

DIEBOLD INC  
Form S-4/A  
February 03, 2016  
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As filed with the Securities and Exchange Commission on February 3, 2016

Registration No. 333-208186

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Amendment No. 3**

**to**

**FORM S-4**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**Diebold, Incorporated**

**(Exact name of registrant as specified in its certificate of incorporation)**

**Ohio**

**3578**

**34-0183970**

**(State or other jurisdiction of  
incorporation or organization)**

**(Primary Standard Industrial  
Classification Code Number)**

**(IRS Employer  
Identification Number)**

**Diebold, Incorporated**

**5995 Mayfair Road, P.O. Box 3077**

**North Canton, Ohio 44720-8077**

**Tel No.: (330) 490-4000**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive  
offices)**

*Copies to:*

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**North Canton, Ohio 44720-8077**

**New York, NY 10022**

**New York, NY 10004**

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**Approximate date of commencement of the proposed sale of the securities to the public:** As soon as practicable after this registration statement becomes effective and upon completion of the transactions described in the enclosed prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer  Accelerated filer "

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company "

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) "

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) "

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to be Registered <sup>(1)</sup>	Proposed	Proposed	Amount of Registration Fee <sup>(3)(4)</sup>
		Maximum Offering Price Per Unit	Maximum Aggregate Offering Price <sup>(2)</sup>	
Common shares, par value \$1.25 per share	12,940,236	N/A	\$218,731,723.90	\$22,026.28

(1) Represents the maximum number of common shares, par value \$1.25 per share, of Diebold, Incorporated, which we refer to as Diebold, estimated to be issuable upon completion of the offer.

(2) Pursuant to Rule 457(c) and Rule 457(f) under the Securities Act of 1933, as amended, which we refer to as the Securities Act, and solely for the purpose of calculating the registration fee, the market value of the securities to be received was calculated as the product of (A) 29,816,211 ordinary bearer shares (excluding treasury shares), without par value (*auf den Inhaber lautende Stammaktien ohne Nennbetrag*), which we refer to as Wincor Nixdorf

ordinary shares, of Wincor Nixdorf Aktiengesellschaft, which we refer to as Wincor Nixdorf, to be exchanged for Diebold common shares; and (B) the average of the high and low sale prices of Wincor Nixdorf ordinary shares as reported on the Frankfurt Stock Exchange on November 19, 2015 of \$49.130 (\$1.0722 equals 1, based on the noon buying rate as of November 13, 2015), minus \$1,246,138,722.53 (\$1.0722 equals 1, based on the noon buying rate as of November 13, 2015), the estimated maximum aggregate amount of cash to be paid by Diebold in the offer in exchange for such securities.

- (3) Computed in accordance with Rule 457(f) under the Securities Act to be \$22,026.28, which is equal to 0.0001007 multiplied by the proposed maximum aggregate offering price of \$218,731,723.90
- (4) Previously paid in connection with the filing of the registration statement on November 24, 2015.

**The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

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**EXPLANATORY NOTE**

This registration statement relates to the registration with the Securities and Exchange Commission, or SEC, of Diebold common shares that will be issued to Wincor Nixdorf shareholders who validly tender and do not properly withdraw their Wincor Nixdorf ordinary shares in Diebold's voluntary takeover offer (*Freiwilliges Übernahmeangebot*) that is being made in accordance with the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) and applicable regulations.

This registration statement contains two documents:

a prospectus; and

an English translation of a draft of the exchange offer document (*Angebotsunterlage*), which we refer to as the draft exchange offer document, that has been prepared in accordance with the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) and will be published and filed with the German Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*), or BaFin, in connection with the offer. The draft exchange offer document is attached in the section entitled *Alternate Information for the Exchange Offer Prospectus* on pages ALT-52 to ALT-129. The content of the draft exchange offer document has not been and will not be reviewed by BaFin and its publication has not been approved by BaFin. The draft exchange offer document does not constitute an offer.

In connection with the offer, following approval by BaFin, Diebold will publish an exchange offer document, which we refer to as the exchange offer document. The exchange offer document will include a prospectus as an annex prepared pursuant to Section 2 no. 2 of the German Takeover Act Offer Regulation in conjunction with Section 7 of the Securities Prospectus Act (*Wertpapierprospektgesetz*) and Commission Regulation (EC) No 809/2004, as amended, implementing Directive 2003/71/EC of the European Parliament and of the Council. The prospectus included in this registration statement and the prospectus included in the exchange offer document will be identical in all substantive respects, except that:

the prospectus in the exchange offer document will be in German language;

the prospectus in the exchange offer document will have a different cover page, an English translation of which is included herein as page ALT-1;

