

NCR CORP  
Form 8-K  
January 28, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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): January 27, 2009**

**NCR CORPORATION**

**(Exact Name of Registrant Specified in Charter)**

**Commission File Number 001-00395**

**Maryland**  
**(State or Other Jurisdiction)**

**31-0387920**  
**(I.R.S. Employer)**

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of Incorporation)

Identification No.)

1700 S. Patterson Blvd.

Dayton, Ohio 45479

(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:

- .. 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

*Departure of Named Executive Officer*

On Tuesday, January 27, 2009, Malcolm Collins resigned from his position with NCR Limited (the Company), a wholly-owned subsidiary of NCR Corporation, as Senior Vice President, Global Sales and Marketing. In connection with the resignation, the Company, its affiliates, and Mr. Collins entered into a confidential Compromise Agreement on January 27, 2009. The material terms of such agreement, which is based on U.K. law and standard practices in the U.K. where Mr. Collins resides, provide: (i) Mr. Collins will remain employed by the Company until February 28, 2009 (the Termination Date), and will be available as-needed from February 1, 2009 through March 31, 2009, to assist with transitioning his duties; (ii) within ten days of the Termination Date, the Company will pay Mr. Collins the amount of £123,133, which represents three months of base salary and three months of the pro-rated 2009 target bonus under the Company's Management Incentive Plan; (iii) within twenty-eight days of the Termination Date, the Company will pay to Mr. Collins the sum of £169,675 for loss of employment, £173,762, for the amount Mr. Collins would have earned in 2008 based on actual performance under the Company's Management Incentive Plan, and £30,000 for Mr. Collins's agreement to certain confidentiality and post-termination restrictions; (iv) if Mr. Collins were to breach the terms of such confidentiality and post-termination restrictions, Mr. Collins would be required to repay to the Company the amount representing payment for loss of employment; and (v) the Company will provide private medical insurance benefits to Mr. Collins and his dependents for a period of up to one year.

**SIGNATURE**

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**

Dated: January 27, 2009

By: /s/ Nelson F. Greene  
Nelson F. Greene  
Assistant Secretary