

NCR CORP  
Form 3  
December 11, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 *        |  | 2. Date of Event Requiring Statement          | 3. Issuer Name <b>and</b> Ticker or Trading Symbol          |  |
| Â Blackstone Holdings III L.P.                   |  | (Month/Day/Year)                              | NCR CORP [NCR]  |  |
| (Last)   | (First)  | (Middle)                                      | 12/04/2015  |  |
| C/O THE BLACKSTONE GROUP L.P., Â 345 PARK AVENUE |  |   | 4. Relationship of Reporting Person(s) to Issuer            | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)   | (Check all applicable)   |   |   |  |
|  | <input type="checkbox"/> Director  | <input checked="" type="checkbox"/> 10% Owner |   |  |
|  | <input type="checkbox"/> Officer   | <input type="checkbox"/> Other                | 6. Individual or Joint/Group Filing(Check Applicable Line)  |  |
|  | (give title below) (specify below)   |   | <input type="checkbox"/> Form filed by One Reporting Person |  |
| NEW YORK, Â NY Â 10154                           | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |   |   |  |
| (City)   | (State)  | (Zip)   |   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |  |  |
|---|---|--|--|--|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of                                  |  |

|                                      |       |       |              | Shares  |           | or Indirect<br>(1)<br>(Instr. 5) |  |
|--------------------------------------|-------|-------|--------------|---------|-----------|----------------------------------|--|
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 610,866 | \$ 30 (1) | I                                | See Footnotes (2)<br>(6) (7) (8) (9) (10) (11) |
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 1,213   | \$ 30 (1) | I                                | See Footnotes (3)<br>(6) (7) (8) (9) (10) (11) |
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 207,195 | \$ 30 (1) | I                                | See Footnotes (4)<br>(6) (7) (8) (9) (10) (11) |
| Series A Convertible Preferred Stock | Â (1) | Â (1) | Common Stock | 726     | \$ 30 (1) | I                                | See Footnotes (5)<br>(6) (7) (8) (9) (10) (11) |

## Reporting Owners

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

## 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 | 12/11/2015 |
| __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  | 12/11/2015 |
| __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   | 12/11/2015 |
| __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  | 12/11/2015 |
| __Signature of Reporting Person   | Date       |
| BLACKSTONE GROUP MANAGEMENT L.L.C., By: /s/ John G. Finley, Name: John G. Finley, Title: Chief Legal Officer  | 12/11/2015 |
| __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   | 12/11/2015 |
| __Signature of Reporting Person   | Date       |
| STEPHEN A. SCHWARZMAN, By: /s/ Stephen A. Schwarzman, Name: Stephen A. Schwarzman   | 12/11/2015 |
| __Signature of Reporting Person   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The number of shares of common stock of NCR Corporation (the "Issuer"), having par value of \$0.01 per share (the "Common Stock"), deliverable upon conversion of each share of Series A Convertible Preferred Stock, par value \$0.01 per share (the "Preferred Stock"), is equal to 33.333 shares, subject to customary anti-dilution and other adjustments. The Preferred Stock is convertible at any time and has no expiration date. The Issuer may mandatorily convert the Preferred Stock into Common Stock after December 4, 2018, if certain conditions are met.
  - (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").
  - (6) 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.
  - (7)

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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.

- (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. 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.,
- (10)

- (11) (Continued from Footnote 10) Blackstone Tactical Opportunities Associates L.L.C. and BTOA L.L.C., which relates to the same transaction.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.