

NCR CORP  
Form 8-K  
April 30, 2012

**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): April 25, 2012

**NCR CORPORATION**

(Exact name of registrant as specified in its charter)

Commission File Number 001-00395

Maryland  
(State or other jurisdiction of

31-0387920  
(I.R.S. Employer

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incorporation or organization)

Identification No.)

**3097 Satellite Boulevard**

**Duluth, Georgia 30096**

(Address of principal executive offices and zip code)

**Registrant's telephone number, including area code: (937) 445-5000**

**N/A**

(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 (see General Instruction A.2 below):

- .. 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.**

(b) On April 25, 2012, the Board of Directors (the Board) of NCR Corporation (NCR) accepted the resignation of Quincy L. Allen of his positions as a member of the Board and as a member of the Audit Committee of the Board, effectively immediately. In accordance with NCR's Corporate Governance Guidelines, Mr. Allen had tendered his resignation in connection with a change in his business and professional affiliation and responsibilities.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

NCR held its Annual Meeting on April 25, 2012 (the Annual Meeting). Holders of an aggregate of 158,328,894 shares of NCR common stock at the close of business on February 14, 2012 were entitled to vote, of which 140,557,110 or 88.77% of the eligible voting shares were represented in person or by proxy. NCR's stockholders voted on three proposals at the Annual Meeting.

The final results for each of the matters submitted to a vote of NCR's stockholders at the Annual Meeting are as follows:

|                                | For         | Withheld   | Broker Non-Votes |
|--------------------------------|-------------|------------|------------------|
| Election of Class A Directors: |             |            |                  |
| William R. Nuti                | 124,178,046 | 2,439,339  | 13,939,725       |
| Gary J. Daichendt              | 115,748,315 | 10,869,070 | 13,939,725       |
| Robert P. DeRodes              | 115,726,790 | 10,890,595 | 13,939,725       |

All three directors were re-elected to serve three-year terms expiring at the NCR 2015 Annual Meeting of Stockholders.

|  | For         | Against | Abstentions | Broker Non-Votes |
|--|-------------|---------|-------------|------------------|
| Ratify the appointment of PricewaterhouseCoopers LLP as independent registered public accounting firm for 2012 | 139,743,986 | 684,323 | 128,801     | 0                |

|  | For:        | Against:   | Abstention | Broker Non-Votes |
|--|-------------|------------|------------|------------------|
| Approve, on a non-binding advisory basis, executive compensation | 100,510,229 | 25,613,360 | 493,796    | 13,939,725       |

**SIGNATURE**

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.

**NCR Corporation**

Dated: April 30, 2012

By: /s/ Jennifer M. Daniels  
Jennifer M. Daniels  
Senior Vice President, General Counsel and Secretary