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): September 1, 2024

CONDUENT INCORPORATED

(Exact name of registrant as specified in its charter)

New York	**001-37817**	**81-2983623**
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value	**CNDT**	**NASDAQ Global Select Market**

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 2.01. Completion of Acquisition or Disposal of Assets.

Sale of Casualty Claims Solutions Business

As previously announced on May 3, 2024, Conduent Incorporated ("Conduent"), through its wholly owned subsidiary, Conduent Business Services, LLC (“CBS” and together with Conduent, the "Company"), entered into a definitive agreement with CP VI Bella Blocker TopCo, LLC, a parent company of MedRisk (the "Buyer"), to sell the Company's Casualty Claims Solutions business (the "Sale").

On September 1, 2024, the Sale was completed and the Company received $224 million from the Buyer in the form of cash consideration, which is subject to settlement of customary post-closing adjustments. Conduent intends to use the net proceeds received from the Sale primarily for the repayment of indebtedness. The purchase price adjustments are expected to be settled in the first half of 2025.

Item 7.01. Regulation FD Disclosure

On September 4, 2024, the Company issued a press release announcing the completion of the Sale, a copy of which is furnished as Exhibit 99.1 hereto.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, will not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(b) Pro Forma Financial Information.

The following unaudited pro forma condensed consolidated financial statements of Conduent, after giving effect to the Sale, are filed as Exhibit 99.2 to this Current Report on Form 8-K and incorporated by reference herein:

- Conduent’s unaudited pro forma condensed consolidated balance sheet as of June 30, 2024;
- Conduent’s unaudited pro forma condensed consolidated statements of income (loss) for the year ended December 31, 2023 and for the six months ended June 30, 2024.

In addition to adjusting the unaudited pro forma condensed consolidated financial statements to exclude the Sale and the expected use of proceeds of the Sale, Conduent has also included adjustments to reflect: (i) the disposition of its BenefitWallet health savings account and medical savings account portfolio (the "BenefitWallet Transfer"); and (ii) the disposition of its Curbside Management and Public Safety businesses (the "Curbside Sale"). The BenefitWallet Transfer and Curbside Sale were previously presented in the pro forma condensed consolidated financial statements included in Exhibit 99.2 to the Current Report on Form 8-K filed by Conduent with the Securities and Exchange Commission on May 1, 2024.

The unaudited pro forma condensed consolidated financial statements are not intended to represent or be indicative of the Conduent’s consolidated results of operations or financial position that would have been reported had the Sale been completed as of the dates presented and should not be taken as representation of Conduent’s future consolidated results of operations or financial condition. The pro forma adjustments are based on available information and certain assumptions that management believes are reasonable under the circumstances.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated September 4, 2024
99.2	Unaudited Pro Forma Condensed Consolidated Financial Statements of Conduent Incorporated
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Forward-Looking Statements

This Current Report on Form 8-K ("Report") and any exhibits to this Report may contain “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995, as amended. The words “anticipate,” “believe,” “estimate,” “expect,” " expectations," "in front of us," “plan,” “intend,” “will,” “aim,” “should,” “could,” “forecast,” “target,” “may,” “continue to,” "looking to continue," “endeavor,” “if,” “growing,” “projected,” “potential,” “likely,” “see,” “ahead,” “further,” “going forward,” “on the horizon,” "as we progress," "going to," "path from here forward," "think," "path to deliver," "from here," and similar expressions (including the negative and plural forms of such words and phrases), are intended to identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. These statements include, but may not be limited to, statements regarding the Sale. These statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions, many of which are outside of our control, that could cause actual results to differ materially from those expected or implied by such forward-looking statements contained in this Report, any exhibits to this Report and other public statements we make. Important factors and uncertainties that could cause our actual results to differ materially from those in our forward-looking statements include, but are not limited to: risks related to Conduent’s dispositions, including the Sale, including but not limited to Conduent’s ability to realize the benefits anticipated from such transactions; unexpected costs, liabilities or delays in connection with the transactions; the significant transaction costs associated with the transactions; negative effects of the announcement, pendency or consummation of the transactions on the market price of our common stock or operating results, including as a result of changes in key customer, supplier, employee or other business relationships; the risk of litigation or regulatory actions; our inability to retain and hire key personnel; the risk that certain contractual restrictions contained in the transaction agreements during the pendency of proposed transactions could adversely affect our ability to pursue business opportunities or strategic transactions; and other factors that are set forth in the “Risk Factors” and other sections of our Annual Report on Form 10-K, as well as in our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the Securities and Exchange Commission. Any forward-looking statements made by us in this Report 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 because of new information, subsequent events or otherwise, except as required by law.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly authorized this report to be signed on its behalf by the undersigned duly authorized.

