

NCR CORP  
Form 8-K  
December 06, 2013

**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): December 5, 2013**

**NCR CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Commission File Number 001-00395**

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

**31-0387920**  
**(I.R.S. Employer**  
**Identification No.)**

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**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 8.01 Other Events**

On December 5, 2013, NCR Corporation, a Maryland Corporation (the Company), issued a press release announcing the pricing of an offering by NCR Escrow Corp., a newly formed Delaware corporation and wholly owned subsidiary of the Company, of \$400 million aggregate principal amount of 5.875% senior notes due 2021 (the 2021 Notes), and \$700 million aggregate principal amount of 6.375% senior notes due 2023 (the 2023 Notes and, together with the 2021 Notes, the Notes) at a price of 100.000% of the principal amount of each series of Notes, respectively, which resulted in gross proceeds of \$1,100 million.

The offering is expected to close on December 19, 2013, subject to customary closing conditions.

NCR Escrow Corp. will initially deposit the net proceeds from the offering into a segregated escrow account. The Company intends to use the net proceeds from the offering, together with cash, incremental term loans and additional borrowings under the Company's revolving credit facility, to finance the previously announced acquisition of Digital Insight Corporation (Digital Insight) through a merger with Fandango Holdings Corporation, the parent of Digital Insight (the Acquisition). At the time of the closing of the Acquisition, (1) NCR Escrow Corp. will merge with and into the Company, with the Company continuing as the surviving corporation, (2) the Company will assume all of NCR Escrow Corp.'s obligations under the Notes and the related indentures (the Assumption) and (3) subject to the satisfaction of certain other conditions, the net proceeds from the offering will be released from the escrow account to the Company. If the Acquisition is not consummated, NCR Escrow Corp. will be required to redeem each series of Notes at a redemption price equal to 100% of the principal amount of such series of Notes, plus accrued and unpaid interest to, but excluding, the redemption date.

Prior to the Assumption, the Notes will not be guaranteed by the Company or any of its subsidiaries. Following the Assumption, the Notes will be senior unsecured obligations of the Company and will be guaranteed by NCR International Inc., a Delaware corporation, and Radiant Systems, Inc., a Georgia corporation.

A copy of the press release is attached hereto as Exhibit 99.1 and hereby incorporated by reference.

The Notes and the related subsidiary guarantees have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated December 5, 2013.

**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.

**NCR CORPORATION**

Date: December 5, 2013

By: /s/ Robert P. Fishman  
Robert P. Fishman  
Senior Vice President and Chief Financial Officer

**Index to Exhibits**

The following exhibit is attached with this current report on Form 8-K:

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release dated December 5, 2013.