

NCR CORP  
Form DEFA14A  
March 10, 2009

OMB APPROVAL  
OMB Number: 3235-0059  
Expires: January 31, 2008  
Estimated average burden  
hours per response 14

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

**SCHEDULE 14A**

**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

**NCR CORPORATION**

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(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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 the transaction applies:

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

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(3) Per unit price or other underlying value of the 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):

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(4) Proposed maximum aggregate value of the transaction:

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(5) Total fee paid:

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.. 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:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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*NCR CORPORATION*

Stockholder Meeting to be held on April 22, 2009

**\*\* IMPORTANT NOTICE \*\***

Proxy Materials Available

**Regarding the Availability of Proxy Materials**

You are receiving this communication because you hold shares in the above company, and the materials you should review before you cast your vote are now available.

Notice and Proxy Statement  
Annual Report on Form 10-K

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

**PROXY MATERIALS - VIEW OR RECEIVE**

You can choose to view the materials online or receive a paper or e-mail copy. There is NO charge for requesting a copy. Requests, instructions and other inquiries will NOT be forwarded to your investment advisor.

To facilitate timely delivery please make the request as instructed below on or before April 8, 2009.

NCR CORPORATION

1700 S. PATTERSON BOULEVARD

DAYTON, OH 45479

**HOW TO VIEW MATERIALS VIA THE INTERNET**

Have the 12 Digit Control Number available and visit:  
[www.proxyvote.com](http://www.proxyvote.com)

**HOW TO REQUEST A COPY OF MATERIALS**

- 1) BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)
- 2) BY TELEPHONE - 1-800-579-1639
- 3) BY E-MAIL\* - [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)

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\* If requesting materials by e-mail, please send a blank e-mail with the 12 Digit Control Number (located on the following page) in the subject line.

R1NCR1

See the Reverse Side for Meeting Information and Instructions on How to Vote

Meeting Information

How To Vote

Meeting Type : Annual Meeting  
Meeting Date: April 22, 2009  
Meeting Time: 9:00 A.M. EDT  
For holders as of: February 9, 2009

Meeting Location:

The Millenium Hilton  
55 Church Street  
  
New York, New York 10007

Vote In Person

Many stockholder 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.

Vote By Internet

To vote now by Internet, go to [WWW.PROXYVOTE.COM](http://WWW.PROXYVOTE.COM). Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time the day before the cut-off date or meeting date. Have your notice in hand when you access the web site and follow the instructions.

R1NCR2

Voting items

NCR S BOARD OF DIRECTORS RECOMMENDS

A VOTE FOR PROPOSALS 1 AND 2.

1. Election of Directors

Class A Nominees:

01) William Nuti

02) Gary Daichendt

03) Robert P. DeRodes

Class B Nominee:

01) Quincy Allen

Class C Nominee:

01) Richard L. Clemmer

2. Ratify the appointment of independent registered public accounting firm for 2009.

R1NCR3

**Source: Electronic delivery email**

**Date: March 11, 2009**

In connection with the 2009 NCR CORPORATION Annual Meeting of Stockholders, this e-mail describes how to access proxy materials and vote by proxy.

Important Notice Regarding the Availability of Proxy Materials

GENERAL INFORMATION

You received this e-mail because our records show that (1) you are an employee of NCR CORPORATION who has regular access to the company's e-mail in the ordinary course of performing your duties and are expected to log-on to e-mail routinely to receive communications, or (2) you have expressly consented to receive NCR CORPORATION communications and authorize your vote by proxy via the Internet.

This e-mail notification contains information specific to your holding(s) in the security identified below. We urge you to vote your shares. Please read the instructions carefully before proceeding.

This is a NOTIFICATION of the:

2009 NCR CORPORATION Annual Meeting of Stockholders

RECORD DATE: February 9, 2009

MEETING DATE: April 22, 2009

CUSIP NUMBER: 62886E108

If you hold multiple accounts, this e-mail represents all shares registered in your name.

CONTROL NUMBER: 012345678901

Internet site:

You can enter your voting instructions and view the shareholder material at the following Internet site. If your browser supports secure transactions you will be automatically directed to a secure site.

