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

Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NCR Corporation
(Exact name of registrant as specified in its charter)

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, including Zip Code)

NCR Corporation 2017 Stock Incentive Plan
(Full title of the plan)

James M. Bedore
Executive Vice President, General Counsel and Secretary
NCR Corporation
864 Spring Street NW
Atlanta, GA 30308
(937) 445-1936
(Name, address, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer" "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement is filed by NCR Corporation (the “Registrant” or the “Company”) pursuant to General Instruction E to Form S-8. The contents of the Registration Statement on Form S-8 previously filed on May 1, 2017 (No. 333-217574) and June 21, 2021 (No. 333- 257203) are incorporated by reference herein and made a part hereof, except as supplemented, amended or superseded by the information set forth below. This Registration Statement on Form S-8 is filed by the Company to register an additional 5,339,239 shares of common stock, par value \$0.01 per share (“Common Stock”) that may become issuable under the NCR Corporation 2017 Stock Incentive Plan, as amended.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents of the Registrant filed with the Securities and Exchange Commission (the “Commission”) are incorporated in this Registration Statement by reference and made a part hereof:

- (a) Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, as filed with the Commission on February 25, 2022, including portions of the Registrant’s Proxy Statement on [Schedule 14A](#), to the extent incorporated by reference into such Annual Report on Form 10-K, as filed with the Commission on March 22, 2022;
- (b) Quarterly Reports on Form 10-Q, as filed with the Commission on [April 29, 2022](#), [July 29, 2022](#) and [October 31, 2022](#);
- (c) Current Reports on Form 8-K (excluding any information and exhibits furnished under either Item 2.02 and Item 7.01 thereof), as filed with the Commission on [May 4, 2022](#), [May 4, 2022](#), [May 10, 2022](#) and [November 7, 2022](#); and
- (d) The description of the Registrant’s Common Stock contained in [Exhibit 4.7](#) to the Registrant’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, as filed with the Commission on February 25, 2022.

In addition, all documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents (such documents, and the documents listed above, being hereinafter referred to as “Incorporated Documents”); *provided, however*, that the documents listed above or subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made by this Registration Statement is in effect prior to the filing with the Commission of the Registrant’s Annual Report on Form 10-K covering such year shall cease to be Incorporated Documents or to be incorporated by reference in this Registration Statement from and after the filing of such Annual Reports.

Any statement contained herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in any subsequently filed Incorporated Document modifies or supersedes such statement. Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 8. EXHIBITS.

- 4.1 [Articles of Amendment and Restatement of NCR Corporation, effective June 19, 2019 \(Exhibit 3.1 to the NCR Corporation Quarterly Report on Form 10-Q for the quarter ended June 30, 2019\).](#)
- 4.2 [Bylaws of NCR Corporation, as amended and restated on July 21, 2021 \(Exhibit 3.1 to the Current Report on Form 8-K of NCR Corporation dated July 21, 2021\).](#)
- 5.1 [Opinion of Venable LLP. *](#)
- 23.1 [Consent of PricewaterhouseCoopers LLP. *](#)
- 23.2 [Consent of Venable LLP \(contained in Exhibit 5.1\). *](#)
- 24.1 [Power of Attorney \(contained on the signature page hereto\). *](#)
- 99.1 [NCR Corporation 2017 Stock Incentive Plan \(Appendix B to the NCR Corporation Proxy Statement on Schedule 14A for the NCR Corporation 2017 Annual Meeting of Stockholders\).](#)
- 99.2 [First Amendment to the 2017 Stock Incentive Plan \(Appendix A to the NCR Corporation Proxy Statement on Schedule 14A for the NCR Corporation 2020 Annual Meeting of Stockholders\).](#)
- 107 [Filing Fee Table *](#)

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia.

