

NCR CORP
Form DEFA14A
April 24, 2019

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):

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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:

- (5) Total fee paid:

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.

- (1) Amount Previously Paid:

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

- (3) Filing Party:

- (4) Date Filed:

On April 24, 2019, NCR Corporation disclosed the following in a Current Report on Form 8-K furnished to the United States Securities and Exchange Commission regarding the adjournment of its 2019 Annual Meeting of Stockholders:

NCR Corporation, a Maryland corporation (NCR or the Company) held its 2019 Annual Meeting of Stockholders on April 24, 2019 (the 2019 Annual Meeting).

At the 2019 Annual Meeting, the holders of shares of the Company s common stock and holders of shares of the Company s Series A Convertible Preferred Stock, voting together as a single class, voted on, among other things, a proposal to amend and restate the charter of the Company to eliminate the supermajority provisions contemplated by the Maryland General Corporation Law and the Company s charter and make certain conforming changes to the charter. This proposal received a substantial favorable vote at the meeting, but did not receive the vote required for approval under the Company s charter, which is the affirmative vote of holders representing eighty percent or more of the voting power of all shares of outstanding stock of NCR entitled to vote generally in the election of directors. In order to allow for additional voting, the Chairman of the meeting determined, in his discretion, to adjourn the meeting with respect to this proposal until Thursday, May 30, 2019, at 9:00 a.m. Eastern Time. The 2019 Annual Meeting was a virtual meeting and will resume in the same format. The resumed meeting can be attended using the same access information that was used initially for the 2019 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 15, 2019.

Voting has been closed on the election of directors and each of the proposals before the 2019 Annual Meeting other than the proposal to eliminate the supermajority provisions of the Company s Charter as described above, and the Company will include the results of the votes taken at the 2019 Annual Meeting on those closed matters in a Current Report on Form 8-K to be filed with the SEC on or prior to April 30, 2019.