

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

FORM 8-K

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

Date of Report (date of earliest event reported): December 10, 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: (973) 261-7100

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	CNDT	New York Stock Exchange

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.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On December 10, 2019, Conduent Incorporated (the “Company”), acting pursuant to authorization from its Board of Directors, determined to voluntarily withdraw the principal listing of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), from the New York Stock Exchange (“NYSE”) and to transfer the listing to The Nasdaq Global Select Market (“Nasdaq”). The Company expects that listing and trading of the Common Stock on NYSE will end at market close on December 22, 2019, and that trading will begin on Nasdaq at market open on December 23, 2019.

The Common Stock has been approved for listing on Nasdaq, where it will continue to trade under the stock symbol “CNDT”.

Item 7.01 Regulation FD Disclosure

The Company issued the press release attached hereto as Exhibit 99.1 in connection with the transfer of the principal listing of the Common Stock to Nasdaq.

The information in Item 7.01 and Item 9.01 of this Current Report on Form 8-K is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.**Exhibits**

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release issued by Conduent Incorporated on December 10, 2019
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: December 10, 2019

By: /s/ Kevin Ciaglo

Name: Kevin Ciaglo

Title: Assistant Secretary

News from Conduent

For Immediate Release



Conduent Incorporated
100 Campus Drive
Florham Park, N.J. 07932

www.Conduent.com

Conduent to Transfer Stock Exchange Listing from NYSE to Nasdaq

Ticker symbol will remain "CNDT"

FLORHAM PARK, N.J., December 10, 2019 – Conduent Incorporated (NYSE: CNDT), a services and solutions company, announced today that it will transfer its stock exchange listing from the New York Stock Exchange (NYSE) to The Nasdaq Global Select Market (Nasdaq). The company expects its common stock will commence trading on Nasdaq on December 23, 2019 and will continue to be listed under the ticker symbol "CNDT".

"Listing on Nasdaq positions Conduent alongside the world's most innovative technology leaders," said Brian Webb-Walsh, CFO, Conduent. "We seek to benefit from Nasdaq's cost-effective platforms and comprehensive offerings in trading intelligence and investor relations solutions. We have full confidence that this partnership will support our mission and purpose as we position Conduent for growth."

About Conduent

Conduent delivers mission-critical services and solutions on behalf of businesses and governments – creating exceptional outcomes for its clients and the millions of people who count on them. Through people, process and technology, Conduent solutions and services automate processes, improve efficiencies, reduce costs and enable revenue growth. It's why most Fortune 100 companies and over 500 government entities depend on Conduent every day to manage their essential interactions and move their operations forward.

Conduent's differentiated services and solutions improve experiences for millions of people every day, including two-thirds of all insured patients in the U.S., 11 million employees who use its HR Services, and nearly nine million people who travel through toll systems daily. Conduent's solutions deliver exceptional outcomes for its clients including \$16 billion in medical bill savings, up to 40% efficiency increase in HR operations, and up to 40% improvement in processing costs, while driving higher end-user satisfaction. Learn more at www.conduent.com.

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Media Contacts:

Sean Collins, Conduent, +1-310-497-9205, sean.collins2@conduent.com

Investor Relations Contact:

Alan Katz, Conduent, +1-973-526-7173, alan.katz@conduent.com

Rebecca Koar, Conduent, +1-862-308-7105, rebecca.koar@conduent.com

Note: To receive RSS news feeds, visit www.news.conduent.com. For open commentary, industry perspectives and views, visit <http://twitter.com/Conduent>, <http://www.linkedin.com/company/conduent> or <http://www.facebook.com/Conduent>.

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