

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

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**FORM 8-K**

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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): January 17, 2017**

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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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## **Item 8.01 Other Events.**

On January 17, 2017, NCR Corporation, a Maryland corporation (the “Company”), issued a press release announcing that, subject to court approval, it had entered into a proposed consent decree settlement with the United States Government and the State of Wisconsin under which the Company expects to resolve and conclude matters relating to the Fox River Superfund environmental cleanup and related litigation. A copy of the press release is attached hereto as Exhibit 99.1 and hereby incorporated by reference.

### **Forward-Looking Statements.**

This communication contains forward-looking statements. Forward-looking statements use words such as “expect,” “anticipate,” “outlook,” “intend,” “believe,” “will,” “should,” “would,” “could” and words of similar meaning. Statements that describe or relate to the Company’s plans, goals, intentions, strategies or financial outlook, statements regarding the expected or potential effects, benefits or financial impact of the proposed consent decree settlement with the United States Government and the State of Wisconsin with respect to the Fox River Superfund environmental cleanup and related litigation, and statements that do not relate to historical or current fact, are examples of forward-looking statements. Forward-looking statements are based on the Company’s current beliefs, expectations and assumptions, which may not prove to be accurate, and involve a number of known and unknown risks and uncertainties, many of which are out of the Company’s control. Forward-looking statements are not guarantees of future performance, and there are a number of important factors that could cause actual outcomes and results to differ materially from the results contemplated by such forward-looking statements, including those factors relating to: domestic and global economic and credit conditions including, in particular, market conditions and spending trends in the financial services industry, fluctuations in oil and commodity prices and their effects on local, regional and global market conditions, economic and market conditions in Russia, China and emerging markets, and the determination by Britain to exit the European Union and further potential changes in Eurozone participation; the impact of the Company’s indebtedness and its terms on the Company’s financial and operating activities; the impact of the terms of the Company’s strategic relationship with Blackstone and the Company’s Series A Convertible Preferred Stock; foreign currency fluctuations; the Company’s ability to successfully introduce new solutions and compete in the information technology industry; the transformation of the Company’s business model and the Company’s ability to sell higher-margin software and services; the Company’s ability to improve execution in the Company’s sales and services organizations; defects or errors in the Company’s products or problems with the Company’s hosting facilities; compliance with data privacy and protection requirements; manufacturing disruptions; collectability difficulties in subcontracting relationships in Emerging Industries; the historical seasonality of the Company’s sales; the availability and success of acquisitions, divestitures and alliances, including the divestiture of the Company’s Interactive Printer Solutions business; the Company’s pension strategy and underfunded pension obligation; the success of the Company’s ongoing restructuring plan; tax rates; reliance on third party suppliers; development and protection of intellectual property; workforce turnover and the ability to attract and retain skilled employees; environmental exposures from the Company’s historical and ongoing manufacturing activities; and uncertainties with regard to regulations, lawsuits, claims and other matters across various jurisdictions. Additional information concerning these and other factors can be found in the Company’s filings with the U.S. Securities and Exchange Commission, including the Company’s most recent annual report on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K. Any forward-looking statement speaks only as of the date on which it is made. 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.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by the Company, dated January 17, 2017

## 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**

Date: January 19, 2017

By: /s/ Edward Gallagher

Name: Edward Gallagher

Title: Senior Vice President, General Counsel and Secretary

### **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	Press Release issued by the Company, dated January 17, 2017

## **NCR Enters into Agreement to Conclude Fox River Environmental Matter**

January 17, 2017 3:09 pm

*United States Government and State of Wisconsin Support Decree Relating to Cleanup Efforts that NCR Began in 2009*

January 17, 2017 03:08 PM Eastern Standard Time

DULUTH, Ga.--(BUSINESS WIRE) -- NCR Corporation (NYSE: NCR) today announced it is resolving the Wisconsin Fox River environmental cleanup and related Superfund litigation by entry into a definitive consent decree with the United States Government and the State of Wisconsin, under which the company expects to finally conclude the longstanding matter. The decree is subject to court approval.

