
FORM 8-A

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

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Conduent Incorporated
(Exact name of registrant as specified in its charter)

New York
(State of incorporation or organization)

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

100 Campus Drive, Florham Park, New Jersey
(Address of principal executive offices)

07932
(Zip Code)

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

Title of each class
to be so registered:
Common Stock, par value \$0.01 per share

Name of each exchange on which
each class is to be registered
The Nasdaq Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of class)

EXPLANATORY NOTE

The registrant is filing this registration statement on Form 8-A in connection with the transfer of the listing of its common stock, par value \$0.01 per share ("Common Stock"), from the New York Stock Exchange to The Nasdaq Global Select Market.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The description under the heading "Description of Our Capital Stock" relating to the registrant's Common Stock included in the information statement filed as Exhibit 99.1 to the registrant's registration statement on Form 10, File No. 001-37817, filed with the United States Securities and Exchange Commission on November 8, 2016, is incorporated herein by reference.

Item 2. Exhibits.

In accordance with the "Instructions as to Exhibits" with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the registrant are registered on The Nasdaq Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Conduent Incorporated

Date: December 20, 2019

By: /s/ Kevin Ciaglo

Kevin Ciaglo

Associate General Counsel and Assistant Secretary