the section entitled *Question and Answers* in the prospectus in this registration statement will not appear at the beginning of the prospectus included in the exchange offer document but will be included therein as an annex;

the prospectus in the exchange offer document will include the section entitled *Summary of the Prospectus*, an English translation of which is included herein beginning on page ALT-2 and the section in the prospectus in this registration statement entitled *Summary* will be included in the prospectus included in the

exchange offer document as an annex thereto;

the prospectus in the exchange offer document will include additional sections entitled General Information Responsibility for the Contents ; General Information Sources of Market Data ; Regulatory Environment ; Markets and Competition ; and a Glossary, English translations of which are included herein beginning on pages ALT-30, ALT-31, ALT-32, ALT-42, and ALT-45, respectively, and information on the statutory auditor of Wincor Nixdorf in the section General Information on Diebold, Inc. and the Diebold Group Independent Registered Public Accounting Firm, an English translation of which is included herein on page ALT-44;

the prospectus in the exchange offer document will include audited consolidated financial statements and schedules of Diebold as of December 31, 2014 and 2013, and for each of the years in the three-year period ended December 31, 2014, and unaudited condensed consolidated financial statements of Diebold for the quarterly periods ended September 30, 2015 and 2014 and as of September 30, 2015, which are incorporated by reference in the prospectus in this registration statement from Diebold s current report on Form 8-K dated November 23, 2015 as filed with the SEC on November 23, 2015, and Diebold s quarterly report on Form 10-Q for the quarterly period ended September 30, 2015 as filed with the SEC on October 29, 2015, respectively;

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The prospectus in the exchange offer document will include the audited consolidated financial statements derived from Diebold's annual report on Form 10-K for the fiscal year ended December 31, 2013 as filed with the SEC on March 3, 2014, which are not incorporated by reference herein;

references in the prospectus in this registration statement that any information will be incorporated by reference and where such information can be obtained will be replaced by references to such information included in the prospectus in the exchange offer document;

the section entitled "Unaudited Pro Forma Condensed Combined Financial Information" in the prospectus in the exchange offer document will include a report required by paragraph 20.2 of Annex I of Commission Regulation (EC) No 809/2004, which is not included herein;

the sections entitled "Legal Matters" and "Experts" as well as Annex A entitled "Business Combination Agreement" in the prospectus in this registration statement will not be included in the prospectus in the exchange offer document;

the sections and captions in the prospectus in the exchange offer document will be numbered in accordance with BaFin rules and regulations; and

the cross-references, the order of sections and therefore the table of contents, as well as the page numbers, of each document may be different as a result of the differences outlined above.

For additional information, see pages ALT-1 to ALT-137 entitled "Alternate Information for the Exchange Offer Prospectus."

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**The information in this prospectus is not complete and may be changed. We may not complete the offer and issue securities described herein until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any jurisdiction where the offer is not permitted.**

**Preliminary Prospectus**

**Subject to Completion, Dated February 3, 2016**

**Relating to the offer to exchange**

**each ordinary bearer share, without par value (*auf den Inhaber lautende Stammaktien ohne Nennbetrag*),**

**with all ancillary rights,**

**of**

**Wincor Nixdorf Aktiengesellschaft**

**for**

**38.98 in cash and 0.434 common shares of Diebold, Incorporated**

**by**

**Diebold, Incorporated**

**(to be renamed Diebold Nixdorf)**

This prospectus relates to the registration of the common shares of Diebold, Incorporated, or Diebold, an Ohio corporation, to be issued in an offer to exchange that we intend to make in accordance with the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) and applicable regulations.

On November 23, 2015, Diebold entered into a business combination agreement, which we refer to as the business combination agreement, with Wincor Nixdorf Aktiengesellschaft, or Wincor Nixdorf, a German public stock corporation (*Aktiengesellschaft*) incorporated under the laws of the Federal Republic of Germany. Pursuant to the business combination agreement, Diebold will offer, upon the terms and subject to the conditions set forth in this prospectus and the exchange offer document (*Angebotsunterlage*), as approved by the German Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*), or BaFin, to exchange each ordinary bearer share, without par value (*auf den Inhaber lautende Stammaktie ohne Nennbetrag*), with all ancillary rights, which we refer to as a Wincor Nixdorf ordinary share, of Wincor Nixdorf, that is validly tendered in the offer and not properly withdrawn, for:

38.98 in cash; and

0.434 common shares of Diebold.

We refer to the 38.98 in cash and 0.434 Diebold common shares to be offered to Wincor Nixdorf shareholders per Wincor Nixdorf ordinary share in the offer as the offer consideration.

