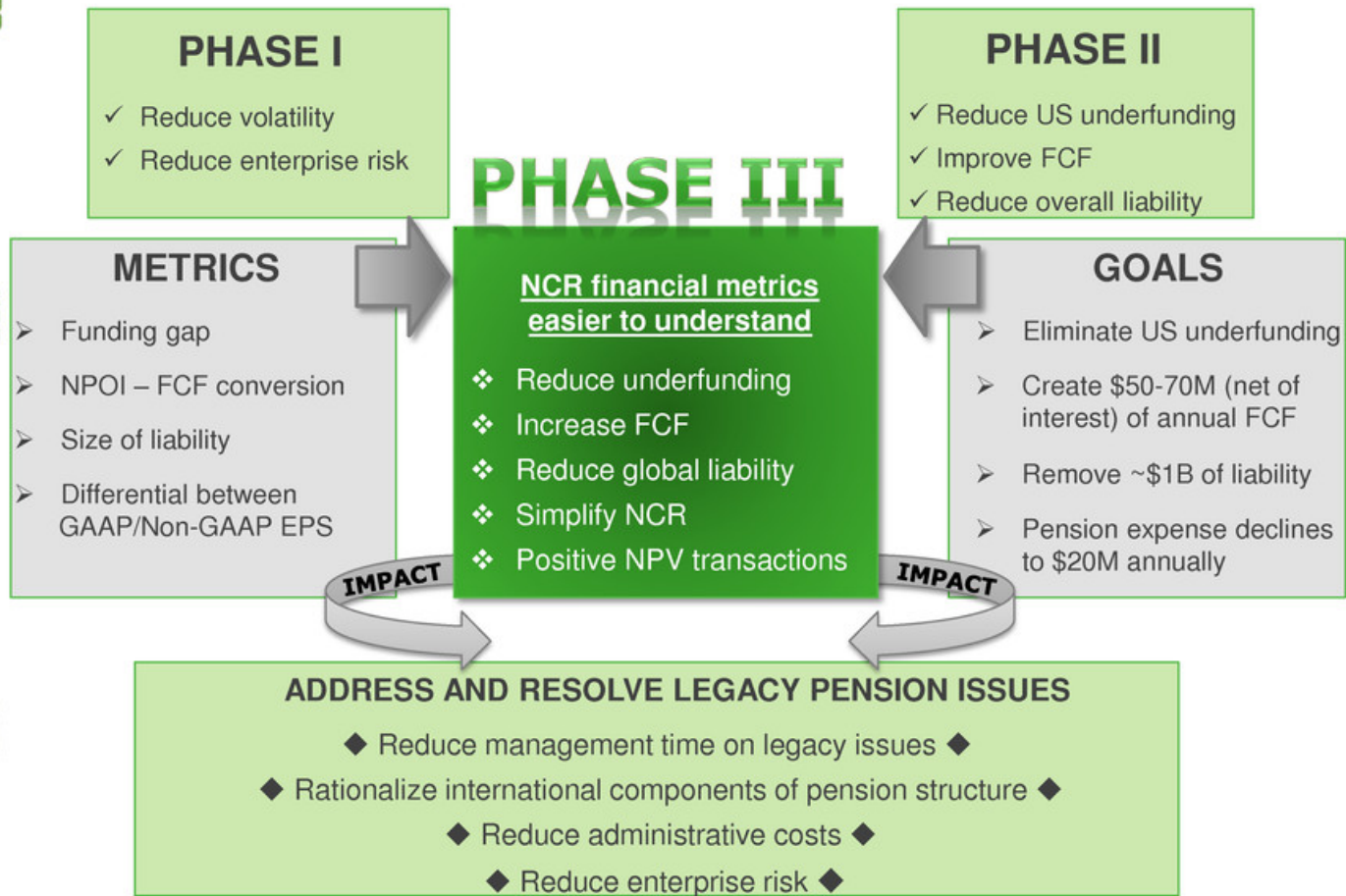
## Progress Update

- ❖ Closed transaction on Feb. 6th; integration started immediately
- ❖ Q1 2013 revenue of \$50M and operating income of \$9M
- ❖ High confidence in achieving cost synergy targets
- ❖ Market and customers very enthusiastic
- ❖ Funnel is growing rapidly
- ❖ Several new wins in Q1 2013
- ❖ Management team retained and engaged

1) NCR defines non-GAAP earnings per share as earnings per share excluding pension and special items.



