

NCR CORP
Form DEFA14A
April 28, 2016

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

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

NCR CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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(2) Form, Schedule or Registration Statement No.:

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(4) Date Filed:

On April 28, 2016, NCR Corporation disclosed the following in a Current Report on Form 8-K furnished to the Securities and Exchange Commission regarding the further adjournment of its 2016 Annual Meeting of Stockholders:

At the 2016 Annual Meeting of Stockholders (the 2016 Annual Meeting) of NCR Corporation (NCR or the Company) on April 20, 2016, the Chairman of the meeting adjourned the meeting until Thursday, April 28, 2016, at 9:00 a.m. Eastern Time, with respect to the proposal to amend and restate the charter of the Company to eliminate the classification of the Board of Directors of the Company and provide for annual elections of all directors elected at or after the 2017 annual meeting of stockholders (the Proposal) to allow for additional voting.

Though the Proposal continued to receive additional favorable votes after April 20, it did not, prior to the reconvened 2016 Annual Meeting on April 28, receive the votes required for approval under the Company s charter, which is 80% of the voting power of all shares of outstanding stock entitled to vote generally in the election of directors. In order to continue to allow for additional voting, at the reconvened meeting the Chairman of the meeting again adjourned the 2016 Annual Meeting with respect to the Proposal until Wednesday, May 11, 2016, at 2:00 p.m. Eastern Time.

The 2016 Annual Meeting was a virtual meeting and will resume on May 11, 2016 in the same format. The resumed meeting can be attended using the same access information that was used initially for the 2016 Annual Meeting, the details of which are set forth in the Definitive Proxy Statement filed by the Company with the Securities and Exchange Commission (the SEC) on March 10, 2016.

Voting has been closed on the election of directors and each of the other proposals before the 2016 Annual Meeting other than the declassification of the Board, and the results of the votes taken at the 2016 Annual Meeting on those closed matters were included in a Current Report on Form 8-K that was filed with the SEC on April 22, 2016.