



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

February 18, 2016

John Chevedden

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Re: NCR Corporation

Dear Mr. Chevedden:

This is in regard to your letters dated January 6, 2016, January 15, 2016, January 24, 2016, January 25, 2016, January 29, 2016 and January 30, 2016 concerning the shareholder proposal submitted by Myra K. Young for inclusion in NCR's proxy materials for its upcoming annual meeting of security holders. On January 6, 2016, we issued our response expressing our informal view that NCR could exclude the proposal from its proxy materials for its upcoming annual meeting. You have asked us to reconsider our position.

We received a letter dated February 17, 2016 from NCR stating that it has agreed to include the proposal in its proxy materials for its upcoming annual meeting and that it therefore withdraws its December 18, 2015 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Copies of all of the correspondence related to this matter will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Matt S. McNair  
Senior Special Counsel

cc: Kimberley S. Drexler  
Cravath, Swaine & Moore LLP  
kdrexler@cravath.com

# CRAVATH, SWAINE & MOORE LLP

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825 EIGHTH AVENUE  
NEW YORK, NY 10019-7475

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WRITER'S DIRECT DIAL NUMBER  
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WRITER'S EMAIL ADDRESS  
kdrexler@cravath.com

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DANIEL L. MOSLEY  
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KEVIN J. GREHAN  
C. ALLEN PARKER  
SUSAN WEBSTER  
DAVID MERCADO  
ROWAN D. WILSON  
CHRISTINE A. VARNEY  
PETER T. BARBUR  
SANDRA C. GOLDSTEIN  
THOMAS G. RAFFERTY  
MICHAEL S. GOLDMAN  
RICHARD HALL  
JULIE A. NORTH  
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ROBERT I. TOWNSEND, III  
WILLIAM J. WHELAN, III  
SCOTT A. BARSHAY  
PHILIP J. BOECKMAN  
ROGER G. BROOKS  
WILLIAM V. FOGG  
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RICHARD J. STARK  
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DAVID R. MARRIOTT  
MICHAEL A. PASKIN  
ANDREW J. PITTS  
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GEORGE A. STEPHANAKIS  
DARIN P. MCATEE  
GARY A. BORNSTEIN  
TIMOTHY G. CAMERON  
KARIN A. DEMASI  
LIZABETHANN R. EISEN  
DAVID S. FINKELSTEIN

DAVID GREENWALD  
RACHEL G. SKAISTIS  
PAUL H. ZUMBRO  
JOEL F. HEROLD  
ERIC W. HILFERS  
GEORGE F. SCHOEN  
ERIK R. TAVZEL  
CRAIG F. ARCELLA  
TEENA-ANN V. SANKOORIKAL  
ANDREW R. THOMPSON  
DAMIEN R. ZOUBEK  
LAUREN ANGELILLI  
TATIANA LAPUSHCHIK  
ERIC L. SCHIELE  
ALYSSA K. CAPLES  
JENNIFER S. CONWAY  
MINH VAN NGO  
KEVIN J. ORSINI  
MATTHEW MORREALE  
JOHN D. BURETTA  
J. WESLEY EARNHARDT  
YONATAN EVEN  
BENJAMIN GRUNSTEIN  
JOSEPH D. ZAVAGLIA  
STEPHEN M. KESSING

LAUREN A. MOSKOWITZ  
DAVID J. PERKINS  
JOHNNY G. SKUMPIJA  
J. LEONARD TETI, II  
D. SCOTT BENNETT  
TING S. CHEN  
CHRISTOPHER K. FARGO  
KENNETH C. HALCOM  
DAVID M. STUART  
JONATHAN L. DAVIS  
AARON M. GRUBER  
O. KEITH HALLAM, III  
OMID H. NASAB  
DAMARIS HERNÁNDEZ  
JONATHAN J. KATZ

SPECIAL COUNSEL  
SAMUEL C. BUTLER  
GEORGE J. GILLESPIE, III

OF COUNSEL  
MICHAEL L. SCHLER

February 17, 2016

NCR Corporation  
Shareholder Proposal of Myra K. Young  
Securities Exchange Act of 1934—Rule 14a-8

Dear Ladies and Gentlemen:

On behalf of our client, NCR Corporation, a Maryland corporation (“NCR” or the “Company”), we write in response to a letter dated January 30, 2016 (the “January 30, 2016 Letter”), that was sent by Mr. John Chevedden to the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission in which he requested that the Staff reconsider and reverse its position set forth in the no action letter it granted NCR on January 6, 2016.

