

**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): May 16, 2023



NCR CORPORATION

(Exact name of registrant as specified in its charter)

Commission File Number 001-00395

Maryland
(State or other jurisdiction of
incorporation or organization)

31-0387920
(IRS 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) 445-1936

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. 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 5.07. Submission of Matters to a Vote of Security Holders.

NCR Corporation, a Maryland corporation (“NCR” or the “Company”), held its 2023 Annual Meeting of Stockholders on May 2, 2023 (the “2023 Annual Meeting”). As previously disclosed on the Current Report on Form 8-K filed on May 8, 2023, the Chairman of the meeting adjourned the 2023 Annual Meeting with respect to the proposal to amend the Company’s 2017 Stock Incentive Plan (and only such proposal) (the “Proposal”) until Tuesday, May 16, 2023, at 12:00 p.m. Eastern Time (the “Reconvened Meeting”).

At the Reconvened Meeting, record holders of NCR common stock, par value \$0.01 per share, and Series A Convertible Preferred Stock, liquidation preference \$1,000 per share, at the close of business on February 27, 2023, the record date for the 2023 Annual Meeting and the Reconvened Meeting, voting together as a single class, with the holders of Series A Convertible Preferred Stock voting on an as-converted basis as described in the Proxy Statement, approved the Proposal.

A summary of the votes is set forth in the table below:

| Votes For | Votes Against | Votes Abstained | Broker Non-Votes |
|------------------|----------------------|------------------------|-------------------------|
| 61,501,583 | 60,670,182 | 196,890 | 15,067,966 |

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.

Dated: May 22, 2023

NCR Corporation

By: /s/ JAMES M. BEDORE

James M. Bedore
Executive Vice President, General Counsel and
Secretary