

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Webb-Walsh Brian J.</u>  (Last) (First) (Middle) 100 CAMPUS DRIVE, SUITE 200E  (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) <b>EVP &amp; CFO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 04/01/2020	
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	04/01/2020		A		236,650 <sup>(1)</sup>	A	\$2.06	485,092	D	
Common Stock	04/01/2020		A		376,581 <sup>(2)</sup>	A	\$2.06	861,673	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:**

1. Award of restricted stock units (RSU) granted 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

2. Award of 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 (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 04/03/2020

\*\* 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 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.

**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 Tonya Love, Kevin Ciaglo, Michael Pepper, 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 4<sup>th</sup> day of November, 2016

/s/ Brian Webb-Walsh  
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Brian Webb-Walsh