

NCR CORP

Form 4

March 22, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Blackstone Group L.P.

2. Issuer Name **and** Ticker or Trading
Symbol
NCR CORP [NCR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
345 PARK AVENUE,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/18/2016

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting
Person

NEW YORK, NY 10154

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/18/2016		J(1)(2)	2,996 D \$ 0 0		I	See Footnotes (1) (2) (3) (4) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Group L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Group Management L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
SCHWARZMAN STEPHEN A C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		

Signatures

THE BLACKSTONE GROUP L.P.; By: Blackstone Group Management L.L.C., its general partner; By: /s/ John G. Finley; Name: John G. Finley; Title: Chief Legal Officer

03/22/2016

Signature of Reporting Person

Date _____

BLACKSTONE GROUP MANAGEMENT L.L.C.; By: /s/ John G. Finley; Name: John G. Finley; Title: Chief Legal Officer

03/22/2016

 **Signature of Reporting Person

Date _____

/s/ Stephen A. Schwarzman

03/22/2016

 **Signature of Reporting Person

Date _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On January 1, 2016, Gregory Blank was granted 2,712 restricted stock units of NCR Corporation (the "Issuer") under the NCR Director Compensation Program. In addition, on January 1, 2016, Mr. Blank received 284 shares of restricted stock of the Issuer under the NCR

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Director Compensation Program as part of Mr. Blank's annual retainer. Mr. Blank is an officer of an affiliate of The Blackstone Group L.P. ("Blackstone"). Pursuant to arrangements between Mr. Blank and Blackstone, Mr. Blank is required to transfer to Blackstone any and all compensation received in connection with his directorship for any company Blackstone invests in or advises.

(Continued from footnote 1) However, Mr. Blank has declined the awards described above. Pursuant to a Form 4 filed on March 22, 2016, Mr. Blank reported the cancellation for no value of the restricted stock units previously awarded to him under the NCR Director Compensation Program, and the forfeiture to the Issuer for no value of the shares of restricted stock previously granted to him under the NCR Director Compensation Program. As a result, the transfer of such restricted stock units and shares of restricted stock from Mr. Blank to Blackstone did not in fact take place. Accordingly, as of March 22, 2016, the Reporting Persons did not own any restricted stock units or shares of restricted stock in the Issuer.

- (3) The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
- (4) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein, except to the extent of such Reporting

- (5) Person's pecuniary interest therein, if any. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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