**The offer to exchange, which we refer to as the exchange offer or offer, is a voluntary takeover offer (*Freiwilliges Übernahmeangebot*) that we intend to make pursuant to the German Takeover Act and applicable regulations. You may tender your Wincor Nixdorf ordinary shares in the offer as set forth in this prospectus and the exchange offer document, as approved by BaFin, which we refer to as the exchange offer document. The content of the accompanying English translation of a draft of the exchange offer document, which we refer to as the draft exchange offer document, has not been and will not be reviewed by BaFin and its publication has not been approved by BaFin. The draft exchange offer document does not constitute an offer.**

The offer and the other transactions contemplated by the business combination agreement are intended to result in a business combination of Diebold and Wincor Nixdorf. See the section of this prospectus titled *The Business Combination* for a description of the business combination.

The offer is subject to the satisfaction or, where permissible, waiver of certain conditions, including the minimum tender condition, the regulatory condition, the registration statement condition, the no market material adverse change condition and the no Wincor Nixdorf material adverse change condition. The conditions to the offer must be satisfied on or prior to the expiration of the acceptance period, except for the regulatory condition, which may remain outstanding until November 21, 2016, or waived at least one working day prior to the expiration of the acceptance period. If the regulatory condition is not satisfied (or waived) on or prior to November 21, 2016, the offer will terminate and settlement will not occur. The conditions to the offer are described in *The Offer* *Conditions to the Offer*.

Settlement of the offer and payment of the offer consideration will not be made until the regulatory condition has been satisfied (or waived). As a result, settlement of the offer and payment of the offer consideration may be made on a date that is significantly later than the expiration of the offer acceptance period (after which withdrawal rights will cease) or the expiration of the additional acceptance period, or may not occur. See *The Offer* *Settlement*.

**The managing board (*Vorstand*), which we refer to as the Wincor Nixdorf management board, and the supervisory board (*Aufsichtsrat*), which we refer to as the Wincor Nixdorf supervisory board, of Wincor Nixdorf, have carefully considered the proposed combination and determined that the proposed combination is in the best interest of Wincor Nixdorf, the shareholders of Wincor Nixdorf, its employees and other stakeholders, and therefore approved the business combination agreement. Subject to their fiduciary duties under applicable law and a thorough review of the exchange offer document, the Wincor Nixdorf supervisory board and the Wincor Nixdorf management board intend to recommend that Wincor Nixdorf shareholders accept the offer and tender their shares to Diebold. The shareholders of Wincor Nixdorf are, however, advised to consider carefully the potential tax consequences of accepting the offer. The management board and the supervisory board stress, in particular, that it might, for instance, be more favorable under German tax laws for German retail investors to sell their shares on the stock exchange or otherwise rather than accepting the offer. Therefore, members of the management board or supervisory board of Wincor Nixdorf that hold shares in Wincor Nixdorf may choose to sell their shares on the stock exchange or otherwise rather than tender their shares.**

The common shares of Diebold, which we refer to as Diebold common shares, trade on the New York Stock Exchange, or NYSE, under the symbol *DBD*, and Wincor Nixdorf ordinary shares trade on the Frankfurt Stock

Exchange (*Frankfurter Wertpapierbörse*), under the symbol WIN. Diebold will apply to list Diebold common shares issued to Wincor Nixdorf shareholders in connection with the offer on the NYSE. In connection with the business combination, Diebold will also apply to list all Diebold common shares on the Frankfurt Stock Exchange.

**See the section of this prospectus titled Risk Factors beginning on page 38 for a discussion of various factors that you should consider before making your investment decision.**

**Neither the Securities and Exchange Commission, or SEC, nor any state or provincial securities commission or regulatory authority has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

**The date of this prospectus is \_\_\_\_\_,**

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**This prospectus incorporates important business and financial information about Diebold from documents filed with the SEC that have not been included in, or delivered with, this prospectus. This information is available on the SEC's website at <http://www.sec.gov> and from other sources. See the section of this prospectus titled "General Information - Where You Can Find More Information; Documents Available for Inspection."**

You may also request copies of these documents from us, without charge, upon written or oral request to Diebold, Incorporated, 5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077, or at +1 (330) 490-4000.

**In order to obtain timely delivery of the documents, you must make requests no later than five business days before the scheduled expiration date of the offer, as it may be extended from time to time.**

**We are responsible for the information contained in this prospectus. We have not authorized anyone to give you any other information, and take no responsibility for any other information that others may give you. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of this prospectus.**

**This prospectus does not constitute an offer of securities to the public in Germany and is not a prospectus or an offer document within the meaning of the German Takeover Act, the German Securities Prospectus Act (*Wertpapierprospektgesetz*) or Commission Regulation (EC) No 809/2004, as amended, implementing Directive 2003/71/EC of the European Parliament and of the Council.**

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