On NCR’s behalf, we had requested no action relief from the Staff in a letter dated December 18, 2015 (the “December 18, 2015 Letter”). In that letter, we advised you, in accordance with Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended, of NCR’s intention to exclude from its proxy statement and form of proxy for its 2016 Annual Meeting of Stockholders a shareholder proposal and related supporting statement, dated October 19, 2015 (collectively, the “Proposal”) submitted by Myra K. Young, because NCR believed that the Proponent had failed to provide adequate proof of ownership to satisfy Rule 14a-8(b).

Upon further consideration, and on the basis of information that the Company learned after receiving the January 30, 2016 Letter, NCR has determined to withdraw the December 18, 2015 Letter and intends to include the Proposal in its 2016 Proxy Materials.

If the Staff has any questions with respect to this matter, please contact me at (212) 474-1434. I would appreciate your sending any response via email to me at [kdrexler@cravath.com](mailto:kdrexler@cravath.com) as well as to NCR, attention of Justin Heineman, Law Vice President and Chief Corporate Counsel, at [justin.heineman@ncr.com](mailto:justin.heineman@ncr.com).

Sincerely,

/s/ Kimberley S. Drexler

Kimberley S. Drexler

Office of Chief Counsel  
 Division of Corporation Finance  
 Securities and Exchange Commission  
 100 F Street, NE  
 Washington, DC 20549

VIA EMAIL: [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)

Copy to:

Edward Gallagher  
 Senior Vice President, General Counsel and Secretary  
 NCR Corporation  
 7 World Trade Center  
 250 Greenwich Street  
 New York, New York 10007

VIA EMAIL: [edward.gallagher@ncr.com](mailto:edward.gallagher@ncr.com)

Justin Heineman  
 Law Vice President and Chief Corporate Counsel  
 NCR Corporation  
 3097 Satellite Boulevard  
 Duluth, Georgia 30096

VIA EMAIL: [justin.heineman@ncr.com](mailto:justin.heineman@ncr.com)

Myra K. Young

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

VIA FEDERAL EXPRESS

Mr. John Chevedden

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

VIA EMAIL: \*\*\*FISMA & OMB Memorandum M-07-16\*\*\*  
 VIA FEDERAL EXPRESS

**JOHN CHEVEDDEN**

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

January 30, 2016

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**# 8 Rule 14a-8 Proposal**  
**Request for Reconsideration**  
**NCR Corporation (NCR)**  
**Proxy Access**  
**Myra K. Young**

Ladies and Gentlemen:

This is to request that the Staff of the Division reconsider and reverse its position set forth in *NCR Corporation* (January 6, 2016).

The company apparently received the attached verification of stock ownership that was forwarded to the company on November 12, 2015.

The company has not contested the additional notice of this documentation that was forward to the Office of Chief Counsel and the company on January 6, 2016.

An October 29, 2015 company email said to contact Gavin Bell at [gavin.bell@ncr.com](mailto:gavin.bell@ncr.com) <<mailto:gavin.bell@ncr.com>>

----- Forwarded Message

From: "Krumme, Tracy" <[Tracy.Krumme@ncr.com](mailto:Tracy.Krumme@ncr.com)>

Date: Thu, 29 Oct 2015 17:42:36 +0000

To: John Chevedden

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Subject: Automatic reply: Rule 14a-8 Proposal (NCR)``

I am no longer with NCR Corporation. Please contact Gavin Bell at [gavin.bell@ncr.com](mailto:gavin.bell@ncr.com) <<mailto:gavin.bell@ncr.com>> with any NCR matters you would normally direct to me.

Best wishes,

Tracy Krumme

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2016 proxy.

Sincerely,



John Chevedden

cc: Myra K. Young

Gavin Bell <[gavin.bell@ncr.com](mailto:gavin.bell@ncr.com)>

Kimberley S. Drexler <[kdrexler@cravath.com](mailto:kdrexler@cravath.com)>

----- Forwarded Message

From: "Krumme, Tracy" <Tracy.Krumme@ncr.com>

Date: Thu, 29 Oct 2015 17:42:36 +0000

To: John Chevedden

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Subject: Automatic reply: Rule 14a-8 Proposal (NCR)''

I am no longer with NCR Corporation. Please contact Gavin Bell at [gavin.bell@ncr.com](mailto:gavin.bell@ncr.com) <<mailto:gavin.bell@ncr.com>> with any NCR matters you would normally direct to me.

Best wishes,

Tracy Krumme

JOHN CHEVEDDEN

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

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January 6, 2016

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**# 3 Rule 14a-8 Proposal**  
**NCR Corporation (NCR)**  
**Proxy Access**  
**Myra K. Young**

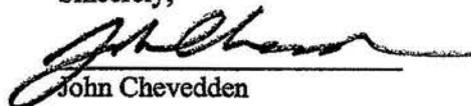
Ladies and Gentlemen:

This is in regard to the December 18, 2015 no-action request.

