

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

FORM 8-K/A

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): April 12, 2019



CONDUENT INCORPORATED
(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

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))

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.

Explanatory Note

On April 11, 2019, Conduent Incorporated (the “Company”) filed a Current Report on Form 8-K (the “Initial Form 8-K”) with the Securities and Exchange Commission to report the resignation of Michael Nevin, a former director of the Company. This Current Report on Form 8-K/A is being filed pursuant to Item 5.02(a)(3)(iii) of Form 8-K in order to: (1) update certain information under Item 5.02 of the Initial Form 8-K and (2) file as an exhibit a letter received from Mr. Nevin pursuant to the opportunity to respond to the Initial Form 8-K granted to Mr. Nevin under Item 5.02(a)(3)(ii) of Form 8-K. The information contained in this Current Report on Form 8-K/A supplements the information contained in Item 5.02 and Item 9.01 of the Initial Form 8-K. Otherwise, the Initial Form 8-K is restated herein in its entirety.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 12, 2019, the Company received a letter from Mr. Nevin stating, among other things, that he disagreed with the Company’s description in the Initial Form 8-K of the circumstances regarding his resignation. A copy of Mr. Nevin’s letter in response to the Initial Form 8-K (the “Response Letter”) is attached as Exhibit 17.2 to this Current Report on Form 8-K/A. The members of the Company’s Board of Directors that are not affiliated with Carl Icahn or Darwin Deason continue to believe that the statement made by such directors in the Initial Form 8-K is accurate, and believe the additional statements in the Response Letter mischaracterize the events described therein. The Company has no further comment on the Response Letter at this juncture.

As previously disclosed, Mr. Nevin was a director designated by Carl C. Icahn and certain other parties pursuant to the letter agreement (the “Icahn Agreement”), dated as of January 28, 2016, entered into by Xerox Corporation, our former parent company, with Icahn Partners Master Fund LP, Icahn Partners LP, Icahn Onshore LP, Icahn Offshore LP, Icahn Capital LP, IPH GP LLC, Icahn Enterprises Holdings L.P., Icahn Enterprises G.P. Inc., Beckton Corp., High River Limited Partnership, Hopper Investments LLC, Barberry Corp., Jonathan Christodoro and Carl C. Icahn. On December 31, 2016, the Company entered into a Joinder Agreement to the Icahn Agreement. The Icahn Agreement, which includes customary standstill provisions, remains in effect. In accordance with that agreement, Carl Icahn and his affiliates are prohibited from running or supporting a proxy contest at the Company’s 2019 Annual Meeting of Shareholders and are required to support all directors nominated by the Company.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
17.1	Letter of Resignation from Michael Nevin (incorporated by reference from the Current Report on Form 8-K filed by the Company on April 11, 2019).
17.2	Response Letter of Michael Nevin, dated April 12, 2019.

Forward-Looking Statements

From time to time, we and our representatives may provide information, whether orally or in writing, including certain statements in this Current Report on Form 8-K/A, which are deemed to be “forward-looking” within the meaning of the Private Securities Litigation Reform Act of 1995 (the “Litigation Reform Act”). These forward-looking statements and other information are based on our beliefs as well as assumptions made by us using information currently available.

The words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “will,” “should” and similar expressions, as they relate to us, are intended to identify forward-looking statements. These statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expressed or implied herein as anticipated, believed, estimated, expected or intended or using other similar expressions.

In accordance with the provisions of the Litigation Reform Act, we are making investors aware that such forward-looking statements, because they relate to future events, are by their very nature subject to many important factors and uncertainties that could cause actual results to differ materially from those contemplated by the forward-looking statements contained in this Current Report on Form 8-K/A, any exhibits to this Current Report on Form 8-K/A and other public statements we make.

Such factors include, but are not limited to: government appropriations and termination rights contained in our government contracts; our ability to renew commercial and government contracts awarded through competitive bidding processes; our ability to recover capital and other investments in connection with our contracts; our ability to attract and retain necessary technical personnel and qualified subcontractors; our ability to deliver on our contractual obligations properly and on time; competitive pressures; our significant indebtedness; changes in interest in outsourced business process services; our ability to obtain adequate pricing for our services and to improve our cost structure; claims of infringement of third-party intellectual property rights; the failure to comply with laws relating to individually identifiable information, and personal health information and laws relating to processing certain financial transactions, including payment card transactions and debit or credit card transactions; breaches of our information systems or security systems or any service interruptions; our ability to estimate the scope of work or the costs of performance in our contracts; our continuing emphasis on and shift toward technology-led digital transactions; customer decision-making cycles and lead time for customer commitments; our ability to collect our receivables for unbilled services; a decline in revenues from or a loss or failure of significant clients; fluctuations in our non-recurring revenue; our failure to maintain a satisfactory credit rating; our ability to attract and retain key employees; increases in the cost of telephone and data services or significant interruptions in such services; our failure to develop new service offerings; our ability to modernize our information technology infrastructure and consolidate data centers; our ability to comply with data security standards; our ability to receive dividends or other payments from our subsidiaries; changes in tax and other laws and regulations; changes in government regulation and economic, strategic, political and social conditions; changes in U.S. GAAP or other applicable accounting policies; and other factors that are set forth in the “Risk Factors” section, the “Legal Proceedings” section, the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” section and other sections of our 2018 Annual Report on Form 10-K, as well as in our Current Reports on Form 8-K. We do not intend to update these forward-looking statements, except as required by law.

