

DIEBOLD NIXDORF, Inc  
Form 8-K  
February 13, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 8-K  
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
Date of Report (Date of Earliest Event Reported): February 7, 2017  
Diebold Nixdorf, Incorporated

(Exact name of registrant as specified in its charter)

Ohio	1-4879	34-0183970
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio	44720-8077
(Address of principal executive offices)	(Zip Code)
Registrant's telephone number, including area code: (330) 490-4000	

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Compensation Committee of the Board of Directors of Diebold Nixdorf, Incorporated approved one-time cost synergy performance based share awards (the “Synergy Grants”) to certain executives, including certain named executive officers, on February 7, 2017. The Synergy Grants are intended to incentivize the accelerated achievement of cost reductions and scale efficiencies made possible by the business combination with Wincor Nixdorf Aktiengesellschaft. The grants have a three year performance period ending December 31, 2019, and 50% of the target shares may vest before this date if target cost synergy goals are achieved earlier. Target award values were set as a multiple of base salary. The Synergy Grants were made under our 1991 Equity and Performance Incentive Plan, as amended, and were effective February 8, 2017. This summary is qualified by reference to the form of award agreement attached to this report as Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is filed with this report:

Exhibit

Number Description

10.1 Form of Synergy Grant Performance Share Agreement

---

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Diebold Nixdorf, Incorporated

February 13, 2017 By: /s/ Jonathan B. Leiken

Name: Jonathan B. Leiken

Title: Senior Vice President, Chief Legal Officer and Secretary

---

EXHIBIT INDEX

Exhibit Number	Description
10.1	Form of Synergy Grant Performance Share Agreement