The attached verification of stock ownership (2-page attachment) was forwarded to the company on November 12, 2015.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2016 proxy.

Sincerely,

  
John Chevedden

cc: Myra K. Young

Gavin Bell <gavin.bell@ncr.com>

----- Forwarded Message

From: John Chevedden

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Date: Thu, 12 Nov 2015 13:55:55 -0800

To: Bridget Boyle <bridget.boyle@ncr.com>

Cc: Gavin Bell <gavin.bell@ncr.com>

Conversation: Rule 14a-8 Proposal (NCR) blb

Subject: Rule 14a-8 Proposal (NCR) blb

Dear Mr. Gallagher,

Please see the attached broker letter.

Sincerely,

John Chevedden

----- End of Forwarded Message



11/12/2015

Myra Young

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Re: Your TD Ameritrade Account Ending in ~~XXXX~~ MA & OMB Memorandum M-07-16\*\*\*

Dear Myra Young,

Thank you for allowing me to assist you today. Pursuant to your request, this letter is to confirm that as of the date of this letter, Myra K. Young held, and had held continuously for at least thirteen months, 100 shares of NCR Corporation (NCR) Common stock in her account ending in ~~XXXX~~ MA & OMB Memorandum M-07-16\*\*\* at TD Ameritrade. The DTC clearinghouse number for TD Ameritrade is 0188.

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Megan Aarons  
Resource Specialist  
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

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**JOHN CHEVEDDEN**

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

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January 29, 2016

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**# 7 Rule 14a-8 Proposal**  
**Request for Reconsideration**  
**NCR Corporation (NCR)**  
**Proxy Access**  
**Myra K. Young**

Ladies and Gentlemen:

This is to request that the Staff of the Division reconsider and reverse its position set forth in *NCR Corporation* (January 6, 2016).

The company apparently received the attached verification of stock ownership that was forwarded to the company on November 12, 2015.

The company has not contested the additional notice of this documentation that was forward to the Office of Chief Counsel and the company on January 6, 2016.

An October 29, 2015 company email said to contact Gavin Bell at [gavin.bell@ncr.com](mailto:gavin.bell@ncr.com) <<mailto:gavin.bell@ncr.com>>

----- Forwarded Message

From: "Krumme, Tracy" <[Tracy.Krumme@ncr.com](mailto:Tracy.Krumme@ncr.com)>

Date: Thu, 29 Oct 2015 17:42:36 +0000

To: John Chevedden \*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Subject: Automatic reply: Rule 14a-8 Proposal (NCR)`

I am no longer with NCR Corporation. Please contact Gavin Bell at [gavin.bell@ncr.com](mailto:gavin.bell@ncr.com) <<mailto:gavin.bell@ncr.com>> with any NCR matters you would normally direct to me.

Best wishes,

Tracy Krumme

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2016 proxy.

Sincerely,



John Chevedden

cc: Myra K. Young

Gavin Bell <[gavin.bell@ncr.com](mailto:gavin.bell@ncr.com)>

Kimberley S. Drexler <[kdrexler@cravath.com](mailto:kdrexler@cravath.com)>

----- Forwarded Message

From: "Krumme, Tracy" <Tracy.Krumme@ncr.com>

Date: Thu, 29 Oct 2015 17:42:36 +0000

To: John Chevedden \*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Subject: Automatic reply: Rule 14a-8 Proposal (NCR)`

I am no longer with NCR Corporation. Please contact Gavin Bell at [gavin.bell@ncr.com](mailto:gavin.bell@ncr.com) <<mailto:gavin.bell@ncr.com>> with any NCR matters you would normally direct to me.

Best wishes,

Tracy Krumme

January 25, 2016

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**# 6 Rule 14a-8 Proposal**  
**Request for Reconsideration**  
**NCR Corporation (NCR)**  
**Proxy Access**  
**Myra K. Young**

Ladies and Gentlemen:

This is to request that the Staff of the Division reconsider and reverse its position set forth in *NCR Corporation* (January 6, 2016).

The company apparently received the attached verification of stock ownership that was forwarded to the company on November 12, 2015.

The company has not contested the additional notice of this documentation that was forward to the Office of Chief Counsel and the company on January 6, 2016.

