

NCR CORP

Form 4

March 20, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Blackstone Holdings III L.P.

(Last) (First) (Middle)

C/O THE BLACKSTONE GROUP
L.P., 345 PARK AVENUE

(Street)

NEW YORK, NY 10154

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

NCR CORP [NCR]

3. Date of Earliest Transaction
(Month/Day/Year)

03/17/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/17/2017		C		2,236,916 <u>(1)</u>	A	<u>(1)</u>	2,236,916	I	See Footnotes <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Common Stock	03/17/2017		C		4,438 <u>(1)</u>	A	<u>(1)</u>	4,438	I	See Footnotes <u>(3)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Common Stock	03/17/2017		C		758,729 <u>(1)</u>	A	<u>(1)</u>	758,729	I	See Footnotes <u>(4)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>

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Common Stock	03/17/2017	C	2,670 <u>(1)</u>	A	<u>(1)</u>	2,670	I	See Footnotes <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Common Stock	03/17/2017	S	2,236,916	D	\$ 48.47	0	I	See Footnotes <u>(2)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Common Stock	03/17/2017	S	4,438	D	\$ 48.47	0	I	See Footnotes <u>(3)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Common Stock	03/17/2017	S	758,729	D	\$ 48.47	0	I	See Footnotes <u>(4)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>
Common Stock	03/17/2017	S	2,670	D	\$ 48.47	0	I	See Footnotes <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u> <u>(9)</u> <u>(10)</u> <u>(11)</u>

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series A Convertible Preferred Stock	<u>(1)</u>	03/17/2017		C	67,046	<u>(1)</u> <u>(1)</u>	Common Stock <u>(1)</u>
Series A Convertible Preferred	<u>(1)</u>	03/17/2017		C	133	<u>(1)</u> <u>(1)</u>	Common Stock <u>(1)</u>

Stock

Series A Convertible Preferred Stock	(1)	03/17/2017	C	22,741	(1)	(1)	Common Stock	(1)
Series A Convertible Preferred Stock	(1)	03/17/2017	C	80	(1)	(1)	Common Stock	(1)
Series A Convertible Preferred Stock	(1)	03/17/2017	S	254,776	(1)	(1)	Common Stock	(1)
Series A Convertible Preferred Stock	(1)	03/17/2017	S	506	(1)	(1)	Common Stock	(1)
Series A Convertible Preferred Stock	(1)	03/17/2017	S	86,416	(1)	(1)	Common Stock	(1)
Series A Convertible Preferred Stock	(1)	03/17/2017	S	302	(1)	(1)	Common Stock	(1)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Blackstone Holdings III L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
BCP VI Side-By-Side GP L.L.C. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Holdings III GP L.P. C/O THE BLACKSTONE GROUP L.P. 345 PARK AVENUE NEW YORK, NY 10154		X		
Blackstone Holdings III GP Management L.L.C. C/O THE BLACKSTONE GROUP L.P.		X		

345 PARK AVENUE
NEW YORK, NY 10154

Blackstone Group L.P.
345 PARK AVENUE X
NEW YORK, NY 10154

Blackstone Group Management L.L.C.
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

SCHWARZMAN STEPHEN A
C/O THE BLACKSTONE GROUP L.P. X
345 PARK AVENUE
NEW YORK, NY 10154

Signatures

BLACKSTONE HOLDINGS III L.P., By: Blackstone Holdings III GP L.P., its general partner, By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/20/2017

__Signature of Reporting Person Date

BLACKSTONE HOLDINGS III GP L.P., By: Blackstone Holdings III GP Management L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/20/2017

__Signature of Reporting Person Date

BLACKSTONE HOLDINGS III GP MANAGEMENT L.L.C., By: /s/John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/20/2017

__Signature of Reporting Person Date

THE BLACKSTONE GROUP L.P., By: Blackstone Management Group L.L.C., its general partner, By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/20/2017

__Signature of Reporting Person Date

BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/20/2017

__Signature of Reporting Person Date

BCP VI SIDE-BY-SIDE GP L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer 03/20/2017

__Signature of Reporting Person Date

/s/ Stephen A. Schwarzman 03/20/2017

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Each share of Series A Convertible Preferred Stock, par value \$0.01 per share (the "Preferred Stock"), of NCR Corporation (the "Issuer") may at any time be converted into 33.333 shares of common stock of the Issuer, having par value of \$0.01 per share (the "Common Stock"), plus any accrued and unpaid dividends and subject to customary anti-dilution and other adjustments. The Preferred

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Stock has no expiration date.

