
**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): November 4, 2022



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
(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) 445-1936

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

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 4, 2022, the Board of Directors (the “Board”) of NCR Corporation, a Maryland corporation (the “Company”), (i) increased the size of the Board from eleven (11) to twelve (12) directors and (ii) appointed Mr. Joseph E. Reece to the Board as an independent Company director with a term expiring at the 2023 annual meeting of stockholders of the Company, in the role of independent Lead Director of the Board. Mr. Reece has not been appointed to any committee of the Board at this time. The Board has determined the Mr. Reece is independent under the applicable independence requirements of the New York Stock Exchange, the Securities Exchange Act of 1934 (as amended, the “Exchange Act”) and the Board’s standards for determining director independence set forth in the Company’s Corporate Governance Guidelines and the Company’s Director Independence Standards.

Effective upon his appointment, Mr. Reece became eligible to receive the standard compensation provided by the Company to its independent Lead Director of the Board, as most recently disclosed in the Company’s proxy statement for its 2022 annual meeting of stockholders. Effective upon his appointment, Mr. Reece was appointed independent Lead Director and also received an equity grant in the form of restricted stock units valued at \$250,000 which shall vest, subject to his continued service, in four equal quarterly installments following the grant date.

There are no arrangements or understandings between Mr. Reece and any other person pursuant to which Mr. Reece was elected to the Board. There are no transactions in which Mr. Reece has or will have an interest that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K under the Exchange Act at this time.

Item 7.01. Regulation FD Disclosure.

On November 7, 2022, the Company issued a press release announcing the matters addressed above. A copy of the press release is furnished with this report as Exhibit 99.1.

The information furnished under this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section and shall not be deemed to be incorporated by reference in any filing made by the Company under the Securities Act or the Exchange Act, except as set forth by specific reference to such filing. This report shall not be deemed an admission as to the materiality of any information in this report that is being disclosed pursuant to Regulation FD.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated November 7, 2022
104	Cover Page Interactive Data File (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

By: /s/ James M. Bedore
James M. Bedore
Executive Vice President, General Counsel & Secretary

Date: November 7, 2022



NEWS RELEASE

NCR Board Adds Joe Reece to Board of Directors

ATLANTA, November 7, 2022 – NCR Corporation (NYSE: NCR), a leading enterprise technology provider, today announced Joseph “Joe” Reece, co-founder and managing partner of SilverBox Capital LLC, has been named to our Board of Directors.

Reece brings more than 35 years of experience advising public and private corporations, boards, financial sponsors and institutional investors on strategy, financing, and mergers and acquisitions in the consumer and retail, technology, media, financial services and industrial sectors. He has been the co-managing partner of SilverBox and its predecessors since 2015. He also previously served as a consultant to BDT & Company, executive vice chairman and head of investment bank for the Americas at UBS Securities, and head of equity capital markets at Credit Suisse. Reece is also currently the non-executive chair of the board of Compass Minerals (NYSE: CMP) and on the board of Quotient Technology (NASDAQ: QUOT).

“We are excited to have Joe join the NCR board during our transition into two publicly traded companies,” said Michael D. Hayford, CEO, NCR. “He brings extensive experience that will be valuable to the board as we move ahead.”

“I look forward to working with NCR’s management team and board to maximize value for shareholders as the company undertakes a structural transformation,” said Reece. “I believe my investment banking and principal investment background and skill set will be additive in NCR’s boardroom.”

“I am pleased to welcome Joe to the NCR board. His extensive capital markets background will be a welcome addition to the board of directors as we assess opportunities to create value for our shareholders,” said Frank R. Martire, executive chairman, NCR Board of Directors.

Reece was added to NCR’s Board of Directors on November 4, 2022.

About NCR Corporation

NCR Corporation (NYSE: NCR) is a leader in transforming, connecting and running technology platforms for self-directed banking, stores and restaurants. NCR is headquartered in Atlanta, Georgia, with 38,000 employees globally. NCR is a trademark of NCR Corporation in the United States and other countries.

Web site: www.ncr.com

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

Facebook: www.facebook.com/ncrcorp

LinkedIn: www.linkedin.com/company/ncr-corporation

YouTube: www.youtube.com/user/ncrcorporation

NCR Media Contact

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