# STRATEGIC TRAJECTORY OF PENSION TRANSFORMATION





## Q1 2013 SUMMARY

- ❖ 13% revenue growth combined with an increased mix of software/SaaS revenue driving significant gross and operating margin expansion
- ❖ Customer-focused approach drove market share gains in most industry segments; increasing activity in Branch Transformation
- ❖ Continued industry, product and geographic diversity; Strong Retail, Hospitality, software/SaaS and Services results
- ❖ On-going investments in innovation/R&D, Services and Sales
- ❖ Retailix integration going well; strong start in Q1
- ❖ Continued to deal with NCR legacy issues (Phase III pension and US severance accounting)

*Executed a **balanced** approach to strategic **growth**, while tackling legacy issues to ensure **long-term** benefits*



# PHASE III PENSION STRATEGY

BOB FISHMAN, CFO

April 30, 2013



# PHASE III PENSION STRATEGY

## ❖ Phase I and Phase II completed in 2012

- US: Shifted asset mix to ~100% fixed income by year-end 2012
- International: ~ 65% fixed income by year-end 2012
- Contributed \$600M to the US pension plan financed through attractive capital market borrowings
- Voluntary lump sum offered to certain deferred vested participants

## ❖ Significant benefits achieved as part of Phase I and Phase II

- Reduced volatility by moving pension assets to fixed income
- Improved underfunded status of global plans by \$878M in 2012 from \$1.346B to \$468M
- Achieved NPV-positive transaction with voluntary lump sum offer and materially reduced ongoing administrative costs
- Increased free cash flow by eliminating need for US Plan contributions over next 5 years
- Reduced overall pension liability by ~ \$750M in the US Plan

## ❖ Phase III execution has started and will continue for two years with goal of:

- Further reducing underfunded status and overall pension liability
- Increasing free cash flow
- Reducing ongoing administrative costs
- Simplifying financial metrics
- Executing economically attractive pension transactions

# PHASE III PENSION STRATEGY (cont'd)

## ❖ Key activities as part of Phase III

- Terminate legacy Executive Non-qualified Retirement Plans
- Initiated early retirement offer through pension plan driving operational benefits
- Begin lump sum offer to term-vested participants not included in 2012 offer, as well as retirees in the US-qualified plan<sup>(1)</sup>
- Pre-fund and/or terminate one or more international plans
- Pre-fund US underfunded position to further reduce interest rate/funding risk
- Implement mark-to-market accounting as of 1/1/13

## ❖ Phase III expected to drive meaningful benefits in the next two years<sup>(2)</sup>

- GAAP pension expense reduced to a run-rate basis of ~\$20M in 2013
- Underfunded status reduced to ~\$100M by end of 2014
- Pension liability decreased by at least \$1B over next two years<sup>(1)</sup>
- Free cash flow improvements of ~\$50-70M (net of interest) by 2015, due to reduction of pension contributions
- Significant reduction of volatility, funding risk, and administrative costs
- Primarily debt-for-debt exchange and use of plan assets to finance. Expect \$300 - \$400 million of capital requirements over next 2 years

(1) Subject to any necessary regulatory approvals

(2) All future funding estimates are approximations based on expected asset returns, discount rates, and local requirements.



# MARK-TO-MARKET ACCOUNTING CHANGE

2010 – 2012 Annual Impact	Previously Reported 2012	Adjusted 2012	Previously Reported 2011	Adjusted 2011	Previously Reported 2010	Adjusted 2010
<b>GAAP</b>						
Pension expense (benefit)	\$ 292	\$ (217)	\$ 222	\$ 582	\$ 208	\$ 59
Income (loss) from operations	232	741	212	(148)	149	298
Income tax expense (benefit)	42	221	51	(67)	(11)	5
Net income (loss)	146	476	52	(190)	137	270
Diluted GAAP EPS	\$ 0.85	\$ 2.87	\$ 0.91	\$ (0.61)	\$ 0.89	\$ 1.72
<b>Non-GAAP*</b>						
NPOI	589	589	483	483	383	383
Non-GAAP diluted EPS	\$ 2.49	\$ 2.49	\$ 2.08	\$ 2.08	\$ 1.73	\$ 1.73

\$ in millions, except per share data

\* See reconciliation of GAAP to non-GAAP measures in the Supplementary Non-GAAP Materials and/or on the investor relations page of NCR's website.



**SUPPLEMENTARY NON-  
GAAP MATERIALS**

# NON-GAAP MEASURES

While NCR reports its results in accordance with generally accepted accounting principles (GAAP) in the United States, comments made during this conference call and the related presentation materials will include non-GAAP measures in an effort to provide additional useful information regarding NCR's financial results. NCR's management evaluates the Company's results excluding certain items, such as pension expense and the effect of foreign currency translation, to assess the financial performance of the Company and believes this information is useful for investors because it provides a more complete understanding of NCR's underlying operational performance, as well as consistency and comparability with NCR's past reports of financial results. In addition, management uses certain of these measures to manage and determine effectiveness of its business managers and as a basis for incentive compensation. NCR management's calculation of these non-GAAP measures may differ from similarly-titled measures reported by other companies and cannot, therefore, be compared with similarly-titled measures of other companies. These non-GAAP measures should not be considered as substitutes for or superior to results determined in accordance with GAAP. The reconciliations of non-GAAP measures to comparable GAAP measures and other related information on the following slides are also available on the Investor Relations page of NCR's website at [www.ncr.com](http://www.ncr.com).

