

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): May 24, 2023**



**CONDUENT INCORPORATED**

(Exact name of registrant as specified in its charter)

**New York**  
(State or other jurisdiction of  
incorporation or organization)

**001-37817**  
(Commission  
File Number)

**81-2983623**  
(IRS Employer  
Identification No.)

**100 Campus Drive, Suite 200,  
Florham Park, New Jersey  
07932**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: (844) 663-2638**

**Not Applicable**  
(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 (see General Instruction A.2. below):

- 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))

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$0.01 par value</b>	<b>CNDT</b>	<b>NASDAQ Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (CFR 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (CFR 240.12b-2).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) On May 24, 2023, Conduent Incorporated (the Registrant) held its Annual Meeting of Shareholders.

(b) Shareholders voted on the matters set forth below as follows:

1. Election of directors. All nominees for director were elected.

<u>Name</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non Votes</u>
Hunter Gary	164,168,189	6,103,117	604,276	19,621,804
Kathy Higgins Victor	165,019,544	5,769,794	86,244	19,621,804
Scott Letier	164,615,745	3,136,180	3,123,657	19,621,804
Jesse A. Lynn	159,267,406	11,520,643	87,533	19,621,804
Steven Miller	160,932,187	8,509,618	1,433,777	19,621,804
Michael Montelongo	164,523,723	5,760,244	591,615	19,621,804
Margarita Paláu-Hernández	157,131,967	10,806,572	2,937,043	19,621,804
Clifford Skelton	168,135,100	2,668,106	73,376	19,621,804

2. Ratification of selection of PricewaterhouseCoopers LLP as the Registrant's independent registered public accounting firm for

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non Votes</u>
2023. The selection of PricewaterhouseCoopers LLP was ratified.	189,823,336	252,772	421,278	—

3. Approval, on an advisory basis, of the 2022 compensation of the Registrant's Named Executive Officers, as disclosed in the Registrant's 2023 Proxy Statement. The 2022 compensation of the Registrant's Named Executive Officers, as disclosed in the Registrant's 202 Proxy Statement, was approved on an advisory basis.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non Votes</u>
165,364,814	5,097,122	413,646	19,621,804

4. Selection, on an advisory basis, of the frequency of future non-binding shareholder votes on the compensation of Registrant's Named Executive Officers. A majority of the votes cast by shareholders, on an advisory basis, was for a frequency of one year.

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>	<u>Non Votes</u>
158,098,026	3,525,108	9,075,102	177,345	19,621,804

(c) Not Applicable.

(d) Based on the results set forth in Item (b)4 above, Registrant's Board of Directors has determined that advisory votes on executive compensation will be submitted to shareholders on an annual basis until the next advisory vote on the frequency of shareholder votes on executive compensation, which will occur not later than Registrant's Annual Meeting of Shareholders in 2029.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly authorized this report to be signed on its behalf by the undersigned duly authorized.

Date: May 24, 2023

CONDUENT INCORPORATED

By: */s/ MICHAEL FISHERMAN*

Michael Fisherman  
Assistant Secretary

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