

NCR CORP  
Form 8-K  
October 11, 2016

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): October 11, 2016

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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 31-0387920  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) 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):

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- 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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 11, 2016, the Board of Directors (the “Board”) of NCR Corporation (the “Company”) authorized and approved the amendment and restatement of the Company’s bylaws (the “Bylaws”) to implement proxy access, effective immediately. A new Section 9 has been added to Article I of the Bylaws to permit a stockholder, or a group of up to twenty stockholders, owning at least three percent of the Company’s outstanding common stock continuously for at least three years to nominate and include in the Company’s annual meeting proxy materials director nominees constituting up to the greater of two individuals or twenty-five percent of the directors up for election, provided that the stockholders and the nominees satisfy the requirements specified in the Bylaws.

The Bylaws also include new part (c)(5) in Section 8 of Article I to add certain clarifications to the Company’s advance notice bylaw (which relate to the proxy access bylaw), and reflect certain other clarifying, conforming and technical changes.

The foregoing description of the Bylaws is qualified in all respects by reference to the text of the Bylaws, a copy of which is filed as Exhibit 3.2 to this Current Report on Form 8-K and incorporated herein 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   |
|-------------|---|
| 3.2         | Bylaws of NCR Corporation, as amended and restated on October 11, 2016. |

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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/ Edward Gallagher

Edward Gallagher

Senior Vice President, General Counsel and Corporate Secretary

Date: October 11, 2016

Index to Exhibits

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