# NON-GAAP MEASURES

*NPOI and Operational Gross Margin.* The non-GAAP income from operations (i.e., non-pension operating income, or NPOI) and operational gross margin included in these materials exclude the impact of pension expense and certain special items. Due to the significant change in its pension expense from year to year and the non-operational nature of pension expense and these special items, including amortization of acquisition related intangibles, NCR's management uses non-pension operating income to evaluate year-over-year operating performance. NCR may, in addition, segregate special items from its GAAP results from time to time to reflect the ongoing earnings per share performance of the company. NCR also uses non-pension operating income to manage and determine the effectiveness of its business managers and as a basis for incentive compensation. NCR determines non-pension operating income based on its GAAP income (loss) from operations excluding pension expense and special items.

*Free Cash Flow.* Free cash flow (or FCF) does not have a uniform definition under GAAP. NCR defines free cash flow as net cash provided by/used in operating activities and cash flow provided by/used in discontinued operations less capital expenditures for property, plant and equipment, and additions to capitalized software. NCR's management uses free cash flow to assess the financial performance of the company and believes it is useful for investors because it relates the operating cash flow of the company to the capital that is spent to continue and improve business operations. In particular, free cash flow indicates the amount of cash generated after capital expenditures which can be used for, among other things, investment in the company's existing businesses, strategic acquisitions, strengthening the company's balance sheet, repurchase of company stock and repayment of the company's debt obligations. Free cash flow does not represent the residual cash flow available for discretionary expenditures since there may be other nondiscretionary expenditures that are not deducted from the measure.

*Constant Currency.* NCR's period-over-period revenue growth on a constant currency basis excludes the effects of foreign currency translation. Due to the variability of foreign exchange rates from period to period, NCR's management uses revenue on a constant currency basis to evaluate period-over-period operating performance. Revenue growth on a constant currency basis is calculated by translating prior period revenue at current period monthly average exchange rates.



# NON-GAAP RECONCILIATIONS

Gross margin as a % of Revenue (GAAP) to Gross Margin as a % of Revenue excluding Pension and Special Items (non-GAAP)		Income from Operations (GAAP) to Non-Pension Operating Income (non-GAAP)	
<u>Q1 2013</u>		<u>Q1 2013</u>	
Gross Margin as a % of Revenue (GAAP)	26.2%	Income from Operations (GAAP)	\$85
Pension Expense	0.2%	Pension Expense	7
Acquisition-Related Amortization of Intangibles	1.0%	Acquisition-Related Amortization of Intangibles	14
		Acquisition-Related Costs	16
		Acquisition-Related Purchase Price Adjustment	6
		OFAC and FCPA Investigations	1
<b>Gross Margin as a % of Revenue Excluding Pension and Special Items (non-GAAP)</b>	<b>27.4%</b>	<b>Non-Pension Operating Income (non-GAAP)</b>	<b>\$129</b>

\$ in millions

# NON-GAAP RECONCILIATIONS

## Revenue Growth % (GAAP) to Constant Currency Revenue Growth % (non-GAAP)

Q1 2013

Revenue growth % (GAAP)	13%
Unfavorable foreign currency fluctuation impact	2%
<b>Constant currency revenue growth % (non-GAAP)</b>	<b>15%</b>

# NON-GAAP RECONCILIATIONS

## Income from Operations (GAAP) to Non-Pension Operating Income (non-GAAP)

	<u>Full Year 2012</u>	<u>Full Year 2011</u>	<u>Full Year 2010</u>
Income from Operations (GAAP)	\$741	\$(148)	\$298
Pension Expense (Benefit)	(217)	582	59
Acquisition-Related Amortization of Intangibles	38	12	-
Acquisition-Related Costs	23	37	-
OFAC and FCPA Investigations	4	-	-
Global headquarters relocation	-	-	18
Legal settlements and charges	-	-	8
<b>Non-Pension Operating Income (non-GAAP)</b>	<b>\$589</b>	<b>\$483</b>	<b>\$383</b>

\$ in millions

# NON-GAAP RECONCILIATIONS

Diluted Earnings Per Share from Continuing Operations (attributable to NCR) (GAAP) to Diluted Earnings Per Share from Continuing Operations (attributable to NCR) (non-GAAP)

	<u>Full Year</u> <u>2012</u>	<u>Full Year</u> <u>2011</u>	<u>Full Year</u> <u>2010</u>
Diluted Earnings Per Share from Continuing Operations (attributable to NCR) (GAAP)	\$2.87	\$(0.61)	\$1.72
Pension Expense (Benefit)	(0.69)	2.48	0.10
Acquisition-Related Amortization of Intangibles	0.15	0.05	-
Acquisition-Related Costs	0.10	0.17	-
OFAC and FCPA Investigations	0.01	-	-
Global headquarters relocation	-	-	0.07
Legal settlements and charges	-	(0.01)	0.03
Impairment charge	0.05	-	0.05
Japanese subsidiary valuation reserve	-	-	(0.24)
<b>Diluted Earnings Per Share from Continuing Operations (attributable to NCR) (non-GAAP)</b>	<b>\$2.49</b>	<b>\$2.08</b>	<b>\$1.73</b>

