

NCR CORP
Form DEFA14A
April 21, 2016

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):

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:

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(3) Filing Party:

(4) Date Filed:

2016 ANNUAL MEETING OF STOCKHOLDERS

NOTICE OF ADJOURNMENT

April 21, 2016

Dear Fellow Stockholder:

I write to inform you that at yesterday's NCR Corporation (the Company) 2016 Annual Meeting of Stockholders, the meeting was adjourned with respect to the proposal to amend and restate the charter of the Company to eliminate the classification of the Board of Directors of the Company and provide for annual elections of all directors elected at or after the 2017 annual meeting of stockholders.

This proposal received a substantial favorable vote at the meeting (greater than 99% of votes cast), but did not receive the vote required for approval under the Company's charter, which is 80% of the voting power of all shares of outstanding stock entitled to vote generally in the election of directors. 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, April 28, 2016, at 9:00 a.m. Eastern Time.

- WE HAVE NOT YET RECEIVED YOUR VOTE ON THIS PROPOSAL -

As of this writing, our records indicate that your vote on this proposal has not been received. Your vote is very important! Regardless of the number of shares you own, we urge you to vote your shares on this proposal immediately. The NCR Board recommends a vote **FOR this proposal, as a matter of good corporate governance, and has extended the voting period accordingly.**

Included with this communication is a new proxy card, with control number, to vote your shares on this proposal. Because of the short time period for additional solicitation, we urge holders to follow the instructions on their proxy cards and to vote their shares by telephone or Internet now.

Please note that while the telephone and Internet voting systems may still appear to accept votes on the election of directors and each of the other business proposals that were before the meeting yesterday, voting on all matters other than the declassification proposal has been closed, and no further votes on those matters will be counted.

If you have questions or need assistance, please call our proxy solicitor, Georgeson LLC, toll-free at 1-800-261-1047.

On behalf of the Board of Directors, we thank you for attention to this matter and look forward to receiving your vote.

Sincerely,

William R. Nuti

Chairman of the Board

Chief Executive Officer and President