

NCR CORP  
Form SC TO-C  
November 12, 2015

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE TO**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**

**of the Securities Exchange Act of 1934**

**NCR Corporation**

**(Name of Subject Company (Issuer))**

**NCR Corporation**

**(Names of Filing Persons (Issuer and Offeror))**

**Common Stock, par value \$0.01 per share**

**(Title of Class of Securities)**

**62886E108**

**(CUSIP Number of Class of Securities)**

**Robert Fishman**

**Senior Vice President and Chief Financial Officer**

**NCR Corporation**

**3097 Satellite Boulevard**

**Duluth, Georgia 30096**

**Telephone: (937) 445-5000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of the Filing Person(s) Filing Statement)**

*Copies to:*

**Andrew J. Pitts, Esq.**

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**825 Eighth Avenue**

**New York, New York 10019**

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**CALCULATION OF FILING FEE**

**TRANSACTION VALUATION**  
**Not Applicable\***

**AMOUNT OF FILING FEE**  
**Not Applicable\***

\* A filing fee is not required in connection with this filing as it relates solely to preliminary communications made before the commencement of the tender offer.

\*\* Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

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Amount Previously Paid: N/A  
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Filing Party: N/A  
Date Filed: N/A

Check box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1       going-private transaction subject to Rule 13e-3  
 issuer tender offer subject to Rule 13e-4       amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer.

If applicable, check the appropriate box(es) below to designate the appropriate rule provisions relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)  
 Rule 14-1(d) (Cross-Border Third-Party Tender Offer)

This Tender Offer Statement on Schedule TO relates solely to preliminary communications made before the commencement of a planned tender offer by NCR Corporation, a Maryland corporation (the Company or NCR ) to purchase up to \$1.0 billion of its common stock, par value \$0.01 per share (the Shares ), pursuant to (i) auction tenders at prices specified by the tendering shareholder of not less than \$26.00 and not greater than \$29.50 per Share ( Auction Tenders ) or (ii) purchase price tenders deemed to have been tendered at the minimum price ( Purchase Price Tenders ), in either case, net to the seller in cash, less any applicable withholding taxes and without interest, upon the terms and subject to the conditions set forth in the Offer to Purchase and in the related Letter of Transmittal to be filed by the Company with the SEC.

This communication contains forward-looking statements. Forward-looking statements use words such as expect, anticipate, outlook, intend, believe, will, should, would, could and words of similar meaning. Statements or relate to NCR's plans, goals, intentions, strategies or financial outlook, and statements that do not relate to historical or current fact, are examples of forward-looking statements. Forward-looking statements are based on NCR's current beliefs, expectations and assumptions, which may not prove to be accurate, and involve a number of known and unknown risks and uncertainties, many of which are out of NCR's control. Forward-looking statements are not guarantees of future performance, and there are a number of important factors that could cause actual outcomes and results to differ materially from the results contemplated by such forward-looking statements, including factors relating to: the successful closing of the investment by Blackstone and achievement of its potential benefits; domestic and global economic and credit conditions, including, in particular, market conditions and investment trends in the retail industry, and economic and market conditions in China and Russia; the impact of our indebtedness and its terms on our financial and operating activities; our ability to successfully introduce new solutions and compete in the information technology industry; the transformation of our business model and our ability to sell higher-margin software and services; our ability to improve execution in our sales and services organizations; defects or errors in our products or problems with our hosting facilities; manufacturing disruptions; collectability difficulties in subcontracting relationships in emerging industries; the historical seasonality of our sales; foreign currency fluctuations; the availability and success of acquisitions, divestitures and alliances, including the acquisition of Digital Insight; our pension strategy and underfunded pension obligation; the success of our ongoing restructuring plan; tax rates; compliance with data privacy and protection requirements; reliance on third party suppliers; development and protection of intellectual property; workforce turnover and the ability to attract and retain skilled employees; environmental exposures from our historical and ongoing manufacturing activities; uncertainties with regard to regulations, lawsuits, claims and other matters across various jurisdictions; and the other risks and uncertainties described in NCR's filings with the Securities and Exchange Commission (the SEC ), including under the headings Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations in NCR's annual report on Form 10-K for the year ended December 31, 2014 filed with the SEC on February 27, 2015 and in any of NCR's subsequently filed Form 10-Qs. Any forward-looking statement speaks only as of the date on which it is made. NCR does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

This communication is for informational purposes only and does not constitute an offer to buy or a solicitation of an offer to sell any securities of NCR. The tender offer described in these materials has not yet commenced, and there can be no assurances that NCR will commence the tender offer on the terms described in these materials or at all. If NCR commences the tender offer, the tender offer will be made solely by an Offer to Purchase and related materials, which NCR will file with the SEC. **Investors are urged to read these materials when they become available, as well as any other relevant documents filed with the SEC when they become available, carefully and in their entirety because they will contain important information, including the terms and conditions of the tender offer.** If NCR commences the tender offer, it will file each of the documents referenced in this paragraph with the SEC, and, when available, investors may obtain a free copy of them from the SEC at its website [www.sec.gov](http://www.sec.gov), or free of charge from NCR at <http://investor.ncr.com> or by directing a request to Gavin Bell, Vice President of Investor Relations, at 212-589-8468 or [gavin.bell@ncr.com](mailto:gavin.bell@ncr.com).

**EXHIBIT INDEX**

99.1 Transcript of Investor Call dated November 12, 2015.