

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

**FORM S-8
REGISTRATION STATEMENT**
UNDER
THE SECURITIES ACT OF 1933

CONDUENT INCORPORATED

(Exact name of registrant as specified in its charter)

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

81-2983623
(I.R.S. Employer Identification No.)

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

CONDUENT INCORPORATED 2021 PERFORMANCE INCENTIVE PLAN
(Full title of the plan)

Michael Krawitz
**Executive Vice President, General Counsel and
Secretary**
Conduent Incorporated
100 Campus Drive
Florham Park, New Jersey 07932
(Name and address of agent for service)

(844) 663-2638
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer
Smaller reporting company 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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be Registered (1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Common stock, par value \$0.01 per share	15,400,000 shares	\$8.11	\$124,894,000	\$13,626

- (1) This Registration Statement also relates to an indeterminate number of additional shares of Common Stock that may be issued pursuant to anti-dilution and other adjustment provisions of the 2021 Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) based on the average of the high and low sales prices per share of the Registrant's Common Stock as reported on the NASDAQ Exchange on June 14, 2021.
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EXPLANATORY NOTE

On May 25, 2021, the shareholders of Conduent Incorporated (the “Company” or “Registrant”) approved the Conduent Incorporated 2021 Performance Incentive Plan (the “2021 Plan”), which is incorporated by reference in this Registration Statement on Form S-8. Under the 2021 Plan, 15,400,000 shares of the Registrant’s common stock may be the subject of awards issued to employees, officers, directors, consultants and other persons who provide services to the Company or any subsidiary.

In addition, the number of shares of common stock available for issuance under the 2021 Plan will be increased by the number of shares subject to awards that were outstanding under the Conduent Incorporated Performance Incentive Plan and the Conduent Incorporated Equity Compensation Plan for Non-Employee Directors on May 25, 2021, the effective date of the 2021 Plan, that subsequently are forfeited or expire. Such shares may be registered for issuance under the 2021 Plan pursuant to subsequent registration statements or post-effective amendments to registration statements.

PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The document(s) containing the information required in Part I of Form S-8 will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the “Securities Act”). These documents and the documents incorporated herein by reference pursuant to Item 3 of Part II of this registration statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission (the “Commission”) by the Registrant pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated in this Registration Statement by reference:

- (1) The Registrant’s [Annual Report on Form 10-K for the fiscal year ended December 31, 2020](#), filed with the Commission on February 24, 2021, which incorporates by reference certain portions of the Registrant’s [Definitive Proxy Statement for its 2021 Annual Meeting of Shareholders](#) filed on April 9, 2021;
- (2) The Registrant’s [Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2021](#), filed with the Commission on May 5, 2021;
- (3) The Registrant’s Current Reports on Form 8-K filed on [February 5, 2021](#), [May 5, 2021](#), [May 21, 2021](#) and [May 26, 2021](#); and
- (4) The description of the Registrant’s common stock contained in the Registrant’s [Annual Report on Form 10-K](#) filed on February 27, 2020, including any amendment or report filed for the purpose of updating such description.

All reports and other documents filed by Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment (other than information deemed to have been “furnished” rather than “filed” in accordance with the Commission’s rules) which indicates that all of the securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in and a part of this Registration Statement from the date of filing of such documents.

Any statement contained in a document incorporated, or deemed to be incorporated, by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or incorporated herein by reference or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Notwithstanding the foregoing, nothing in this Registration Statement shall be deemed to incorporate any information from Item 2.02 or Item 7.01 of any Form 8-K, or that is otherwise furnished under applicable Commission rules rather than filed, or any exhibits to the extent furnished in connection with such items.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

In accordance with Section 722 of the New York Business Corporation Law (the “NYBCL”), the Amended and Restated By-Laws provide that except to the extent expressly prohibited by law, the Company shall indemnify any person, made or threatened to be made, a party in any civil or criminal action or proceeding, including an action or proceeding by or in the right of the Company to procure a judgment in its favor or by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the Company served in any capacity at the request of the Company, by reason of the fact that he or she, his or her testator or intestate is or was a director or officer of the Company or serves or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys’ fees, incurred in connection with such action or proceeding, or any appeal therein. Such indemnification shall include the right to be paid advances of any expenses incurred by such person in connection with such action, suit or proceeding, consistent with the provisions of applicable law. In addition to the foregoing, the Company is authorized to extend rights to indemnification and advancement of expenses to such persons by (i) resolution of the shareholders, (ii) resolution of the directors or (iii) an agreement, to the extent not expressly prohibited by law. The NYBCL provides that Section 722 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

In addition, the Company maintains standard policies of insurance under which coverage is provided (a) to its directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act, and (b) to the Company with respect to payments which may be made by the Company to such officers and directors pursuant to the above indemnification provisions or otherwise as a matter of law.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
3.1	Restated Certificate of Incorporation as of December 23, 2016(1)
3.2	Amended and Restated Bylaws as amended through December 31, 2016(2)
10.6(a)(viii)	Conduent Incorporated 2021 Performance Incentive Plan(3)
5.	Opinion of Kevin Ciaglo, Esq. , with respect to the legality of the shares being registered.
23.A	Consent of Kevin Ciaglo, Esq (included with Exhibit (5))
23.B	Consent of PricewaterhouseCoopers LLP
24.	Powers of Attorney (included on signature page to this Registration Statement).

