

**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): May 21, 2021**



**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 and zip code)

**(844) 663-2638**  
(Registrant's telephone number, including area code)

**N/A**  
(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:

- 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:**

Name 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 8.01. Other Events.**

On May 21, 2021, Conduent Incorporated (“Conduent” and, together with its consolidated subsidiaries, the “Company”) issued a news release announcing its intention to replace its Credit Agreement Term Loan due 2022 and Credit Agreement Term Loan due 2023 (together the “Existing Term Loans”) with the entry into a new Senior Secured Credit Agreement consisting of a \$750.0 million term loan and \$550.0 million revolving facility and the issuance of \$750.0 million of Senior Secured Notes due 2029 (the “New Notes”). The New Notes will be offered in a private placement inside the United States to qualified institutional buyers under Rule 144A under the United States Securities Act of 1933 (the “Securities Act”) and outside the United States to non-U.S. Persons under Regulation S of the Securities Act.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The New Notes have not been registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Document Description</u>
99.1	<a href="#">Press Release dated May 21, 2021.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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.

Dated: May 21, 2021

**Conduent Incorporated**

By: /s/ Kevin Ciaglo

Name: Kevin Ciaglo

Title: Assistant Secretary



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

[www.Conduent.c](http://www.Conduent.c)

## Conduent Announces Intent to Refinance its Existing Term Loans and Revolving Facility

FLORHAM PARK, N.J., May 21, 2021 — [Conduent Incorporated](#) (Nasdaq: CNDT), a business process services and solutions company, today announced its intention to replace its existing term loans, due in 2022 and 2023, with a new term loan due in 2028 and Senior Secured Notes due in 2029 (the “New Notes”), that together are expected to have a principal amount of \$1.5 billion. In addition, the company will replace its existing revolving facility with a new \$550.0 million revolving facility. The principal amounts of the above financings are subject to change.

The New Notes will be offered in a private placement inside the United States to qualified institutional buyers under Rule 144A under the United States Securities Act of 1933 (the “Securities Act”) and outside the United States to non-U.S. Persons under Regulation S of the Securities Act. The New Notes have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent registration under the Securities Act or an applicable exemption from the registration requirements of the Securities Act.

This press release is not an offer to buy or a solicitation of an offer to sell any securities of the Company. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

### **About Conduent**

Conduent delivers mission-critical services and solutions on behalf of businesses and governments – creating exceptional outcomes for its clients and the millions of people who count on them. Through process, technology, and our diverse and dedicated associates, Conduent solutions and services automate workflows, improve efficiencies, reduce costs, and enable revenue growth. It’s why most Fortune 100 companies and over 500 government entities depend on Conduent every day to manage their essential interactions and move their operations forward.

Conduent’s differentiated services and solutions improve experiences for millions of people every day, including three out of every four U.S. insured patients, 10 million employees who use its HR Services, and nearly 18 million benefits recipients. Conduent’s solutions deliver exceptional outcomes for its clients, including \$16 billion in savings from medical bill review of workers compensation claims, up to 40% efficiency increase in HR operations, up to 27% reduction in government benefits costs, up to 40% improvement in finance, accounting and procurement expense, and improved customer service interaction times by up to 20% with higher end-user satisfaction. Learn more at <https://www.conduent.com>.

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**Note:** To receive RSS news feeds, visit [www.news.conduent.com](http://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>.

**Trademarks**

Conduent is a trademark of Conduent Incorporated in the United States and/or other countries. Other names may be trademarks of their respective owners.