

DIEBOLD NIXDORF, Inc  
 Form 4  
 February 16, 2017

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Mattes Andreas W

2. Issuer Name and Ticker or Trading Symbol  
 DIEBOLD NIXDORF, Inc [DBD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O DIEBOLD NIXDORF, INCORPORATED, 5995 MAYFAIR ROAD

3. Date of Earliest Transaction (Month/Day/Year)  
 02/14/2017

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

NORTH CANTON, OH 44720

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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)
				(A) or (D)	Price		
Common Shares	02/14/2017		A	48,466 <sup>(1)</sup>	\$ 29.25	215,713 <sup>(2)</sup>	D
Common Shares	02/14/2017		F	23,696 <sup>(1)</sup>	\$ 29.25	192,017 <sup>(2)</sup>	D
Common Shares	02/14/2017		A	30,471 <sup>(3)</sup>	\$ 29.25	222,488 <sup>(2)</sup>	D
Common Shares	02/14/2017		F	14,898 <sup>(3)</sup>	\$ 29.25	207,590 <sup>(2)</sup>	D

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

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(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 Number of Shares
Non-Qualified Stock Option <u>(4)</u>	\$ 31.92					06/06/2014	06/05/2023	Common Stock	98,082
Non-Qualified Stock Option <u>(4)</u>	\$ 34.13					02/12/2015	02/11/2024	Common Stock	154,760
Non-Qualified Stock Option <u>(4)</u>	\$ 32.33					02/05/2016	02/04/2025	Common Shares	200,000
Non-Qualified Stock Option <u>(4)</u>	\$ 27.39					02/03/2017	02/02/2026	Common Shares	200,000
Non-Qualified Stock Options <u>(4)</u>	\$ 26.6					02/08/2018	02/07/2027	Common Shares	200,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mattes Andreas W C/O DIEBOLD NIXDORF, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720	X		CEO	

## Signatures

Mary M. Swann, Attorney-in-Fact for Andreas W.  
Mattes

02/16/2017

\_\_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) Reflects delivery of shares earned under the 2015-2016 performance-based deferred shares award and withholding of shares pursuant to tax withholding right.
- (2) Number includes restricted stock units.
- (3) Reflects delivery of shares earned under the 2015-2016 Transformation Grant and withholding of shares pursuant to tax withholding right.
- (4) Granted under the 1991 Equity and Performance Incentive Plan; option is generally exercisable in annual increments of 1/3, 1/3, 1/3 beginning one year from the date of grant.

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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