Date: September 4, 2024

CONDUENT INCORPORATED

By: /s/ GEORGE J. ABATE

George J. Abate
Vice President and Chief Accounting Officer

Exhibit 99.1

News from Conduent

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

Conduent Completes Sale of its Casualty Claims Solutions Business to MedRisk

Sale aligns with Conduent's strategy to streamline its portfolio, focusing on core capabilities and advancing synergistic growth.

FLORHAM PARK, N.J., Sept. 4, 2024 — Conduent Incorporated (Nasdaq: CNDT), a global technology-led business solutions and services company, today announced that it has completed the sale of its Casualty Claims Solutions Business to MedRisk, the nation's largest managed care organization dedicated to the physical rehabilitation of workers' compensation patients. The transaction was initially announced on May 3, 2024.

"This completed divestiture is the third in our portfolio optimization plan, allowing us to further improve our balance sheet and advance our capital allocation strategy," said Cliff Skelton, President and Chief Executive Officer at Conduent. "Our priority now is to ensure a seamless transition for our teammates and our clients."

MedRisk is acquiring Conduent's workers' compensation and auto casualty bill review solutions and services, inclusive of the Strataware portfolio of products and technology.

Conduent will continue to provide mailroom services for casualty claim clients and will now serve MedRisk as one of its clients.

Additional details of the transaction are outlined in Conduent's 8-K filed with the U.S. Securities and Exchange Commission (SEC) today.

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About Conduent

Conduent delivers digital business solutions and services spanning the commercial, government and transportation spectrum – creating valuable outcomes for its clients and the millions of people who count on them. The Company leverages cloud computing, artificial intelligence, machine learning, automation and advanced analytics to deliver mission-critical solutions. Through a dedicated global team of approximately 59,000 associates, process expertise and advanced technologies, Conduent's solutions and services digitally transform its clients' operations to enhance customer experiences, improve performance, increase efficiencies and reduce costs. Conduent adds momentum to its clients' missions in many ways including disbursing approximately $100 billion in government payments annually, enabling 2.3 billion customer service interactions annually, empowering millions of employees through HR services every year and processing nearly 13 million tolling transactions every day. Learn more at www.conduent.com.

Forward-Looking Statements

This press release, any exhibits or attachments to this release, and other public statements we make may contain "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. The words “anticipate,” “believe,” “estimate,” “expect,” "plan," “intend,” “will,” “aim,” “should,” “could,” “forecast,” “target,” “may,” "continue to," “endeavor,” "if," “growing,” “projected,” “potential,” “likely,” "see," "ahead," "further," "going forward," "on the horizon," “strategy,” and similar expressions (including the negative and plural forms of such words and phrases), as they relate to us, are intended to identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. All statements other than statements of historical fact included in this press release or any attachment to this press release are forward-looking statements, including, but not limited to, statements regarding the sale of Conduent’s Casualty Claims Solutions business to MedRisk, such as Conduent’s focus on continuing to provide a seamless transition for team members and clients while advancing its goals for deployable capital and Conduent’s strategy to streamline its portfolio, focus on core capabilities and advance synergistic growth, as well as to streamline its business portfolio, enhance its focus on core capabilities and increase agility. These statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions, many of which are outside of our control, that could cause actual results to differ materially from those expected or implied by such forward-looking statements contained in this press release, any exhibits to this press release and other public statements we make.

Important factors and uncertainties that could cause our actual results to differ materially from those in our forward-looking statements include, but are not limited to: Conduent’s ability to realize the benefits anticipated from the sale of its Casualty Claims Solutions Business; unexpected cost, liabilities or delays in connection with the transaction; the significant transaction costs associated with the transaction; negative effects of the consummation of the transaction on the market price of our common stock or operating results, including as a result of changes in key customer, supplier, employee or other business relationships; the risk of litigation or regulatory actions; our inability to retain and hire key personnel; the risk that certain contractual restrictions contained in the definitive transaction agreement could adversely affect our ability to pursue business opportunities or strategic transactions; and other factors that are set forth in the “Risk Factors” and other sections of our Annual Report on Form 10-K, as well as in our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with or furnished to the Securities and Exchange Commission. Any forward-looking statements made by us in this release 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 because of new information, subsequent events or otherwise, except as required by law.

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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.