(1) Incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed December 23, 2016.

(2) Incorporated by reference to Exhibit 3.2 to the Registrant’s Current Report on Form 8-K filed December 23, 2016.

(3) Incorporated by reference to Annex A to the Registrant’s Schedule 14A filed April 9, 2021.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Act");
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; *Provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement;
- (2) That, for the purpose of determining any liability under the Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof; and
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Florham Park, State of New Jersey, on the 14th day of June, 2021.

CONDUENT INCORPORATED

By /s/ Stephen Wood

Stephen Wood
Executive Vice President and Chief Financial Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Stephen Wood, Michael Krawitz, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agents full power and authority to do and perform each and every act in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them or their or his or her substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on the 14th day of June, 2021 by the following persons in the capacities indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Clifford Skelton</u> Clifford Skelton	President, Chief Executive Officer and Director (Principal Executive Officer)	June 14, 2021
<u>/s/ Stephen Wood</u> Stephen Wood	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 14, 2021
<u>/s/ Hunter Gary</u> Hunter Gary	Director	June 14, 2021
<u>/s/ Kathy Higgins Victor</u> Kathy Higgins Victor	Director	June 14, 2021
<u>/s/ Scott Letier</u> Scott Letier	Director	June 14, 2021
<u>/s/ Jesse A. Lynn</u> Jesse A. Lynn	Director	June 14, 2021
<u>/s/ Steven Miller</u> Steven Miller	Director	June 14, 2021
<u>/s/ Michael Montelongo</u> Michael Montelongo	Director	June 14, 2021
<u>/s/ Margarita Paláu-Hernández</u> Margarita Paláu-Hernández	Director	June 14, 2021

June 15, 2021

Conduent Incorporated
100 Campus Dr., Suite 200
Florham Park, NJ 07932

Ladies and Gentlemen:

As Associate General Counsel of Conduent Incorporated, a New York corporation (“Conduent” or the “Company”), I am familiar with the Registration Statement on Form S-8 filed by Conduent, with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), on June 14, 2021 (the “Registration Statement”). The Registration Statement relates to the registration under the Securities Act of up to 15,400,000 shares (the “Shares”) of common stock of the Company, par value \$0.01 per share, which may be issued upon exercise of options, rights and awards granted and to be granted pursuant to the Conduent Incorporated 2021 Performance Incentive Plan (the “Plan”). This opinion is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act.

In rendering the opinion set forth herein, either I or other lawyers in the legal group of Conduent have examined (i) the Registration Statement, (ii) the Plan, (iii) the Company’s Restated Certificate of Incorporation and By-laws, each as amended to date, (iv) certain resolutions of the board of directors of the Company and (v) such other documents and matters of law as have been considered necessary or desirable in rendering the opinion set forth herein.

In my examination, I have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as facsimile, electronic, certified or photostatic copies, and the authenticity of the originals of such documents. In making my examination of executed documents I have assumed the parties thereto, other than the Company, had or will have the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties of such documents and the validity and binding effect thereof on such parties. As to any facts material to the opinion expressed herein that I did not independently establish or verify, I have relied on statements and representations of officers and other representatives of the Company, of public officials and others.

My opinion set forth herein is limited to the laws of the State of New York and the United States of America, in each case that, in my experience, are normally applicable to transactions of the type contemplated by the Registration Statement and to the extent that judicial or regulatory decrees or consents, approvals, licenses, authorizations, validations, filings, recordings or registrations with governmental authorities are relevant, to those required under such laws (all of the foregoing being referred to as “Opined on Law”). I do not express any opinion with respect to the law of any jurisdiction other than Opined on Law or as to the effect of any such non- Opined on Law on the opinion herein stated. The Shares may be issued from time to time on a delayed or continuous basis, and this opinion is limited to the laws, including the laws and regulations, as in effect on the date hereof, which laws are subject to change with possible retroactive effect.

Based upon the foregoing, it is my opinion that the Shares, when issued and paid for in accordance with the terms and conditions of the Plan, will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving this consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission promulgated thereunder. This opinion is expressed as of the date hereof unless otherwise expressly stated and I disclaim any undertaking to advise you of any subsequent changes of the facts stated or assumed herein or any subsequent changes in applicable law.

Very truly yours,

/s/ Kevin Ciaglo

Kevin Ciaglo
Associate General Counsel

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Conduent Incorporated of our report dated February 24, 2021 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Conduent Incorporated's Annual Report on Form 10-K for the year ended December 31, 2020.

/s/PricewaterhouseCoopers LLP

Florham Park, New Jersey

June 15, 2021