Dated: December 21, 2022

NCR CORPORATION

By: /S/ JAMES M. BEDORE

Name: James M. Bedore

Title: Executive Vice President, General Counsel and Secretary

POWER OF ATTORNEY AND SIGNATURES

Each person whose signature appears below constitutes and appoints James M. Bedore as his or her true and lawful attorney-in-fact and agent, acting alone with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) and exhibits to the Registration Statement on Form S-8, and to any registration statement filed under Commission Rule 462, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
<u>/S/ MICHAEL HAYFORD</u> Michael Hayford	President and Chief Executive Officer (Principal Executive Officer)	December 21, 2022
<u>/S/ TIMOTHY C. OLIVER</u> Timothy C. Oliver	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	December 21, 2022
<u>/S/ BETH A. POTTER</u> Beth A. Potter	Chief Accounting Officer (Principal Accounting Officer)	December 21, 2022
<u>/S/ FRANK R. MARTIRE</u> Frank R. Martire	Executive Chairman and Director	December 21, 2022
<u>/S/ MARK BEGOR</u> Mark Begor	Director	December 21, 2022
<u>/S/ DEBORAH FARRINGTON</u> Deborah Farrington	Director	December 21, 2022
<u>/S/ KIRK LARSEN</u> Kirk Larsen	Director	December 21, 2022
<u>/S/ MARTIN MUCCI</u> Martin Mucci	Director	December 21, 2022
<u>/S/ GLENN W. WELLING</u> Glenn W. Welling	Director	December 21, 2022

December 21, 2022

NCR Corporation
864 Spring Street NW
Atlanta, GA 30308

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as Maryland counsel to NCR Corporation, a Maryland corporation (the "Company"), in connection with certain matters of Maryland law relating to the registration by the Company of up to 5,339,239 shares (the "Shares") of common stock, \$0.01 par value per share (the "Common Stock"), of the Company that the Company may issue pursuant to the NCR Corporation 2017 Stock Incentive Plan, as amended (the "Plan"). The Shares are covered by the above-referenced Registration Statement, and all amendments thereto (the "Registration Statement"), filed by the Company with the United States Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "1933 Act"), on or about the date hereof.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement;
2. The charter of the Company (the "Charter"), certified by the State Department of Assessments and Taxation of Maryland (the "SDAT");
3. The Amended and Restated Bylaws of the Company, certified as of the date hereof by an officer of the Company;
4. A certificate of the SDAT as to the good standing of the Company, dated as of a recent date;
5. The Plan, certified as of the date hereof by an officer of the Company;
6. Resolutions (the "Resolutions") adopted by the Board of Directors of the Company, relating to, among other matters, the Plan and the registration and issuance of the Shares, certified as of the date hereof by an officer of the Company;
7. A certificate executed by an officer of the Company, dated as of the date hereof; and

8. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.
2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.

3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.

4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. None of the Shares will be issued in violation of any restriction or limitation contained in the Plan. Upon any issuance of Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Charter. The total number of shares of Common Stock issued pursuant to the Plan will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the Plan.

6. Each option, stock appreciation right, restricted share, restricted stock unit, performance based unit or other share based award exercisable or exchangeable for a Share pursuant to the Plan (each, an "Award") will be duly authorized and validly granted in accordance with the Plan, and each Award will be exercised or exchanged in accordance with the terms of the Plan and such Award, including any option or award agreement entered into in connection therewith.

NCR Corporation
December 21, 2022
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Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company is a corporation duly incorporated and existing under and by virtue of the laws of the State of Maryland and is in good standing with the SDAT.
2. The issuance of the Shares has been duly authorized and, when and if issued and delivered by the Company pursuant to the Resolutions and the Plan, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of Maryland and we do not express any opinion herein concerning federal law or the laws of any other jurisdiction. We express no opinion as to the applicability or effect of federal or state securities laws, including the securities laws of the State of Maryland, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Maryland, we do not express any opinion on such matter. The opinion expressed herein is subject to the effect of any judicial decision which may permit the introduction of parol evidence to modify the terms or the interpretation of agreements.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ Venable LLP

8224-529582

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of NCR Corporation of our report dated February 25, 2022 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in NCR Corporation's Annual Report on Form 10-K for the year ended December 31, 2021.

/s/ PricewaterhouseCoopers LLP
Atlanta, Georgia
December 21, 2022

CALCULATION OF FILING FEE TABLE

FORM S-8
(Form Type)NCR Corporation
(Exact Name of Registrant as Specified in its Charter)**Table I: Newly Registered Securities**

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share ("Common Stock")	457(a)	5,339,239	\$22.71	\$121,254,118	\$110.20 per million dollars	\$13,362.20
Total Offering Amounts			5,339,239	\$22.71	\$121,254,118		\$13,362.20
Total Fee Offsets							
Net Fee Due							\$13,362.20

- (1) This Registration Statement on Form S-8 covers 5,339,239 shares of Common Stock of the Registrant subject to issuance under the NCR Corporation 2017 Stock Incentive Plan, as amended. In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Pursuant to Rule 457(c) and 457(h) of the Securities Act the proposed maximum offering price per share, the proposed maximum aggregate offering price and the amount of registration fee are estimated solely for the purpose of calculating the amount of the registration fee and are based on the average of the high and low prices of shares of Common Stock of the registrant in the "when issued" trading market as reported on the New York Stock Exchange on December 20, 2022.