The resolution includes NCR's commitments to complete the in-river cleanup work designed to remove polychlorinated biphenyls (PCBs) from the river, and to drop a potential legal appeal. It also incorporates elimination of Superfund claims brought against the Company by other parties, discontinuation of the Company's own such claims and assignments of responsibility for closing out certain final costs.

With the contributions of its former corporate parents and affiliates from the past several decades, NCR has successfully performed the overwhelming majority of the cleanup work to date. NCR is the only company to have consistently been involved in that work from its start in 2009 to the present. Several other parties that had failed to participate in the work have recently entered into their own settlements, which included financial contributions applied toward remediation expenses. The remainder of the cleanup work is expected to be completed over 2017 and 2018. The remediation project, covering 29 miles of the Fox River, is the single largest sediment cleanup project to date in the United States.

"NCR is pleased with the successful resolution of this matter pending the court's approval, following nine years of complex and protracted litigation involving multiple trials and appeals," said Edward Gallagher, General Counsel of NCR Corporation. "NCR is pleased to put this matter behind us, and we are also glad to provide the federal and state governments and the people of Wisconsin confidence that the clean-up, which NCR commenced in 2009, will be completed without interruption or delay."

NCR will agree not to appeal a key decision on which it had previously prevailed, relating to calculation of harm and responsibility at Superfund locations. This eliminates a key litigation risk for the Government.

Upon approval by the court, the decree is expected to bring to an end a set of complex litigations that commenced in 2008. In particular the settlement will provide contribution protection to NCR that will foreclose Superfund litigation claims brought against it by other companies that had contributed to the pollution of the river. NCR is, at the governments' request, conditionally relinquishing its own affirmative claims for recovery against the same parties. This presumptive end to the litigation removes a substantial part of NCR's Fox River risks and renders its remaining responsibility readily measurable, and it helps enable NCR's commitment to complete the cleanup alone.

The settlement also includes arrangements under which other companies that had contributed to the river's pollution will bear primary responsibility for certain government costs, and for long-term monitoring and maintenance of the remediation work.

The settlement will be funded internally by a non-material increment of approximately \$14 million to NCR's reserve for Fox River discontinued operations, and the continued contributions of its former parent and sister corporations. NCR will not make any settlement payments under the consent decree, but will fund the remediation through contractors and vendors on a pay-as-it-goes basis over 2017-18, as the Company has done for the past 8 years. The impact on free cash flow is anticipated to be modest and at or near prior projections for Fox River expenditures; the settlement is expected to have no material impact on NCR's free cash flow as a whole for either year. This consent decree settlement would not affect the rights NCR has to pursue what is referred to in the company's SEC filings as the NCR Adjustment, which is related to funds owed to the Company for prior Fox River remediation payments it made, and which has the potential to create future positive cash flow.

### **About NCR Corporation**

NCR Corporation (NYSE: NCR) is a leader in omni-channel solutions, turning everyday interactions with businesses into exceptional experiences. With its software, hardware and portfolio of services, NCR enables more than 550 million transactions

daily across retail, financial, travel, hospitality, telecom and technology, and small business. NCR solutions run the everyday transactions that make your life easier.

NCR is headquartered in Duluth, Ga., with over 30,000 employees, and does business in 180 countries. NCR is a trademark of NCR Corporation in the United States and other countries. All other trademarks or registered trademarks are property of their respective owners.

NCR encourages investors to visit its website, which is updated regularly with financial and other important information about NCR.

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

Twitter: [@NCRCorporation](https://twitter.com/NCRCorporation)

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

LinkedIn: [www.linkedin.com/company/ncr-corporation](http://www.linkedin.com/company/ncr-corporation)

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

## **Contacts**

NCR Corporation

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