

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

1. Name and Address of Reporting Person* <u>Keyes Louis Edward</u> <hr/> (Last) (First) (Middle) 100 CAMPUS DRIVE SUITE 200E <hr/> (Street) FLORHAM NJ 07932 PARK <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 12/18/2020	3. Issuer Name and Ticker or Trading Symbol <u>CONDUENT Inc [ CNDT ]</u>	
		4. 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>Executive Vice President &amp; CRO</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	365,554 <sup>(1)</sup>	D	

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Explanation of Responses:**

1. Includes: (1) 40,359 shares of common stock; (2) 10,718 restricted stock units (RSU) awarded on September 30, 2019 that vest in equal amounts on September 30, 2021 and September 30, 2022. Each RSU converts to one share of Conduent Incorporated common stock upon vesting; (3) 121,359 RSU awarded on April 1, 2020 that vest in equal amounts on December 31, 2020, December 31, 2021 and December 31, 2022. Each RSU converts to one share of Conduent Incorporated common stock upon vesting; and (4) 193,118 performance restricted stock units (PRSUs) that can only be settled in Conduent Incorporated (Company) common stock (Common Stock). PRSUs have two vesting conditions - a share price condition and a service condition. The award vests in three equal tranches. Vested shares are paid out within 60 days following each vesting date. The vesting date for each of the three tranches is the first day upon which both the price condition and service condition for each tranche is satisfied. The first vesting tranche pricing condition is the Common Stock trading during a consecutive 20-trading day period (Average Closing Price) above \$2.06 (the "Share Base Price") by 50% and the service condition is employment with the Company at December 31, 2020. The second vesting tranche pricing condition is the Average Closing Price exceeding the Share Base Price by 100% and the service condition is employment with the Company at December 31, 2021. The third vesting tranche Pricing Conditions is the Average Closing Price exceeding the Share Base Price by 150% and the service condition is employment with the Company at December 31, 2022. If both conditions are not met for any individual vesting tranche by December 31, 2022, the portion of the award related to such tranche is forfeited. Each PRSU converts to one share of Conduent Incorporated common stock upon vesting.

/s/ Kevin Ciaglo, attorney-in-fact 12/30/2020

\*\* 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 5 (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.**

**Conduent Incorporated**  
**Power of Attorney**  
**for Executing Forms 3, 4 and 5**

Know all men by these presents, that the undersigned, director or officer, or both, of Conduent Incorporated, hereby constitutes and appoints each of Michael Krawitz, Kevin Ciaglo, Antoinette Battiato, signing singly, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Conduent Incorporated (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4 or 5 and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities of Conduent Incorporated unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has executed this Power of Attorney as of this 21<sup>st</sup> day of December, 2020

/s/ Louis Edward Keyes  
\_\_\_\_\_  
Louis Edward Keyes