<http://www.proxyvote.com/0012345678901>

Note: If your e-mail software supports it, you can simply click on the above link.

To access ProxyVote.com, you will need your four digit PIN:

If you are an employee of NCR CORPORATION, your PIN is the last four digits of your Social Security number.

If you are a stockholder who consented to receive annual meeting materials electronically, your PIN is the four digit number you selected at the time of your enrollment.

If you have forgotten your PIN number, please follow the instructions on [www.proxyvote.com](http://www.proxyvote.com). Internet voting is accepted up to 11:59 p.m. (ET) the day before the meeting.



## Edgar Filing: NCR CORP - Form DEFA14A

To view the documents below, you may need Adobe Acrobat Reader. To download the Adobe Reader, click the url address below:

<http://www.adobe.com/products/acrobat/readstep2.html>

The relevant stockholder materials in connection with the 2009 Annual Meeting can also be found at the following Internet site(s):

Annual Report on Form 10-K

<http://materials.proxyvote.com/62886E>

2009 Proxy Statement

<http://materials.proxyvote.com/62886E>

To cancel or change your enrollment profile, please go to <http://enroll.icsdelivery.com/ncr>

There are no charges for this service. There may be costs associated with electronic access, such as usage charges from Internet access providers and telephone companies, which must be borne by the stockholder.

Please do not send any e-mail to ID@ProxyVote.com. Please REPLY to this e-mail with any comments or questions about proxyvote.com. (Include the original text and subject line of this message for identification purposes)

AOL Users, please highlight the entire message before clicking the reply button.

**Source: Telephone proxy voting script (1-800-690-6903)**

**Dates: March 10, 2009 April 21, 2009**

Hello. Thank you for calling the automated proxy voting service. You must be calling from a touch-tone telephone to order to use this system and already have read the proxy statement and have made your voting decisions. Press one if you are calling from a touch-tone phone and have your proxy form in front of you.

Let's begin. Please enter the 12-digit control number, which is labeled as such, or located in the box indicated by the arrow on your vote instruction form, followed by the pound sign.

[enter control number]

If you would like to vote as the Board recommends, press one. To vote on directors and proposals individually, press two.

[if press one]

Let me confirm; you have elected to vote as the Board recommends. If these elections are correct, press one; to vote again, press two; to hear your vote again, press 3.

[if press two]

If you wish to vote for all nominees, press one. To withhold all nominees, press two. To

withhold specific nominees, press three.

You have voted [for all nominees/to withhold from all nominees/to withhold individually]. If this is correct, press one. If this is not correct, press two.

Proposal voting. There is one proposal to vote on. We are ready to accept your votes for proposal 02. If you are voting for this proposal, press one. If you are voting against this proposal, press two. If you wish to abstain, press three.

You have completed proposal voting. Let me confirm. You have voted: Nominees [ ]; Proposal 02 [ ].

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If this is correct, press one. If this is not correct, press two. If you would like your vote repeated to you, press three.

If this concludes your business, press one. If you would like to vote for another proxy election, press two.

All of your votes have been recorded by the telephone proxy voting service. Do not mail in your proxy card. Keep it as a record of your vote. Thank you for calling the telephone proxy voting service; this concludes your transaction.

**Source: Internet Voting Website and Notice and Access Website (www.proxyvote.com)**

**Dates: March 10, 2009 April 21, 2009**

This is a secure internet site that will allow you to:

Submit your proxy voting instructions

View electronic versions of proxy voting materials

Sign up to receive future shareholder materials via email

Request proxy voting materials if you received a Notice of Internet Availability  
It is easy to get started

Simply enter your 12 or 14 digit control number in the box below. This control number can be found in several places depending on the type of notification you received.

Vote Instruction Form and Proxy Card recipients can find the control number next to the label Control No. or in the box next to the arrow.

Email Notification recipients can find the control number next to the label Control Number.

Notice of Internet Availability of meeting materials. Your control number is located in the box by the arrow.  
Enter control number

[            ]

**[Submit]**

NCR Corporation

View our shareholder material by choosing the option below.

Request material be sent to you by email or hardcopy at no charge by choosing the option below.

