

**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): August 6, 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: (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))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Departure of Chief Executive Officer and Director

On May 8, 2019, Conduent Incorporated (“the “Company”) announced Ashok Vemuri’s plan to step down as Chief Executive Officer (“CEO”). On August 6, 2019, the Company’s Board of Directors (the “Board”) transitioned Mr. Vemuri out as CEO and he resigned as a member of the Board.

Appointment of Chief Executive Officer and Director

On August 6, 2019, the Company’s Board appointed Clifford Skelton to serve as CEO and as a Director on the Board to fill the vacancy created by Mr. Vemuri’s resignation, with appointment to both positions being subject to the terms of that certain Letter Agreement dated August 6, 2019 between the Company and Mr. Skelton (“Letter Agreement”). The Letter Agreement, which sets forth the compensation and other terms of Mr. Skelton’s appointment, is attached as Exhibit 10.6(j) to this Report and incorporated by reference. Other than the terms set forth in the Letter Agreement, Mr. Skelton’s employment terms remain the same as set forth in the letter agreement between the Company and Mr. Skelton dated May 21, 2019 and filed as Exhibit 10.6(h) on Form 8-K dated May 28, 2019, which is incorporated by reference.

The information required by Items 401 and 404 of Regulation S-K and filed in Item 5.02(c) on Registrant’s Form 8-K dated May 28, 2019 is incorporated herein by reference.

A copy of the press release announcing the foregoing is attached hereto as Exhibit 99.1.

Forward-Looking Statements

This Current Report on Form 8-K may contain “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. The words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “will,” “should” and similar expressions, as they relate to us, are intended to identify forward looking statements. These statements reflect management’s current beliefs, assumptions and expectations and are subject to a number of factors that could cause actual results to differ materially.

Such factors include, but are not limited to: our ability to successfully manage the leadership transition and the potential for disruptions to our business from the transition; government appropriations and termination rights contained in our government contracts; our ability to renew commercial and government contracts awarded through competitive bidding processes; our ability to recover capital and other investments in connection with our contracts; our ability to attract and retain necessary technical personnel and qualified subcontractors; our ability to deliver on our contractual obligations properly and on time; competitive pressures; our significant indebtedness; changes in interest in outsourced business process services; our ability to obtain adequate pricing for our services and to improve our cost structure; claims of infringement of third-party intellectual property rights; the failure to comply with laws relating to individually identifiable information and personal health information and laws relating to processing certain financial transactions, including payment card transactions and debit or credit card transactions; breaches of our information systems or security systems or any service interruptions; our ability to estimate the scope of work or the costs of performance in our contracts; our continuing emphasis on and shift toward technology-led digital transactions; customer decision-making cycles and lead time for customer commitments; our ability to collect our receivables for unbilled services; a decline in revenues from or a loss or failure of significant clients; fluctuations in our non-recurring revenue; our failure to maintain a satisfactory credit rating; our ability to attract and retain key employees; increases in the cost of telephone and data services or significant interruptions in such services; our failure to develop new service offerings; our ability to modernize our information technology infrastructure and consolidate data centers; our ability to comply with data security standards; our ability to receive dividends or other payments from our subsidiaries; changes in tax and other laws and regulations; changes in government regulation and economic, strategic, political and social conditions; changes in U.S. GAAP or other applicable accounting policies; and other factors that are set forth in the “Risk Factors” section, the “Legal Proceedings” section, the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” section and other sections of our 2018 Annual Report on Form 10-K filed with the Securities and Exchange Commission, as well as in our Current Reports on Form 8-K. Any forward-looking statements made by us in this Current Report on Form 8-K speak only as of the date on which they are made. We are under no obligation to, and expressly disclaim any obligation to, update or alter our forward-looking statements, whether as a result of new information, subsequent events or otherwise.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.6(j)	Letter Agreement dated August 6, 2019 between Registrant and Clifford Skelton regarding compensation arrangements.
99.1	Press Release announcing Cliff Skelton as CEO.

