

NCR CORP

Form 3

December 23, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Â Langenbahn Paul

(Last) (First) (Middle)

14770 TRINITY

(Street)

FORT WORTH,Â TXÂ 76155

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

12/20/2016

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
SVP & Pres., Hospitality

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

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

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities Beneficially Owned  
(Instr. 4)3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

|              |                       |   |   |
|--------------|-----------------------|---|---|
| Common Stock | 19,829                | D | Â |
| Common Stock | 10,693 <sup>(1)</sup> | D | Â |
| Common Stock | 3,624 <sup>(2)</sup>  | D | Â |
| Common Stock | 8,197 <sup>(3)</sup>  | D | Â |
| Common Stock | 2,618 <sup>(4)</sup>  | D | Â |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
|                                               | Date<br>Exercisable                                            | Expiration<br>Date                                                                   | Title                                                              | Amount or<br>Number of<br>Shares                                                                     |                                                             |
| Restricted Stock Units                        | Â (5)                                                          | Â (5)                                                                                | Common<br>Stock                                                    | 133,958 \$ 0                                                                                         | D Â                                                         |
| Restricted Stock Units                        | Â (6)                                                          | Â (6)                                                                                | Common<br>Stock                                                    | 3,425 \$ 0                                                                                           | D Â                                                         |

## Reporting Owners

| Reporting Owner Name / Address                           | Relationships |           |                            |       |
|----------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                          | Director      | 10% Owner | Officer                    | Other |
| Langenbahn Paul<br>14770 TRINITY<br>FORT WORTH, TX 76155 | Â             | Â         | Â SVP & Pres., Hospitality | Â     |

## Signatures

Laura J. Foltz, Attorney-in-fact for Paul  
Langenbahn

12/23/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) These are time-based restricted stock units granted February 24, 2016 that will vest ratably with one-third of such units vesting on each of the first, second and third anniversaries of the grant date (each a "Vesting Date") subject to the reporting person's continued employment with the issuer on the applicable Vesting Date and in accordance with the terms and conditions of the applicable award agreement.

(2) Represents the unvested portion of time-based restricted stock units granted February 23, 2015 that will vest ratably with one-half of such units vesting on each of the second and third anniversaries of the grant date (each a "Vesting Date") subject to the reporting person's continued employment with the issuer on the applicable Vesting Date and in accordance with the terms and conditions of the applicable award agreement.

(3) These are time-based restricted stock units granted May 1, 2014 that will vest on May 1, 2017, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms and conditions of the applicable award agreement.

(4) These are time-based restricted stock units granted February 24, 2014 that will vest on February 24, 2017, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms and conditions of the applicable award agreement.

(5) These are price-contingent restricted stock units granted February 24, 2016. 50% of the units were earned on December 6, 2016 when the issuer's common stock price closed at or above \$35 per share for twenty consecutive trading days. The remaining 50% of the units may be earned if the issuer's common stock price closes at or above \$40 per share for any twenty consecutive trading days during the five-year period after the grant date. Vesting of earned units is also conditioned on continued service with the issuer through at least the third anniversary of the grant date (\$35 goal) and fourth anniversary of the grant date (\$40 goal) to the extent required in the applicable award agreements.

(6) These are restricted stock units as to which certain performance-related conditions to vesting have been satisfied. The units will vest on October 24, 2017, subject to the reporting person's continued employment with the issuer on that date and in accordance with the terms

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and conditions of the applicable award agreement.

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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