

DIEBOLD NIXDORF, Inc
Form DEFA14A
March 13, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A

(RULE 14A-101)

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities

Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to 240.14a-12

Diebold Nixdorf, Incorporated
(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:

- (2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right* to Vote *****

**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on April 26, 2017.**

Meeting Information

DIEBOLD NIXDORF, INCORPORATED

Meeting Type: Annual Meeting

For holders as of: February 27, 2017

Date: April 26, 2017 **Time:** 11:30 AM EDT

Location: Courtyard Marriott
4375 Metro Circle NW
North Canton, OH 44720

*DIEBOLD NIXDORF,
INCORPORATED*

5995 MAYFAIR ROAD

P.O. BOX 3077

NORTH CANTON, OH 44720-8077

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.



See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

ANNUAL REPORT

NOTICE & PROXY STATEMENT

FORM OF PROXY

How to View Online:

Have the information that is printed in the box marked by the arrow (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents or the documents for future meetings, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET*: www.proxyvote.com
- 2) *BY TELEPHONE*: 1-800-579-1639
- 3) *BY E-MAIL**: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before April 12, 2017 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares. If you are planning to attend the meeting, directions to the meeting location are included on the back page of the Proxy Statement.

Vote By Internet: To vote now by Internet, go to *www.proxyvote.com*. Have the information that is printed in the box marked by the arrow (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends you vote FOR each of the following nominees:

1. Election of Directors

Nominees:

- | | |
|-------------------------|----------------------------|
| 01) Patrick W. Allender | 08) Andreas W. Mattes |
| 02) Phillip R. Cox | 09) Robert S. Prather, Jr. |
| 03) Richard L. Crandall | 10) Rajesh K. Soin |
| 04) Alexander Dibelius | 11) Henry D.G. Wallace |
| 05) Dieter W. Düsedau | 12) Alan J. Weber |
| 06) Gale S. Fitzgerald | 13) Jürgen Wunram |
| 07) Gary G. Greenfield | |

The Board of Directors recommends you vote FOR proposals 2-6:

2. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for the year ending December 31, 2017
3. To approve, on an advisory basis, named executive officer compensation
4. To approve the Diebold Nixdorf, Incorporated 2017 Equity and Performance Incentive Plan
5. To approve an amendment to our Amended Articles of Incorporation to implement a majority voting standard in uncontested director elections
6. To approve an amendment to our Amended Articles of Incorporation to eliminate cumulative voting in director elections

The Board of Directors recommends you vote 1 YEAR on the following proposal:

7. To cast an advisory vote on the frequency of the shareholder advisory vote on named executive officer compensation

