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

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

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

Kelli Sterrett
Executive Vice President, General Counsel and Secretary
NCR Voyix 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
Non-accelerated filer

Accelerated filer
Smaller reporting 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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by NCR Voyix Corporation (the “Registrant” or the “Company”), relating to 2,559,247 shares of its common stock, par value \$0.01 per share (“Common Stock”), issuable to certain officers and employees of the Company and its subsidiaries or affiliates upon the settlement of restricted stock unit awards of the Company received in connection with the adjustment of outstanding equity awards of the Company in connection with the spin-off of NCR Atleos Corporation from the Company.

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act, and the Note to Part I of Form S-8.

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, 2022, as filed with the Commission on February 27, 2023, 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, 2023;
- (b) Quarterly Reports on Form 10-Q, as filed with the Commission on [May 5, 2023](#), [August 2, 2023](#) and [November 14, 2023](#);
- (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 [January 5, 2023](#), [February 17, 2023](#), [March 13, 2023](#), [April 17, 2023](#), [May 8, 2023](#), [May 22, 2023](#), as amended by Form 8-K/A, filed with the Commission on [May 22, 2023](#), [September 5, 2023](#), [September 7, 2023](#), [September 18, 2023](#), [September 22, 2023](#), [September 25, 2023](#), [September 27, 2023](#), [September 28, 2023](#), [October 17, 2023](#), [October 20, 2023](#), [November 7, 2023](#) and [December 11, 2023](#); 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, 2022, as filed with the Commission on February 27, 2023.

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 4. DESCRIPTION OF SECURITIES

Not Applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not Applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Our charter ("Charter") and bylaws ("Bylaws") provide for indemnification of directors and officers to the fullest extent permitted by Maryland law.

The Maryland General Corporation Law (the "MGCL") permits a Maryland corporation to include in its charter a provision limiting the liability of its directors and officers to the corporation and its stockholders for money damages except for liability resulting from (a) actual receipt of an improper benefit or profit in money, property or services or (b) active and deliberate dishonesty established by a final judgment as being material to the cause of action. The Charter contains such a provision, which eliminates such liability to the maximum extent permitted by the MGCL.

The Charter and Bylaws obligate us, to the maximum extent permitted by Maryland law, to indemnify and to pay or reimburse reasonable expenses in advance of a final disposition of a proceeding to (a) the Registrant's present or former directors and officers and (b) any individual who, while serving as a director or officer of the Registrant, serves any other entity at our request.

The MGCL requires a corporation (unless its charter provides otherwise, which our Charter does not) to indemnify a director or officer who has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she is made a party by reason of his or her service in that capacity. The MGCL permits a corporation to indemnify its present and former directors and officers, among others, against judgments, penalties, fines, settlements and reasonable expenses actually incurred by them in connection with any proceeding to or in which they may be made a party or witness by reason of their service in those or other capacities unless it is established that (a) the act or omission of the director or officer was material to the matter giving rise to the proceeding and (i) was committed in bad faith or (ii) was the result of active and deliberate dishonesty, (b) the director or officer actually received an improper personal benefit in money, property or services or (c) in the case of any criminal proceeding, the director or officer had reasonable cause to believe that the act or omission was unlawful. However, under the MGCL, a Maryland corporation may not indemnify for an adverse judgment in a suit by or in the right of the corporation or for a judgment of liability on the basis that personal benefit was improperly received, unless in either case a court orders indemnification and then only for expenses. In addition, the MGCL permits a corporation to advance reasonable expenses to a director or officer upon the corporation's receipt of (a) a written affirmation by the director or officer of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation and (b) a written undertaking by him or her or on his or her behalf to repay the amount paid or reimbursed by the corporation if it shall ultimately be determined that the standard of conduct was not met. In addition, our directors and officers are covered by certain insurance policies maintained by us.

Insofar as indemnification for liabilities arising under the Securities Act is permitted to our directors and officers pursuant to the above-described provisions, we understand that the Commission is of the opinion that such indemnification contravenes federal public policy as expressed in said act and therefore is unenforceable.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not Applicable.

