

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to §240.14a-12

NCR CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

Title of each class of securities to which transaction applies:

(1) _____
Aggregate number of securities to which transaction applies:

(2) _____
Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(3) _____
Proposed maximum aggregate value of transaction:

(4) _____
Total fee paid:

(5) _____

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

Amount Previously Paid:

(1) _____
Form, Schedule or Registration Statement No.:

(2) _____
Filing Party:

(3) _____
Date Filed:

(4) _____

Beginning on March 25, 2022, NCR Corporation (the “Company”) sent the following email to representatives of certain of the Company’s stockholders:

Dear [Stockholder],

[Thank you for taking the time to speak with us and thank you for our dialogue over time – we want to continue our open communication.]

I am reaching out to inform you that we recently filed NCR’s 2022 proxy, available at the following link: [DEF 14A \(sec.gov\)](#). The agenda for our Annual Meeting includes the following:

1. Election of eleven director nominees
2. Advisory Vote on the Compensation of the Named Executive Officers as described in the proxy materials
3. Ratification of the Appointment of Independent Registered Public Accounting Firm for the year ending December 31, 2022
4. Stockholder proposal Regarding Stockholder Ratification of Termination Pay

We would appreciate the opportunity to provide our perspective on these proposals and answer any questions you may have as you conduct your vote analysis. [If you’d prefer, we can make an independent director, including a member of the Compensation and Human Resource Committee of the Board, available for the discussion.]

Please let me know if the week of [April ___] works for a call with you and your team and we would be happy to set up a meeting.

Best regards,

[NCR representative]