SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*

Novoseletsky Anna Rose

(Last) (First) (Middle)

100 CAMPUS DRIVE

SUITE 200

(Street)

FLORHAM PARK NJ 07932

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol

CONDUENT Inc [CNDT]

Foreign Trading Symbol

3. Date of Earliest Transaction (Month/Day/Year)

08/31/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

Director | 10% Owner

☑ Officer (give title below) | Other (specify below)

EVP, GC & Secretary

6. Individual or Joint/Group Filing (Check Applicable Line)

☑ Form filed by One Reporting Person

Form filed by More than One Reporting Person

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	08/31/2026		A		145,348[1]	A	$0	145,348	D	
Common Stock	08/31/2026		A		72,674[2][3]	A	$0	218,022	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	Title	Amount or Number of Shares				

Explanation of Responses:

1. RSU Awards of restricted stock units ("RSUs") granted on August 31, 2026 that vest in equal amounts on August 31, 2027, August 31, 2028 and August 31, 2029. Each RSU converts to one share of Conduent Incorporated common stock ("Common Stock") upon vesting.

2. Award of performance restricted stock units ("PRSUs") that can only be settled in Common Stock. PRSUs have two vesting conditions - a service condition and a share price condition. The service condition requires continued employment through August 31, 2029 (the "Vesting Date"). The share price condition requires an average closing stock price over any 120 consecutive calendar day period during the measurement period of August 31, 2026 through August 31, 2029 (the "average closing price") of at least $2.50 per share. If an average closing price of $2.50/share is achieved, 25% is eligible to vest; if an average closing price of $3.00/share is achieved, 50% is eligible to vest; if an average closing price of $4.00/share is achieved, 75% is eligible to vest, and if an average closing price of $5.00/share or greater is achieved, 100% is eligible to vest, with linear interpolation between stock prices.

3. Vested shares are paid out within 60 days following the Vesting Date. Each PRSU converts to one share of Common Stock upon vesting.

Remarks:

/s/ Anna Novoseletsky 09/02/2026

** 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.