

OMB APPROVAL	
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**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>			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>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2017</u>					
<u>233 MT. AIRY ROAD, SUITE 100</u>			4. 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 Form filed by More than One Reporting Person		
(Street) <u>BASKING RIDGE NJ 07920</u>								
(City) (State) (Zip)								

**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	01/03/2017		M		4,701 <sup>(1)</sup>	A	\$13.72	4,701	D	
Common Stock	01/03/2017		F		1,817 <sup>(2)</sup>	D	\$13.72	2,884	D	
Restricted E-LTIP (RSU)								23,745 <sup>(3)</sup>	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)		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)					

**Explanation of Responses:**

- Performance Shares vested and converted to shares of Conduent Incorporated ("Conduent") common stock, par value \$0.01 per share ("Conduent Common Stock"). In connection with the legal and structural separation ("Spin-Off") of Conduent from Xerox Corporation ("Xerox"), each Xerox Performance Share award was converted into a Performance Share award in respect of shares of Conduent Common Stock pursuant to the terms of the employee matters agreement between Xerox and Conduent. The number of shares of Conduent Common Stock subject to the award was determined based on (i) the number of shares subject to the Xerox RSU award immediately prior to the Spin-Off and (ii) the ratio of (A) the pre-Spin-Off closing price on December 30, 2016 of Xerox common stock, par value \$1.00 per share and (B) the volume weighted average price of Conduent Common Stock trading on the New York Stock Exchange on January 3, 2017 (the "Conduent Conversion Ratio").
- Shares withheld to pay for taxes on Performance Shares that have vested.
- In connection with the Spin-Off, each Xerox RSU award was converted into an RSU award in respect of shares of Conduent Common Stock pursuant to the terms of the employee matters agreement between Xerox and Conduent. The number of shares of Conduent Common Stock subject to the award was determined based on (i) the number of shares subject to the Xerox RSU award immediately prior to the Spin-Off and (ii) the Conduent Conversion Ratio. Each RSU represents a contingent right to receive one share of Conduent Common Stock. The RSUs cliff-vest.

/s/ Tonya Love, attorney-in-fact      01/05/2017

\*\* 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 Peffer, 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