Vote by choosing the option below or vote by phone at 1-800-690-6903

**Links to 2009 Shareholder Material(s)**

10K Report

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Proxy Statement

**Request Copy of Shareholder Material(s)**

**[Click Here]**

You may need Adobe Acrobat to view the documents listed above.

**Vote Your Shares**

**[Click Here]**

2009 Annual Meeting of Shareholders

Wednesday, April 22, 2009

For holders as of: 02/09/2009

CUSIP: 62886E-108

As your vote is very important, we recommend that all voting instructions be received at least one business day prior to the voting cut-off time stated in the proxy materials. Scroll down for proxy instructions and voting.

To vote via telephone call 1-800-690-6903.

PROXY BALLOT

NCR CORPORATION

2009 Annual Meeting of Shareholders

To be held on 04/22/2009 for holders of record as of 02/09/2009

NCR CORPORATION

Proxy/Voting Instruction Card

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

FOR NCR'S ANNUAL MEETING OF STOCKHOLDERS ON APRIL 22, 2009

The undersigned stockholder of NCR Corporation, a Maryland corporation ( NCR or the Company ), hereby appoints William Nuti, Peter Lieb and Anthony Massetti, and each of them, proxies, with the powers the undersigned would possess if personally present, and with full power of substitution, to vote all shares of common stock of NCR that the undersigned is entitled to vote at NCR's Annual Meeting of Stockholders to be held in New York, New York, on April 22, 2009, and at any postponement or adjournment thereof, upon any matter that may properly come before the meeting, or any postponement or adjournment thereof, including the matters described in the accompanying proxy statement. This proxy also provides voting instructions to the trustee of the NCR Savings Plan and to the trustees and administrators of other plans, with regard to shares of NCR common stock the undersigned may hold under such plans for which the undersigned is entitled to vote at said meeting to the extent permitted by such plans and their trustees and administrators. The undersigned hereby acknowledges receipt of the Notice of the Annual Meeting of Stockholders and of the accompanying Proxy Statement, the terms of each of which are incorporated by reference, and revokes any proxy heretofore given with respect to such meeting.

THE PROXIES OR THE TRUSTEES AND ADMINISTRATORS OF THE PLANS, AS THE CASE MAY BE, WILL VOTE THE SHARES IN ACCORDANCE WITH THE DIRECTIONS ON THIS CARD. IF YOU DO NOT INDICATE YOUR CHOICES ON THIS CARD, THE PROXIES WILL VOTE THE SHARES FOR EACH OF THE NOMINEES FOR DIRECTORS, FOR EACH OF THE OTHER PROPOSALS DESCRIBED IN THE PROXY STATEMENT AND IN THE DISCRETION OF THE PROXIES ON ANY OTHER MATTER THAT MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF. IF YOU ARE AN NCR SAVINGS PLAN PARTICIPANT OR OTHER PLAN PARTICIPANT ENTITLED TO VOTE AT THE 2009 ANNUAL MEETING OF STOCKHOLDERS AND DO NOT INDICATE YOUR CHOICES ON THIS CARD, THOSE SHARES WILL BE SO VOTED BY THE TRUSTEES OF SUCH PLANS.

**Recommendations of the Board of Directors:**

Choose this option if you would like to vote your shares with the recommendations of the Board of Directors. See below or refer to the proxy statement for details on the recommendations.

**[Vote with the Board's Recommendations]**

[Submit] [Reset]

**PROXY FINAL SUBMISSION**

Please check all of the information below for accuracy.

If any of the information is incorrect, return to the Proxy Ballot by using the Back button below.

If your vote(s) are reflected correctly, click on the Final Submission button below.  
2009 Annual Meeting of Shareholders

Wednesday, April 22, 2009

For holders as of: 02/09/2009

CUSIP: 62886E-108

Proxy Ballot:

You have voted as follows:

01. DIRECTORS:

You Voted: [For/Withhold]

Proposal(s):

**02. RATIFY THE APPOINTMENT OF INDEPENDENT AUDITORS FOR 2009.**

You Voted: [For/Against/Abstain]

If any of the above information is incorrect, return to the Proxy Ballot form by using the Back button below.

If you would like to receive an electronic confirmation when this vote is recorded, enter your e-mail address here: [ ]

[Final Submission] [Back]