Conduent Incorporated
Unaudited Pro Forma Condensed Consolidated Financial Information

Sale of Casualty Claims Solutions Business

On May 3, 2024, Conduent Incorporated ("Conduent" or the "Company"), through its wholly owned subsidiary, Conduent Business Services, LLC, entered into a definitive agreement with CP VI Bella Blocker TopCo, LLC, a parent company of MedRisk (the "Buyer"), to sell the Company's Casualty Claims Solutions business ("Casualty Claims") to the Buyer (the "Sale"). On September 1, 2024, the Sale was completed and the Buyer paid Conduent $224 million in cash, which is subject to settlement of customary post-closing adjustments; such settlement is likely to occur in the first half of 2025 and is not expected to be material.

Prior Dispositions

As previously announced, the Company transferred its BenefitWallet health savings account and medical savings account portfolio (collectively, the "BenefitWallet Portfolio") and sold its Curbside Management and Public Safety Solutions businesses (the "Curbside Business"). The transfer of the BenefitWallet Portfolio was completed in three tranches on March 7, 2024, April 11, 2024 and May 14, 2024. The sale of the Curbside Business was completed on April 30, 2024. Collectively, the transfer of the BenefitWallet Portfolio and the sale of the Curbside Business are referred to as the "Prior Dispositions."

Basis of Pro Forma Condensed Consolidated Financial Information

The unaudited pro forma condensed consolidated financial information of the Company was derived from the Company's historical condensed consolidated financial statements. The unaudited pro forma condensed consolidated balance sheet gives effect to the Sale as if it had occurred on June 30, 2024. Additionally, the unaudited pro forma condensed consolidated statements of income (loss) for the six months ended June 30, 2024 and the year ended December 31, 2023, give effect to the Sale and the Prior Dispositions as if each transaction had occurred on January 1, 2023. The following unaudited pro forma condensed consolidated financial information should be read in conjunction with the Company's historical financial statements and accompanying notes for the year ended December 31, 2023, which were included in the Company's Form 10-K filed on February 21, 2024, and the Company's historical unaudited condensed consolidated financial statements and accompanying notes for the six months ended June 30, 2024, which were included in the Company's Quarterly Report on Form 10-Q filed on August 7, 2024.

The transaction accounting adjustments related to the Sale remove the assets, liabilities and results of operations of the Casualty Claims business and also give effect to adjustments to reflect the cash proceeds of approximately $224 million from the Sale, the payment of related income taxes of $34 million, and the repayment of debt in the amount of $150 million.

In addition to the adjustments for the Sale, the Company has also included the effects of the Prior Dispositions. Since these Prior Dispositions were completed before June 30, 2024, the effect of the Prior Dispositions is already reflected in the historical condensed consolidated balance sheet. The transaction accounting adjustments for the Prior Dispositions remove the results of operations and give effect to adjustments to reflect the cash and non-cash proceeds of approximately $657 million from these transactions, the payment of related income taxes of $131 million, and the repayment of debt in the amount of $464 million.

The unaudited pro forma condensed consolidated financial information has been prepared in accordance with Article 11 of Regulation S-X and is based on information currently available and assumptions that the Company believes are reasonable. Such information is provided for illustrative and informational purposes only and is not intended to reflect what the Company's consolidated financial position and results of operations would have been had the Sale or the Prior Dispositions occurred on the dates indicated above and is not necessarily indicative of the Company’s future consolidated financial position and results of operations.

Conduent Incorporated
Unaudited Pro Forma Condensed Consolidated Balance Sheet
As of June 30, 2024

(in millions)	Conduent Historical	Transaction Accounting Adjustments Sale	Note 2	Unaudited Pro Forma
Assets				
Cash and cash equivalents	$ 300	$ 40	(a)	$ 340
Accounts receivable, net	518	—		518
Assets held for sale	43	(61)	(b)	—
		18	(b)	
Contract assets	149	—		149
Other current assets	342	—		342
Total current assets	1,352	(3)		1,349
Land, buildings and equipment, net	179	—		179
Operating lease right-of-use assets	175	—		175
Intangible assets, net	15	—		15
Goodwill	637	—		637
Other long-term assets	422	(18)	(b)	404
Total Assets	$ 2,780	$ (21)		$ 2,759
Liabilities and Equity				
Current portion of long-term debt	$ 33	$ —		$ 33
Accounts payable	136	—		136
Accrued compensation and benefits costs	171	—		171
Unearned income	95	—		95
Liabilities held for sale	22	(26)	(b)	—
		4	(b)	
Other current liabilities	362	4	(c)	366
Total current liabilities	819	(18)		801
Long-term debt	789	(146)	(d)	643
Deferred taxes	48	$ (4)	(b)	$ 44
Operating lease liabilities	144	—		144
Other long-term liabilities	83	—		83
Total Liabilities	1,883	(168)		1,715
Series A convertible preferred stock	142	—		142
Common stock	2	—		2
Treasury stock, at cost	(196)	—		(196)
Additional paid-in capital	3,947	—		3,947
Retained earnings (deficit)	(2,539)	147	(e)	(2,392)
Accumulated other comprehensive loss	(463)	—		(463)
Total Conduent Inc. Equity	751	147		898
Non-controlling Interest	4	—		4
Total Equity	755	147		902
Total Liabilities and Equity	$ 2,780	$ (21)		$ 2,759