ITEM 8. EXHIBITS

- 4.1 [Articles of Amendment to the Articles of Incorporation of NCR Voyix Corporation, dated as of October 16, 2023 \(Exhibit 3.1 to the Current Report on Form 8-K of NCR Voyix Corporation dated October 17, 2023\).](#)
- 4.2 [Articles of Amendment and Restatement of NCR Corporation, dated as of June 19, 2019 \(Exhibit 3.2 to the Current Report on Form 8-K of NCR Voyix Corporation dated October 17, 2023\).](#)
- 4.3 [Amended and Restated By-laws of NCR Voyix Corporation, dated as of October 16, 2023 \(Exhibit 3.3 to the Current Report on Form 8-K of NCR Voyix Corporation dated October 17, 2023\).](#)
- 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 Voyix 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 \(Appendix A to the NCR Corporation Proxy Statement on Schedule 14A for the NCR Corporation 2020 Annual Meeting of Stockholders\).](#)
- 99.3 [Second Amendment to the 2017 Stock Incentive Plan \(Appendix A to the NCR Corporation Proxy Statement on Schedule 14A for the NCR Corporation 2023 Annual Meeting of Stockholders\).](#)
- 107 [Filing Fee Table *](#)

* Filed herewith

ITEM 9. UNDERTAKINGS.

A. The undersigned Registrant hereby undertakes:

- 1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

- ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
- iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement;

- 2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and
 - 3) To remove from registration by means of a post-effective amendment any of the securities being registered that remain unsold at the termination of the offering.
- B. That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 20, 2023

NCR VOYIX CORPORATION

By: /S/ KELLI STERRETT

Name: Kelli Sterrett

Title: Executive Vice President, General Counsel and Secretary

POWER OF ATTORNEY AND SIGNATURES

Each person whose signature appears below constitutes and appoints Kelli E. Sterrett 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/ DAVID WILKINSON</u> David Wilkinson	Chief Executive Officer (Principal Executive Officer)	December 20, 2023
<u>/S/ BRIAN WEBB-WALSH</u> Brian Webb-Walsh	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	December 20, 2023
<u>/S/ JAMES G. KELLY</u> James G. Kelly	Chairman and Director	December 20, 2023
<u>/S/ GREGORY BLANK</u> Gregory Blank	Director	December 20, 2023
<u>/S/ CATHERINE L. BURKE</u> Catherine L. Burke	Director	December 20, 2023
<u>/S/ JANET HAUGEN</u> Janet Haugen	Director	December 20, 2023
<u>/S/ GEORGETTE KISER</u> Georgette Kiser	Director	December 20, 2023
<u>/S/ KIRK LARSEN</u> Kirk Larsen	Director	December 20, 2023
<u>/S/ LAURA MILLER</u> Laura Miller	Director	December 20, 2023
<u>/S/ KEVIN REDDY</u> Kevin Reddy	Director	December 20, 2023
<u>/S/ LAURA SEN</u> Laura Sen	Director	December 20, 2023

December 20, 2023

NCR Voyix Corporation
864 Spring Street NW
Atlanta, GA 30308Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as Maryland counsel to NCR Voyix Corporation, a Maryland corporation (the “Company”), in connection with certain matters of Maryland law relating to the registration of the issuance by the Company of up to 2,559,247 shares (the “Shares”) of common stock, \$0.01 par value per share (the “Common Stock”), of the Company issuable to certain officers and employees of the Company and its subsidiaries and affiliates upon the settlement of restricted stock unit awards of the Company received in connection with the adjustment of outstanding equity awards of the Company in connection with the spin-off of NCR Atleos Corporation, a Maryland corporation (“Atleos”), from the Company. 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 Employee Matters Agreement, dated as of October 16, 2023 (the “EMA”), by and between the Company and Atleos;

6. Resolutions (the “Resolutions”) adopted by the Board of Directors of the Company, relating to, among other matters, (a) the EMA, (b) the adjustment of outstanding equity awards of the Company in connection with the spin-off of Atleos from the Company and (c) the registration of the 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. 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.

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 in accordance with the Registration Statement, the Resolutions and the EMA, 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

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 27, 2023 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, 2022.

/s/ PricewaterhouseCoopers LLP
Atlanta, Georgia
December 20, 2023

CALCULATION OF FILING FEE TABLE

FORM S-8
(Form Type)NCR Voyix 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	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share ("Common Stock") issuable upon the settlement of restricted stock unit awards	457(a)	2,559,247	\$15.18	\$38,849,369.50	\$147.60 per million dollars	\$5,734.17
Total Offering Amounts			2,559,247	\$15.18	\$38,849,369.50		\$5,734.17
Total Fee Offsets							
Net Fee Due							\$5,734.17

- (1) This Registration Statement on Form S-8 covers 2,559,247 shares of its Common Stock issuable to certain officers and employees of the Company and its subsidiaries or affiliates upon the settlement of restricted stock unit awards of the Company received in connection with the adjustment of outstanding equity awards of the Company in connection with the spin-off of NCR Atleos Corporation from the Company. 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 as reported on the New York Stock Exchange on December 13, 2023.