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: August 7, 2019

By: /s/ J. Michael Peffer

Name: J. Michael Peffer

Title: Secretary



100 Campus Drive, Suite 200E
Florham Park, NJ 07932

PERSONAL AND CONFIDENTIAL

August 6, 2019

Mr. Cliff Skelton
764 J Avenue
Coronado, CA 92118

Dear Cliff:

As we have discussed, except as otherwise expressly provided herein, this letter is intended to supplement the original terms and conditions stated in your offer letter dated May 21, 2019 and accepted by you on May 22, 2019 (“Offer Letter”).

Effective as of the date opposite your signature below (“Effective Date”), your position will be the Chief Executive Officer (“CEO”) of Conduent Incorporated (“Conduent”) on an interim basis until the Board of Directors (the “Board”) designates a permanent CEO. As CEO, you will also be appointed to serve as a member of Conduent’s Board. In the event your employment with Conduent ceases for any reason, or you no longer hold the position of CEO, you agree to promptly submit your written resignation as a member of the Board of Directors and to take such other action as may be reasonably requested by Conduent to document the change in your Board of Director membership status.

Your compensation will remain the same as set forth in the Offer Letter. If you hold the position of CEO on March 1, 2020, your compensation will be reviewed and evaluated at or near that time by the Compensation Committee of the Board for any adjustments that the Compensation Committee deems appropriate.

With respect to your Special Severance Arrangement in the Offer Letter, it is agreed and understood that should Conduent hire a new or permanent CEO following the Effective Date, or should Conduent decide to return you to the Chief Operating Officer position you previously held reporting directly to the CEO, such action will not constitute “good reason” as defined in the Offer Letter under any circumstances and you will not be eligible for enhanced severance.

All other terms and conditions set forth in your Offer Letter remain in full force and effect and constitute valid and binding obligations on the parties.

Please indicate your understanding, agreement and acceptance of the foregoing by marking the appropriate box and signing below.

Sincerely,

Jeff Friedel
Chief People Officer

I Accept Decline this offer:

/s/ Cliff Skelton
Signature

8/6/19
Effective Date



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

www.Conduent.com

CONDUENT ANNOUNCES CLIFFORD A. SKELTON NAMED AS CEO AND BOARD MEMBER

FLORHAM PARK, N.J., August 7, 2019 – Conduent Incorporated (NYSE: CNDT), a digital interactions company, today announced that effective August 6, 2019, Clifford A. Skelton, President and COO, will serve as Conduent’s Chief Executive Officer on an interim basis. Mr. Skelton was also named to the Company’s Board of Directors.

Courtney Mather, Chairman of the Conduent Board, said, “We are pleased to have Cliff in this important role. Given his experience, I am confident that he will provide invaluable guidance on both strategic and operational matters.”

Skelton stated, “This is an important time at Conduent and the team is committed to leveraging our strong platforms, client relationships and employee talent to drive change. I will work alongside the rest of the Conduent executive team and our Board to help drive progress in the next phase of the company’s transformation. I am pleased to take on this important challenge.”

The special committee of the Conduent Board leading the CEO search has determined to suspend the search for the immediate future.

Ashok Vemuri stepped down as Chief Executive Officer and board member, effective August 6, 2019.

About Conduent

As one of the largest business process companies in the world, Conduent manages mission-critical digital interactions at massive scale – helping global businesses and governments stay ahead of rapidly evolving expectations. We leverage the power of cloud, mobile and IoT, combined with innovations in automation, AI and blockchain technologies, to elevate every constituent interaction, and deliver advanced digital experiences that are more efficient, seamless and satisfying. It’s why a majority of Fortune 100 companies and over 500 government entities depend on Conduent to manage essential interactions on their behalf and move their operations forward.

Conduent’s differentiated offerings touch millions of lives every day, including two-thirds of all insured patients in the U.S., 11 million employees who use our HR Services, and nearly 9 million people who travel through toll systems daily. Whether it’s digital payments, medical claims administration, eligibility and enrollment, transportation and mobility systems, end-user engagement or benefit administration – Conduent makes every interaction more individualized, immediate and intelligent. Learn more at www.conduent.com.

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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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