An October 29, 2015 company email said to contact Gavin Bell at [gavin.bell@ncr.com](mailto:gavin.bell@ncr.com) <<mailto:gavin.bell@ncr.com>>

----- Forwarded Message

From: "Krumme, Tracy" <[Tracy.Krumme@ncr.com](mailto:Tracy.Krumme@ncr.com)>

Date: Thu, 29 Oct 2015 17:42:36 +0000

To: John Chevedden

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Subject: Automatic reply: Rule 14a-8 Proposal (NCR)``

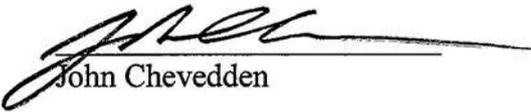
I am no longer with NCR Corporation. Please contact Gavin Bell at [gavin.bell@ncr.com](mailto:gavin.bell@ncr.com) <<mailto:gavin.bell@ncr.com>> with any NCR matters you would normally direct to me.

Best wishes,

Tracy Krumme

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2016 proxy.

Sincerely,



John Chevedden

cc: Myra K. Young

Gavin Bell <gavin.bell@ncr.com>

----- Forwarded Message

From: "Krumme, Tracy" <Tracy.Krumme@ncr.com>

Date: Thu, 29 Oct 2015 17:42:36 +0000

To: John Chevedden \*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Subject: Automatic reply: Rule 14a-8 Proposal (NCR)``

I am no longer with NCR Corporation. Please contact Gavin Bell at [gavin.bell@ncr.com](mailto:gavin.bell@ncr.com) <<mailto:gavin.bell@ncr.com>> with any NCR matters you would normally direct to me.

Best wishes,

Tracy Krumme

**JOHN CHEVEDDEN**

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

January 6, 2016

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**# 3 Rule 14a-8 Proposal**  
**NCR Corporation (NCR)**  
**Proxy Access**  
**Myra K. Young**

Ladies and Gentlemen:

This is in regard to the December 18, 2015 no-action request.

The attached verification of stock ownership (2-page attachment) was forwarded to the company on November 12, 2015.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2016 proxy.

Sincerely,

  
John Chevedden

cc: Myra K. Young

Gavin Bell <gavin.bell@ncr.com>

----- Forwarded Message

From: John Chevedden

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Date: Thu, 12 Nov 2015 13:55:55 -0800

To: Bridget Boyle <bridget.boyle@ncr.com>

Cc: Gavin Bell <gavin.bell@ncr.com>

Conversation: Rule 14a-8 Proposal (NCR) blb

Subject: Rule 14a-8 Proposal (NCR) blb

Dear Mr. Gallagher,

Please see the attached broker letter.

Sincerely,

John Chevedden

----- End of Forwarded Message



11/12/2015

Myra Young

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Re: Your TD Ameritrade Account Ending in \*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Dear Myra Young,

Thank you for allowing me to assist you today. Pursuant to your request, this letter is to confirm that as of the date of this letter, Myra K. Young held, and had held continuously for at least thirteen months, 100 shares of NCR Corporation (NCR) Common stock in her account ending in \*\*\*FISMA & OMB Memorandum M-07-16\*\*\* at TD Ameritrade. The DTC clearinghouse number for TD Ameritrade is 0188.

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Megan Aaronson  
Resource Specialist  
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

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**JOHN CHEVEDDEN**

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

January 24, 2016

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**# 5 Rule 14a-8 Proposal  
Request for Reconsideration  
NCR Corporation (NCR)  
Proxy Access  
Myra K. Young**

Ladies and Gentlemen:

This is to request that the Staff of the Division reconsider and reverse its position set forth in NCR Corporation (January 6, 2016).

The company apparently received the attached verification of stock ownership (2-page attachment) that was forwarded to the company on November 12, 2015.

The company has not contested the additional notice of this documentation that was forward to the Office of Chief Counsel and the company on January 6, 2016.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2016 proxy.

Sincerely,



John Chevedden

cc: Myra K. Young

Gavin Bell <gavin.bell@ncr.com>

**JOHN CHEVEDDEN**

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

---

January 6, 2016

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**# 3 Rule 14a-8 Proposal**  
**NCR Corporation (NCR)**  
**Proxy Access**  
**Myra K. Young**

Ladies and Gentlemen:

This is in regard to the December 18, 2015 no-action request.

The attached verification of stock ownership (2-page attachment) was forwarded to the company on November 12, 2015.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2016 proxy.

Sincerely,

  
John Chevedden

cc: Myra K. Young

Gavin Bell <gavin.bell@ncr.com>

----- Forwarded Message

From: John Chevedden \*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Date: Thu, 12 Nov 2015 13:55:55 -0800

To: Bridget Boyle <bridget.boyle@ncr.com>

Cc: Gavin Bell <gavin.bell@ncr.com>

Conversation: Rule 14a-8 Proposal (NCR) blb

Subject: Rule 14a-8 Proposal (NCR) blb

Dear Mr. Gallagher,

Please see the attached broker letter.