Exhibit 99.2

Conduent Incorporated
Unaudited Pro Forma Condensed Consolidated Statement of Income (Loss)
For the Six Months Ended June 30, 2024

(in millions, except per share data. Shares in thousands)	Conduent Historical	Transaction Accounting Adjustments: Sale	Transaction Accounting Adjustments: Prior Dispositions	Note 2	Unaudited Pro Forma
Revenue	$ 1,749	$ (74)	$ (80)	(f)	$ 1,595
Operating Costs and Expenses					
Cost of services (excluding depreciation and amortization)	1,412	(57)	(42)	(f)	1,313
Selling, general and administrative (excluding depreciation and amortization)	231	(8)	(13)	(f)	210
Research and development (excluding depreciation and amortization)	3	—	—		3
Depreciation and amortization	113	(6)	(8)	(f)	99
Restructuring and related costs	17	—	—		17
Interest expense	46	(7)	(14)	(g)	25
Loss on extinguishment of debt	5	—	(5)	(h)	—
Goodwill impairment	—	—	—		—
(Gain) loss on divestitures and transaction costs, net	(508)	(2)	518	(i)	8
Litigation settlements (recoveries), net	5	—	—		5
Other (income) expenses, net	(2)	(2)	(1)	(j)	(5)
Total Operating Costs and Expenses	1,322	(82)	435		1,675
Income (Loss) Before Income Taxes	427	8	(515)		(80)
Income tax expense (benefit)	112	2	(131)	(k)	(17)
Net Income (Loss)	$ 315	$ 6	$ (384)		$ (63)
Net Income (Loss) per Share:					
Basic	$ 1.54				$ (0.31)
Diluted	$ 1.51				$ (0.31)
Weighted Average Shares Outstanding - Basic	201,159				201,159
Weighted Average Shares Outstanding - Diluted	208,224				201,159

Conduent Incorporated
Unaudited Pro Forma Condensed Consolidated Statement of Income (Loss)
For the Year Ended December 31, 2023

(in millions, except per share data. Shares in thousands)	Conduent Historical	Transaction Accounting Adjustments: Sale	Transaction Accounting Adjustments: Prior Dispositions	Note 2	Unaudited Pro Forma
Revenue	$ 3,722	$ (147)	$ (252)	(f)	$ 3,323
Operating Costs and Expenses					
Cost of services (excluding depreciation and amortization)	2,888	(113)	(113)	(f)	2,662
Selling, general and administrative (excluding depreciation and amortization)	458	(16)	(29)	(f)	413
Research and development (excluding depreciation and amortization)	7	—	—		7
Depreciation and amortization	264	(9)	(18)	(f)	237
Restructuring and related costs	62	—	—		62
Interest expense	111	(13)	(46)	(g)	52
Loss on extinguishment of debt	—	4	6	(h)	10
Goodwill impairment	287	—	—		287
(Gain) loss on divestitures and transaction costs, net	10	(185)	(518)	(i)	(693)
Litigation settlements (recoveries), net	(30)	—	—		(30)
Other (income) expenses, net	(3)	4	(3)	(j)	(2)
Total Operating Costs and Expenses	4,054	(328)	(721)		3,005
Income (Loss) Before Income Taxes	(332)	181	469		318
Income tax expense (benefit)	(36)	34	121	(k)	119
Net Income (Loss)	$ (296)	$ 147	$ 348		$ 199
Net Income (Loss) per Share:					
Basic	$ (1.41)				$ 0.92
Diluted	$ (1.41)				$ 0.89
Weighted Average Shares Outstanding - Basic	216,779				216,779
Weighted Average Shares Outstanding - Diluted	216,779				223,839

Conduent Incorporated
Notes to Unaudited Pro Forma Condensed Consolidated Financial Information

1. Basis of Presentation

The unaudited pro forma condensed consolidated financial statements reflect the transaction accounting adjustments necessary to account for the Sale. These adjustments are presented as if the Sale had occurred on January 1, 2023, in the unaudited pro forma condensed consolidated statements of income (loss) for the six months ended June 30, 2024, and for the year ended December 31, 2023, and as of June 30, 2024, in the unaudited pro forma condensed consolidated balance sheet.

