

**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>Abate George Joseph</u>  (Last) (First) (Middle) 100 CAMPUS DRIVE SUITE 200  (Street) FLORHAM NJ 07932  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 08/23/2024	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) _____ Principal Accounting Officer	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	54,718 <sup>(1)(2)(3)(4)(5)(6)(7)(8)</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				

**Explanation of Responses:**

- Shares owned outright: 10,600.
- Shares awarded: (1) 32,453 restricted stock units (RSUs), which will convert into an equivalent number of shares of Conduent Incorporated common stock upon vesting, which include: (i) 3,693 RSUs remaining of original grant awarded on April 1, 2022, 1/3 that vested on December 31, 2022, 1/3 that vested on December 31, 2023 and the remaining 1/3 that vests on December 31, 2024; (ii) 11,176 RSUs remaining of original grant awarded on April 1, 2023, 1/3 that vested on December 31, 2023 and the remaining 2/3 that vest in equal amounts on December 31, 2024, December 31, 2025; and (iii) 17,584 RSUs granted on April 1, 2024 that vest in equal 1/3 installments on December 31, 2024, December 31, 2025 and December 31, 2026.
- (2) 6,049 Performance Restricted Stock Units - Share Hurdle (PRSU-Share Hurdle) awards granted on April 1, 2022 that can only be settled in Company Common Stock. These PRSU-Share Hurdle awards have two vesting conditions - a share hurdle 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 share hurdle condition and service condition for each tranche is satisfied. The first vesting tranche share hurdle condition is the Average Closing Price exceeding the Share Base Price by 15% and the service condition is employment with the Company at December 31, 2022. The second vesting tranche share hurdle condition is the Average Closing Price exceeding the Share Base Price by 30% and the service condition is employment with the Company at December 31, 2023.
- The third vesting tranche share hurdle condition is the Average Closing Price exceeding the Share Base Price by 50% and the service condition is employment with the Company at December 31, 2024. If both conditions are not met for any individual vesting tranche by December 31, 2024, the portion of the award related to such tranche is forfeited.
- (3) 2,922 Performance Restricted Stock Units Relative Total Shareholder Return 2023 awards (PRSU-rTSR 2023 awards); Award of performance restricted stock units (RSUs) that can only be settled in Common Stock. The PRSU award will cliff vest on December 31, 2025, subject to Conduent Incorporated's total shareholder return compared to its proxy peer group (rTSR) meeting certain thresholds. If Conduent Incorporated's rTSR achieves the 25th percentile (or higher) for the period April 1, 2023 through December 31, 2025, the shares will vest on December 31, 2025 and be adjusted and settled according to the following performance (with linear interpolation between points): 25th Percentile ranking is 50% payout; Median percentile ranking is 100% payout; and 75th percentile is 150% payout.
- The vested shares are paid out within 60 days following the vesting date. The PRSU award adjustment is capped at (i) 100%, if Conduent Incorporated's total shareholder return is negative, and (ii) 6x the fair market value of the target number of PRSUs on the date of grant.
- (4) 2,694 Performance Restricted Stock Units Relative Total Shareholder Return 2024 awards (PRSU-rTSR 2024 awards); Award of performance restricted stock units (RSUs) that can only be settled in Common Stock. The PRSU award will cliff vest on December 31, 2026, subject to Conduent Incorporated's total shareholder return compared to its proxy peer group (rTSR) meeting certain thresholds.
- If Conduent Incorporated's rTSR achieves the 25th percentile (or higher) for the period April 1, 2024 through December 31, 2026, the shares will vest on December 31, 2026 and be adjusted and settled according to the following performance (with linear interpolation between points): 25th Percentile ranking is 50% payout; Median percentile ranking is 100% payout; and 75th percentile is 150% payout. The vested shares are paid out within 60 days following the vesting date. The PRSU award adjustment is capped at (i) 100%, if Conduent Incorporated's total shareholder return is negative, and (ii) 6x the fair market value of the target number of PRSUs on the date of grant.

**Remarks:**

/s/Michael Krawitz,  
attorney-in-fact

\*\* Signature of Reporting Person

09/03/2024

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.

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