

**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 12, 2012**

**NCR CORPORATION**

**(Exact Name of Registrant as Specified in Charter)**

**Maryland**  
**(State or other jurisdiction  
of incorporation)**

**001-00395**  
**(Commission  
File Number)**

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

**Duluth, Georgia 30096**

**3097 Satellite Blvd.,**

**(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 September 12, 2012, the Company issued a press release announcing the pricing of an offering of \$600 million aggregate principal amount of 5.00% senior notes due 2022 (the "Notes") at a price of 100.00% of the principal amount, which resulted in gross proceeds of \$600 million subject to marketing and customary conditions. The Notes will be general unsecured senior obligations of NCR Corporation and will be guaranteed by NCR International, Inc., a Delaware corporation, and Radiant Systems, Inc., a Georgia corporation.

The offering is expected to close on September 17, 2012, subject to customary closing conditions.

The Company intends to use the net proceeds from the offering for general corporate purposes, which the Company expects will include funding a contribution to the Company's U.S. pension plan and which may include repaying outstanding indebtedness under the Company's senior secured credit facility.

A copy of the press release is attached hereto as Exhibit 99.1 and hereby incorporated by reference.

The notes and the related subsidiary guarantees have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

The following exhibit is attached with this current report on Form 8-K:

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release issued by the Company, dated September 12, 2012

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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/ Robert Fishman

Robert Fishman

Senior Vice President and Chief Financial Officer

Date: September 12, 2012

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## **Index to Exhibits**

The following exhibit is attached with this current report on Form 8-K:

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release issued by the Company, dated September 12, 2012



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## NEWS RELEASE

September 12, 2012

### NCR CORPORATION ANNOUNCES PRICING OF SENIOR NOTES OFFERING

**DULUTH, Georgia** - NCR Corporation (NYSE: NCR) (the “Company”) announced today the pricing of an offering of \$600 million aggregate principal amount of 5.00% senior notes due 2022 (the “Notes”) at a price of 100.00% of the principal amount, which resulted in gross proceeds of \$600 million. The Notes will be general unsecured senior obligations of NCR Corporation and will be guaranteed by NCR International, Inc., a Delaware corporation, and Radiant Systems, Inc., a Georgia corporation.

The offering is expected to close on September 17, 2012, subject to customary closing conditions.

The Company intends to use the net proceeds from the offering for general corporate purposes, which the Company expects will include funding a contribution to the Company's U.S. pension plan and which may include repaying outstanding indebtedness under the Company's senior secured credit facility.

The Notes and the related subsidiary guarantees will be offered in the United States to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States pursuant to Regulation S under the Securities Act. The Notes and the related subsidiary guarantees have not been registered under the Securities Act and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements.

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

#### **About NCR Corporation**

NCR Corporation (NYSE: NCR) is a global technology company leading how the world connects, interacts and transacts with business. NCR's assisted- and self-service solutions and comprehensive support services address the needs of retail, financial, travel, hospitality, gaming and public sector organizations in more than 100 countries. NCR is headquartered in Duluth, Georgia.

NCR is a trademark of NCR Corporation in the United States and other countries.

#### **News Media Contact**

Lou Casale

NCR Corporation

212.589.8415

[lou.casale@ncr.com](mailto:lou.casale@ncr.com)

**Investor Contact**

Gavin Bell  
NCR Corporation  
212.589.8468  
gavin.bell@ncr.com

**Forward-Looking Statements**

Statements in this release that are not historical are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Words such as “seek,” “potential,” “expect,” “strive,” “continue,” “continuously,” “accelerate,” and other similar expressions or future or conditional verbs such as “will,” “should,” “would” and “could.” They include statements as to NCR's anticipated or expected results; future financial performance; projections of revenue, profit growth and other financial items; expectations regarding pension metrics, future contributions and funding obligations, and the economic and other effects thereof; plans with respect to lump sum payment options to be offered to certain pension plan participants and the effects thereof; possible changes in pension accounting policies and the effects thereof, including with respect to recurring pension expense; strategies and intentions regarding NCR's pension plans; discussion of other strategic initiatives and related actions; comments about future market or industry performance; and beliefs, expectations, intentions, and strategies, among other things. These and other risks, assumptions and uncertainties are described in our most recent Annual Report on Form 10-K and in other documents that we file or furnish with the Securities and Exchange Commission, which you are encouraged to read. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those indicated or anticipated by such forward-looking statements. Accordingly, you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date they are made. NCR Corporation expressly disclaims any current intention to update publicly any forward-looking statement after the distribution of this release, whether as a result of new information, future events, changes in assumptions or otherwise.