

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Goodburn Giles Andrew</u>  (Last) (First) (Middle) 100 CAMPUS DRIVE SUITE 200  (Street) FLORHAM NJ 07932  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONDUENT Inc [ CNDT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/01/2026</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/01/2026		A		375,939 <sup>(1)</sup>	A	\$1.33	757,730	D	
Common Stock	04/01/2026		A		187,969 <sup>(2)(3)</sup>	A	\$1.33	945,699	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- RSU Awards of restricted stock units ("RSUs") granted on April 1, 2026 that vest in equal amounts on December 31, 2026, December 31, 2027 and December 31, 2028. Each RSU converts to one share of Conduent Incorporated common stock ("Common Stock") upon vesting.
- Award of performance restricted stock units ("PRsUs") that can only be settled in Common Stock. PRsUs have two vesting conditions - a service condition and a share price condition. The service condition requires continued employment through December 31, 2028 (the "Vesting Date"). The share price condition requires an average closing stock price over any 120 consecutive calendar day period during the measurement period of April 1, 2026 through December 31, 2028 (the "average closing price") of at least \$2.50 per share. If an average closing price of \$2.50/share is achieved, 25% is eligible to vest; if an average closing price of \$3.00/share is achieved, 50% is eligible to vest; if an average closing price of \$4.00/share is achieved, 75% is eligible to vest, and if an average closing price of \$5.00/share or greater is achieved, 100% is eligible to vest, with linear interpolation between stock prices.
- Vested shares are paid out within 60 days following the Vesting Date. Each PRSU converts to one share of Common Stock upon vesting.

**Remarks:**

/s/Michael Krawitz, attorney-in-fact 04/03/2026

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.