
**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): October 30, 2018



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.

Item 8.01. Other Events.

On October 30, 2018, the Company reached a definitive agreement to acquire Health Solutions Plus (HSP), a software provider of healthcare payer administration solutions. The transaction, which is subject to customary closing conditions, is expected to close during the fourth quarter of 2018.

The Company issued a press release on October 31, 2018, announcing the signing of the divestiture, a copy of which is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit</u>	<u>Description</u>
99.1	Registrant's press release dated October 31, 2018

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: October 31, 2018

By: /s/ J. Michael Peffer

J. Michael Peffer

Secretary

News from Conduent



For Immediate Release

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

www.Conduent.com

Conduent to Acquire Health Solutions Plus, Enhancing Core Administration Processing Capabilities

FLORHAM PARK, N.J., Oct. 31, 2018 – Conduent Incorporated (NYSE: CNDT) announced it has reached a definitive agreement to acquire Health Solutions Plus (HSP), a software provider of healthcare payer administration solutions. HSP was ranked as the No. 1 vendor for payer claims and administration platforms in the 2018 Best in KLAS: Software and Services report. Terms of the transaction were not disclosed.

Aligned with Conduent’s strategy to make acquisitions that will enhance its core portfolio and position the company as a technology-led, digital interactions company, the HSP transaction, upon closing, will allow Conduent to better serve current and prospective commercial and government payer clients with core administration processing technology.

“We are one of the few companies in the healthcare services industry with the capacity to connect the entire healthcare ecosystem with deep expertise and relationships in each major market segment from payer and provider to pharmaceutical and government,” said Pratap Sarkar, Group Chief Executive of Conduent. “The purchase of HSP is highly strategic for us and will help drive growth.”

HSP offers a modern Core Administration Processing System (CAPS) solution, which is a key connector of administrative functions for healthcare funding entities, including commercial payers, Managed Care Organizations, State Medicaid agencies and Medicare Advantage payers. The acquisition will allow Conduent to take advantage of the growing Medicaid Managed Care market and allow the company to expand its portfolio of services for its large commercial healthcare clients.

Additionally, HSP has a proven track record of providing comprehensive payer solutions that offer the flexibility and automation needed to support extended health products like dental, vision and specialty health benefits products. Besides providing end-to-end administration processing – from enrollment to billing to final reporting – the HSP Payer Suite can support multiple lines of business, including commercial, Medicaid, Medi-Cal and Medicare Advantage.

Founded in 1996, HSP is a privately held company based in Melville, N.Y., and supports more than 20 million people insured by healthcare organizations across medical, dental, vision and extended health products.

HSP employees will transfer to Conduent, including HSP co-founders John Buser and Dr. James Basile. HSP will be a part of Conduent's Financial Services and Healthcare sector led by Group Chief Executive Pratap Sarker.

The acquisition of HSP is expected to close in the fourth quarter of 2018, subject to any regulatory approvals and customary closing conditions.

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About Health Solutions

Health Solutions Plus (HSP) is a U.S. based provider of the most mature core administration software solution for healthcare Payers. The HSP Payer Suite provides the innovation, flexibility and automation needed to support multiple lines of business while increasing operational efficiencies in order to compete in today's marketplace. HSP designs solutions that deliver the ability to immediately respond to change as it occurs. HSP has a proven track record assisting medical, dental, vision and other specialty health payers with lowering costs and increasing growth across multiple lines of business including commercial, commercial risk, Medicaid and Medicare Advantage. HSP's design approach eliminates the need for "multi-vendor" interfacing and associated costs. For more information about Health Solutions Plus, visit www.hspweb.com.

About Conduent

Conduent creates digital platforms and services for businesses and governments to manage millions of interactions every day for those they serve. We are leveraging the power of cloud, mobile and IoT, combined with technologies such as automation, cognitive and blockchain to elevate every constituent interaction, driving modern digital experiences that are more efficient, helpful and satisfying.

Conduent's differentiated offerings touch millions of lives every day, including two-thirds of all [insured patients](#) in the U.S. and nearly nine million people who travel through [toll systems](#) daily. Whether it's digital payments, claims processing, benefit administration, automated tolling, customer care or distributed learning – Conduent serves a majority of the Fortune 100 companies and more than 500 government entities. Learn more at www.conduent.com.

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