- (2) These securities are directly held by Blackstone NCR Holdco L.P. ("NCR Holdco").
- (3) These securities are directly held by Blackstone BCP VI SBS ESC Holdco L.P. ("BCP VI").
- (4) These securities are directly held by BTO NCR Holdings L.P. ("BTO NCR").
- (5) These securities are directly held by BTO NCR Holdings - ESC L.P. ("BTO ESC" and, together with NCR Holdco, BCP VI and BTO NCR, the "Partnerships").

- The general partner of NCR Holdco is Blackstone NCR Holdco GP L.L.C. The managing member of Blackstone NCR Holdco GP L.L.C. is Blackstone Management Associates VI L.L.C. The sole member of Blackstone Management Associates VI L.L.C. is BMA VI L.L.C. The general partner of BCP VI is BCP VI Side-by-Side GP L.L.C. The general partner of each of BTO NCR and BTO ESC is BTO Holdings Manager L.L.C. The managing member of BTO Holdings Manager L.L.C. is Blackstone Tactical Opportunities Associates L.L.C. The sole member of Blackstone Tactical Opportunities Associates L.L.C. is BTOA L.L.C. The sole member of BCP VI Side-by-Side GP L.L.C., and the managing member of BTOA L.L.C. and BMA VI L.L.C., is Blackstone Holdings III L.P.
- (6)

- The general partner of Blackstone Holdings III L.P. is Blackstone Holdings III GP L.P. The general partner of Blackstone Holdings III GP L.P. is Blackstone Holdings III GP Management L.L.C. The sole member of Blackstone Holdings III GP Management L.L.C. is The Blackstone Group L.P. The general partner of The Blackstone Group L.P. is Blackstone Group Management L.L.C. Blackstone Group Management L.L.C. is wholly owned by Blackstone's senior managing directors and controlled by its founder, Stephen A. Schwarzman.
- (7)

- (8) Information with respect to each of the Reporting Persons is given solely by such Reporting Person, and no Reporting Person has responsibility for the accuracy or completeness of information supplied by another Reporting Person.

- Each of such Blackstone entities and Mr. Schwarzman may be deemed to beneficially own the securities of the Issuer beneficially owned by the Partnerships directly or indirectly controlled by it or him, but each (other than the Partnerships to the extent of their direct
- (9) holdings) disclaims beneficial ownership of such securities, except to the extent of such Reporting Person's pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934 or otherwise, the Reporting Persons are the beneficial owners of any securities reported herein.

- This report is filed on behalf of the following entities: Blackstone NCR Holdco L.P., Blackstone BCP VI SBS ESC Holdco L.P., BTO NCR Holdings L.P., BTO NCR Holdings - ESC L.P., Blackstone NCR Holdco GP L.L.C., Blackstone Management Associates VI L.L.C., BMA VI L.L.C., BTO Holdings Manager L.L.C., Blackstone Tactical Opportunities Associates L.L.C., BTOA L.L.C., BCP VI Side-by-Side GP L.L.C., Blackstone Holdings III L.P., Blackstone Holdings III GP L.P., Blackstone Holdings III GP Management L.L.C., The Blackstone Group L.P., Blackstone Group Management L.L.C. and Stephen A. Schwarzman.
- (10)

- (Continued from footnote 10) As there are more than 10 joint filers for this report, a separate report has been filed for Blackstone NCR Holdco L.P., Blackstone BCP VI SBS ESC Holdco L.P., BTO NCR Holdings L.P., BTO NCR Holdings - ESC L.P., Blackstone NCR Holdco GP L.L.C., Blackstone Management Associates VI L.L.C., BMA VI L.L.C., BTO Holdings Manager L.L.C., Blackstone Tactical Opportunities Associates L.L.C. and BTOA L.L.C, which relates to the same transaction.
- (11)

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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