In addition to adjustments for the Sale, the Company has included the effects of Prior Dispositions in such financial information.

The unaudited pro forma condensed consolidated statements of income (loss) for the six months ended June 30, 2024, and for the year ended December 31, 2023 incorporate the transaction accounting adjustments necessary to reflect the Prior Dispositions as if they had occurred on January 1, 2023. Since these dispositions were completed before June 30, 2024, the effect of the Prior Dispositions is already incorporated into the historical condensed consolidated balance sheet.

The Company concluded that neither the Sale nor the Prior Dispositions qualified for discontinued operations accounting treatment or presentation.

2. Pro Forma Adjustments

The unaudited pro forma condensed consolidated financial statements reflect the following adjustments:

(a) Adjustment represents cash proceeds of $224 million less (i) repayment of approximately $150 million of debt and (ii) tax payments of $34 million.

(b) Adjustments reflect the disposition of the net assets of the Sale as of June 30, 2024. In preparation of the unaudited pro forma condensed consolidated financial statements, management identified $18 million of internal use software in other long-term assets and $4 million of related deferred tax liabilities that should have been classified as assets and liabilities held for sale, respectively. These amounts have been reclassified accordingly.

(c) Adjustment represents accrual of estimated direct transaction costs totaling $4 million for the Sale.

(d) Adjustment reflects repayment of approximately $150 million of debt with proceeds from the Sale and the write-off of unamortized debt issuance costs of $4 million associated with the repayment of such debt.

(e) Adjustment reflects after tax gain as if the Sale had occurred on June 30, 2024. The after-tax gain on disposal is calculated as follows: $224 million representing the cash proceeds of the Sale, less (i) the net assets of the disposed business of $35 million, (ii) estimated direct transaction costs of $4 million and (iii) estimated income tax provision of $34 million. Furthermore, this adjustment also includes a write-off of unamortized debt issuance costs of $4 million.

(f) For both the Sale and Prior Dispositions, adjustments reflect the elimination of revenue, costs of services, and operating expenses of the respective businesses divested, including estimated IT infrastructure costs, enterprise application costs and certain corporate overhead expenses that are expected to be eliminated.

(g) Adjustments reflect the estimated reduction of interest and amortization of debt discount expense related to the use of the net proceeds from the Sale and Prior Dispositions for repayment of approximately $150 million and $464 million, respectively, of debt as if such debt was repaid on January 1, 2023.

(h) Adjustment to record the write-off of unamortized debt issuance costs of $4 million and $6 million associated with the repayment of debt using proceeds from the Sale and the Prior Dispositions, respectively. Since the adjustment assumes that the Sale and Prior Dispositions occurred on January 1, 2023, the adjustment to the unaudited pro forma condensed consolidated statement of income (loss) for the six months ended June 30, 2024 is solely to reverse the actual expense for the Prior Dispositions in that period.

(i) The adjustment reflects gain and transaction costs as if the Sale and Prior Dispositions had each occurred on January 1, 2023. The gain and transaction costs for the year ended December 31, 2023 are calculated as follows:

For the Sale: $224 million representing the cash proceeds less (i) the net assets of the disposed business of $35 million and (ii) estimated direct transaction costs of $4 million.

For the Prior Disposals: $657 million representing cash and non-cash net proceeds less (i) the net assets of the disposed businesses of $122 million and (ii) estimated direct transaction costs of $17 million.

Since the adjustment assumes that the Sale and Prior Dispositions occurred on January 1, 2023, the adjustment to the unaudited pro forma condensed consolidated statement of income (loss) for the six months ended June 30, 2024 is solely to reverse the actual transaction costs for the Sale and gain on the Prior Dispositions in that period.

(j) For both the Sale and Prior Dispositions, adjustments reflect the elimination of other (income) expenses incurred for the respective businesses divested. Additionally, solely for the Prior Dispositions, the year ended December 31, 2023 adjustment reflects interest income received in the amount of the discount on a note from the Buyer of one of the businesses divested.

(k) Adjustments represent the estimated income tax effect of the transaction accounting adjustments. The tax effect of the pro forma adjustments was calculated using the historical statutory rates in effect for the periods presented.