SIGNATURES

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

CONDUENT INCORPORATED

Date: April 16, 2019

By: /s/ J. Michael Peffer

Name: J. Michael Peffer

Title: Secretary

[Letterhead of Michael P. Nevin]

April 12, 2018

Conduent Incorporated
100 Campus Drive, Suite 200
Florham Park, New Jersey

Re: Setting the Record Straight

Ladies & Gentlemen:

I am writing to inform you that I disagree with a large number of the statements made by Conduent in the Current Report on Form 8-K that was filed by the company on April 11, 2019 to report my resignation from the board of directors.

First and foremost, Conduent's assertion that it furnished me with a copy of the 8-K filing, providing me with the opportunity to advise the company whether or not I agreed with the statements therein, is **unequivocally false**. I never received any such thing from the company. The only materials I saw with respect to the 8-K filing were forwarded to me by my former fellow director, Courtney Mather.

I resigned because I was fed up with being misled by the Chairman of the Board and tired of the lax governance practices that I observed during my tenure on the board — pure and simple. Any suggestion by Conduent that my resignation was somehow an attempt by my employer, Carl Icahn, to take control of the company's board is **unequivocally false**.

Following the delivery of my letter of resignation, Courtney Mather contacted Chairman Bill Parrett to discuss my resignation, at which time Mr. Parrett requested an opportunity to speak with Mr. Icahn. Subsequently, Messrs. Icahn and Mather had a phone conversation with Parrett on Sunday, April 7, 2019. Both Mr. Icahn and Mr. Mather recounted to me the details of this phone conversation.

Mr. Icahn told Chairman Parrett that he believed Parrett and CEO Ashok Vemuri were directly responsible for the 40% decline in Conduent's stock price since last September for many of the same reasons mentioned in my resignation letter. Mr. Icahn also echoed my extreme concern regarding the proposal to immediately remove Conduent's matching contributions from thousands of employees' 401(k) plans, and the attempt to rush a vote on this critical matter on a Saturday afternoon in order to be able to include the associated cost-savings in the company's quarterly earnings. Mr. Icahn expressed his belief (which I share) that the 401(k) proposal was nothing more than an attempt to artificially manage earnings so that they would exceed the consensus estimates for the quarter and thus keep the stock from tumbling. Mr. Icahn also told Chairman Parrett in no uncertain terms that he believed Parrett's gross negligence in his handling of the 401(k) vote could well bring on personal liability as well as issues for the company as a result of inaccurate disclosures concerning these items. Parrett responded that he was not the Chair of the Compensation Committee (rather it was Joie Gregor), but that, as Chairman of the company, he should take some of the responsibility for the lapses that Mr. Icahn complained of.

In addition, the company's assertion in the 8-K filing that Mr. Icahn demanded that Bill Parrett resign as Chairman so that he could personally designate a new Chairman is not accurate. Messrs. Icahn and Mather both told me that, in the phone discussion, Mr. Icahn merely expressed the belief that one of his board designees should succeed Parrett as Chairman. Separately, Mr. Icahn suggested that an additional individual with relevant expertise should be added to the board, and that this candidate should be mutually acceptable.

Mr. Icahn also told Chairman Parrett during their discussions that he believed Parrett's lax oversight had resulted in the waste of millions of dollars on the decade-long Texas lawsuit — to the detriment of Conduent's shareholders. Further, Mr. Icahn repeated my view that the matter was completely mishandled by the company's General Counsel and that Parrett had done nothing to resolve this litigation which had been an albatross around the company's neck and was an existential threat. Mr. Icahn told Parrett that this litigation, which was lingering for years, was resolved in a matter of weeks only when I and certain other board members involved ourselves in the situation. Mr. Icahn went on in the heated discussion to state his view that Parrett should resign because he was hurting, rather than helping, the company.

Subsequent to this conversation, Chairman Parrett called Mr. Mather and proposed that, if I were to withdraw my resignation, Parrett would support the candidate preferred by Mr. Icahn's board designees for hiring as the company's new Chief Operations Officer, who he suggested might ultimately replace Ashok as CEO at some time in the future. This offer was turned down because of a lack of trust in any more of Parrett's promises.

Finally, I believe the statements in the 8-K about the accomplishments of Conduent are completely disingenuous. The company's stock is down almost 44% from its recent peak in September and the company's revenue is on the wane. As I described in my resignation letter, there have been a number of missteps and mistakes and I completely stand by my statements. There is no question that the board must take bold action immediately.

Sincerely,

/s/ Michael Nevin

Michael Nevin