FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

l	OMB APPROVAL									
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l	hours per response:	0.5								

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

(Last) (First) (Middle) 100 CAMPUS DRIVE, SUITE 200E 3. Date of Earliest Transaction (Month/Day/Year) 101/03/2020 4. If Amendment, Date of Original Filed (Month/Day/Year) 101/03/2020 4. If Amendment, Date of Original Filed (Month/Day/Year) 101/03/2020 5. Individual or Joint/Group Filing (Check Applicable Line) 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Line) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 4) 4. If Amendment, Date of Original Filed (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 4) 5. Amount of Securities Acquired (A) or Price (Instr. 3, 4 and Securities Acquired (A) or Price (Instr. 4) (Instr. 4) 5. Amount of Securities Original Filed (Month/Day/Year) (Instr. 4) 6. Individual or Joint/Group Filing (Check Applicable Line) X. Form filed by More than One Reporting Person Form filed by More than	Name and Address of Reporting Person* Webb-Walsh Brian J.						2. Issuer Name and Ticker or Trading Symbol CONDUENT Inc [CNDT]									ck all app Direc	ationship of Reporti call applicable) Director Officer (give title		10% O		
Common Stock Common Stock Company Conception Code (instr. 3) Component Code (instr. 4) Code															'		below)		below)		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Transaction Date (Month/Day/Year) 3. Transaction Code (Instr. 3) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Disposed Of (D) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 4) 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. Deemed Execution Date, Instruction Date, Instruction Date, Instruction Date (Instr. 4) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 4) 5. Amount of Securities Acquired (A) or Disposed Of (D) (Instr. 4) 8. Price of Derivative Securities Securities Acquired (I) (Instr. 4) 8. Price of Derivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 4) 9. Number of Derivative Security (Instr. 4) 9. Number of Derivative Security (Instr. 4) 9. Number of Derivative Security (Instr. 4) 10. Ownership Form: Direct (D) Owned Following Reported Transaction (I) (Instr. 4) 11. Nature of Derivative Securities Acquired (I) (Instr. 4) 12. Amount of Securities (I) (Instr. 4) 13. Amount of Securities (I) (Instr. 4) 14. Amount of Securities (I) (Instr. 4) 15. Amount of Securities (I) (Instr. 4) 16. Date Exercisable and Amount of Securities (I) (Instr. 4) 17. Title and Amount of Securities (I) (Instr. 4) 18. Ownership Form: Direct (I) (Instr. 4) 19. Ownership Securities (I) (Instr. 4) 19. Ownership Securities (I) (Instr. 4) 19. Ownership Securities	FLORHAM NI 07932														Line	Line) X Form filed by One Reporting Person Form filed by More than One Reporting					
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Explanation of Responses:

1. As of January 3, 2020 the reporting person's balance was 149,520. The 62,467 restricted stock units reported on the January 3, 2020 report were previously reported resulting in an overstatement of the January 3, 2020 ending common stock balance

/s/ Kevin Ciaglo, attorney-in-

<u>fact</u>

** Signature of Reporting Person Date

04/03/2020

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.

EXHIBIT 24

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-infact 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^{th} day of November, 2016

/s/ Brian Webb-Walsh

Brian Webb-Walsh