Sincerely,

John Chevedden

----- End of Forwarded Message



11/12/2015

Myra Young

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Re: Your TD Ameritrade Account Ending in MA & OMB Memorandum M-07-16\*\*\*

Dear Myra Young,

Thank you for allowing me to assist you today. Pursuant to your request, this letter is to confirm that as of the date of this letter, Myra K. Young held, and had held continuously for at least thirteen months, 100 shares of NCR Corporation (NCR) Common stock in her account ending in MA & OMB Memorandum M-07-16\*\*\* at TD Ameritrade. The DTC clearinghouse number for TD Ameritrade is 0188.

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Megan Aarons  
Resource Specialist  
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

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**JOHN CHEVEDDEN**

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

January 15, 2016

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**# 4 Rule 14a-8 Proposal**  
**NCR Corporation (NCR)**  
**Proxy Access**  
**Myra K. Young**

Ladies and Gentlemen:

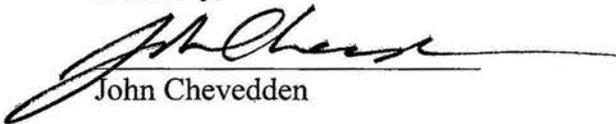
This is in regard to the December 18, 2015 no-action request.

The company apparently received the attached verification of stock ownership (2-page attachment) that was forwarded to the company on November 12, 2015.

The company has not contested the additional notice of this documentation that was forward to the Office of Chief Counsel and the company 9-days ago.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2016 proxy.

Sincerely,



John Chevedden

cc: Myra K. Young

Gavin Bell <gavin.bell@ncr.com>

----- Forwarded Message

From: John Chevedden

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Date: Thu, 12 Nov 2015 13:55:55 -0800

To: Bridget Boyle <bridget.boyle@ncr.com>

Cc: Gavin Bell <gavin.bell@ncr.com>

Conversation: Rule 14a-8 Proposal (NCR) blb

Subject: Rule 14a-8 Proposal (NCR) blb

Dear Mr. Gallagher,

Please see the attached broker letter.

Sincerely,

John Chevedden

----- End of Forwarded Message



11/12/2015

Myra Young

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Re: Your TD Ameritrade Account Finding OMB Memorandum M-07-16\*\*\*

Dear Myra Young,

Thank you for allowing me to assist you today. Pursuant to your request, this letter is to confirm that as of the date of this letter, Myra K. Young held, and had held continuously for at least thirteen months, 100 shares of NCR Corporation (NCR) Common stock in her account opening at TD Ameritrade. The DTC clearinghouse number for TD Ameritrade is 0188.

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Megan Aarons  
Resource Specialist  
TD Ameritrade

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**JOHN CHEVEDDEN**

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

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January 6, 2016

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**# 3 Rule 14a-8 Proposal**  
**NCR Corporation (NCR)**  
**Proxy Access**  
**Myra K. Young**

Ladies and Gentlemen:

This is in regard to the December 18, 2015 no-action request.

The attached verification of stock ownership (2-page attachment) was forwarded to the company on November 12, 2015.

This is to request that the Securities and Exchange Commission allow this resolution to stand and be voted upon in the 2016 proxy.

Sincerely,

  
John Chevedden

cc: Myra K. Young

Gavin Bell <gavin.bell@ncr.com>

----- Forwarded Message

From: John Chevedden

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Date: Thu, 12 Nov 2015 13:55:55 -0800

To: Bridget Boyle <bridget.boyle@ncr.com>

Cc: Gavin Bell <gavin.bell@ncr.com>

Conversation: Rule 14a-8 Proposal (NCR) blb

Subject: Rule 14a-8 Proposal (NCR) blb

Dear Mr. Gallagher,

Please see the attached broker letter.

Sincerely,

John Chevedden

----- End of Forwarded Message



11/12/2015

Myra Young

\*\*\*FISMA & OMB Memorandum M-07-16\*\*\*

Re: Your TD Ameritrade Account\* Ending in OMB Memorandum M-07-16\*\*\*

Dear Myra Young,

Thank you for allowing me to assist you today. Pursuant to your request, this letter is to confirm that as of the date of this letter, Myra K. Young held, and had held continuously for at least thirteen months, 100 shares of NCR Corporation (NCR) Common stock in her account ending in at TD Ameritrade. The DTC clearinghouse number for TD Ameritrade is 0188. OMB Memorandum M-07-16\*\*\*

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Megan Aaronson  
Resource Specialist  
TD Ameritrade

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