

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

FORM 8-K

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

Date of Report (Date of earliest event reported): September 19, 2019



NCR CORPORATION

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation or organization)

001-00395
(Commission
File Number)

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

864 Spring Street NW
Atlanta, GA 30308
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	NCR	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On September 19, 2019, NCR Corporation (the “Company”) announced that it has priced an offering of 9,129,966 shares of its common stock (“Common Stock”). The shares of Common Stock are being offered solely by certain existing stockholders of the Company affiliated with The Blackstone Group L.P. and the Company will not receive any of the proceeds of the offering. A copy of the press release announcing the pricing of the offering is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

The following exhibits are attached with this current report on Form 8-K:

Exhibit No.	Description
99.1	Press Release issued by NCR Corporation, dated September 19, 2019.
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

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: September 19, 2019

By: /s/ Andre J. Fernandez

Andre J. Fernandez

Executive Vice President and Chief Financial Officer



September 19, 2019

NCR Corporation Announces Pricing of Offering of Common Stock

ATLANTA— Sep.19, 2019— NCR Corporation (NYSE: NCR) (the “Company” or “NCR”) today announced the pricing of an offering of 9,129,966 shares of its common stock (the “Common Stock”), at a public offering price of \$32.75 per share. The shares of Common Stock are being offered solely by entities affiliated with The Blackstone Group L.P. (“Blackstone”) and the Company will not receive any of the proceeds of the offering. The offering is in connection with the Company’s previously announced agreement to retire 512,221 shares of its Series A Convertible Preferred Stock that Blackstone holds in NCR. The closing of the offering is expected to occur on September 20, 2019, subject to customary closing conditions. Following the offering and the agreement with Blackstone, 391,899 shares of Series A Convertible Preferred Stock will be outstanding.

Goldman Sachs & Co. LLC and Wells Fargo Securities are acting as underwriters for the offering. The offering is being made only by means of a previously filed effective registration statement (including a base prospectus) and a preliminary prospectus supplement. Copies of the registration statement (including a base prospectus), the preliminary prospectus supplement and, when available, the final prospectus supplement related to the offering may be obtained from:

Goldman Sachs & Co. LLC, Prospectus Department, 200 West Street, New York, New York, 10282, telephone: 1-866-471-2526, facsimile: 212-902-9316 or by emailing Prospectus-ny@ny.email.gs.com.

Wells Fargo Securities, Equity Syndicate Department, 375 Park Avenue, New York, New York, 10152, telephone: (800) 326-5897 or by emailing cmclientsupport@wellsfargo.com.

Copies of the registration statement (including the base prospectus), the preliminary prospectus supplement and, when available, the final prospectus supplement relating to this offering can be accessed free of charge through EDGAR on the U.S. Securities and Exchange Commission’s

website at www.sec.gov. Before you invest, you should read the prospectus in that registration statement, the preliminary prospectus supplement and, when available, the final prospectus supplement and other documents the Company has filed with the SEC for more complete information about the Company and this offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About NCR Corporation

NCR Corporation (NYSE: NCR) is a leading software- and services-led enterprise provider in the financial, retail, hospitality, telecom and technology industries. NCR is headquartered in Atlanta, Georgia, with 34,000 employees and does business in 180 countries. NCR is a trademark of NCR Corporation in the United States and other countries.

Cautionary Statement Regarding Forward-Looking Statements

This release contains forward-looking statements. Forward-looking statements use words such as “expect,” “anticipate,” “outlook,” “intend,” “plan,” “believe,” “will,” “should,” “would,” “could,” and words of similar meaning. Statements that describe or relate to the Company’s plans, goals, intentions, strategies, financial outlook, the Company’s expectations regarding the closing of the offering and statements that do not relate to historical or current fact, including the consummation of the public offering and the expected stock repurchase described herein, are examples of forward-looking statements. Forward-looking statements are based on our 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. 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.

Source: NCR Corporation

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