

KERR ALAN  
Form 4  
February 15, 2019

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KERR ALAN

2. Issuer Name and Ticker or Trading Symbol  
DIEBOLD NIXDORF, Inc [DBD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O DIEBOLD NIXDORF,  
INCORPORATED, 5995 MAYFAIR  
ROAD

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/13/2019

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
SVP, Software

(Street)  
NORTH CANTON, OH 44720

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
| Common Shares                   | 02/13/2019                           |  | A                              | 6,009 <sup>(1)</sup>  | \$ 0  | 128,681 <sup>(2)</sup>                                   | D                                 |
| Common Shares                   | 02/13/2019                           |  | F                              | 2,185 <sup>(1)</sup>  | \$ 0  | 126,496 <sup>(2)</sup>                                   | D                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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**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 Underlying Securities (Instr. 3 and 4) |               |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title         | Amount or Number of Shares |
| Non-Qualified Stock Option <u>(3)</u>      | \$ 38.02   |                                      |  |                                |   | 08/04/2015   | 08/03/2024  | Common Stock  | 7,751                      |
| Non-Qualified Stock Option <u>(3)</u>      | \$ 32.33   |                                      |  |                                |   | 02/05/2016   | 02/04/2025  | Common Shares | 22,735                     |
| Non-Qualified Stock Option <u>(3)</u>      | \$ 27.39   |                                      |  |                                |   | 02/03/2017   | 02/02/2026  | Common Shares | 23,744                     |
| Non-Qualified Stock Options <u>(3)</u>     | \$ 26.6  |                                      |  |                                |   | 02/08/2018   | 02/07/2027  | Common Shares | 44,408                     |
| Non-Qualified Stock Option <u>(4)</u>      | \$ 18.75   |                                      |  |                                |   | 02/01/2019   | 02/01/2028  | Common Shares | 23,227                     |
| Non-Qualified Stock Option <u>(4)</u>      | \$ 4.08  |                                      |  |                                |   | 01/29/2020   | 01/29/2029  | Common Shares | 45,000                     |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

KERR ALAN  
C/O DIEBOLD NIXDORF, INCORPORATED  
5995 MAYFAIR ROAD  
NORTH CANTON, OH 44720

SVP, Software

## Signatures

Jonathan B. Leiken, Attorney in fact for Alan  
Kerr

02/15/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Reflects delivery of shares earned under the 2017-2019 Synergy Grant, and withholding of shares pursuant to tax withholding right.
- (2) Number includes restricted stock units.
- (3) Granted under the 1999 Equity and Performance Incentive Plan; option is generally exercisable in annual increments of 1/3, 1/3, 1/3 beginning one year from the date of grant.
- (4) Granted under the 2017 Equity and Performance Incentive Plan; option is generally exercisable in annual increments of 1/3, 1/3, 1/3 beginning one year from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.