

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* ICAHN CARL C			2. Issuer Name and Ticker or Trading Symbol CONDUENT Inc [CNDT]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/10/2019			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
C/O ICAHN ASSOCIATES HOLDINGS LLC 767 FIFTH AVE., SUITE 4700			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) NEW YORK NY 10153								
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share (the "Shares")	05/13/2019		j(6)		700,000	A	\$10	20,506,000	I	please see footnotes(1)(2)(3)(4)(5)(6)
Shares	05/13/2019		j(7)		1,100,000	A	\$10	21,606,000	I	please see footnotes(1)(2)(3)(4)(5)(7)
Shares	05/13/2019		j(8)		700,000	A	\$10	22,306,000	I	please see footnotes(1)(2)(3)(4)(5)(8)
Shares	05/13/2019		j(9)		242,887	A	\$10	22,548,887	I	please see footnotes(1)(2)(3)(4)(5)(9)
Shares	05/13/2019		j(10)		210,115	A	\$10	22,759,002	I	please see footnotes(1)(2)(3)(4)(5)(10)
Shares	05/13/2019		j(11)		220,572	A	\$10	22,979,574	I	please see footnotes(1)(2)(3)(4)(5)(11)
Shares	05/13/2019		j(12)		400,000	A	\$10	23,379,574	I	please see footnotes(1)(2)(3)(4)(5)(12)
Shares	05/13/2019		j(13)		47,578	A	\$10	23,427,152	I	please see footnotes(1)(2)(3)(4)(5)(13)
Shares	05/13/2019		j(14)		22,110	A	\$10	23,449,262	I	please see footnotes(1)(2)(3)(4)(5)(14)
Shares	05/13/2019		j(15)		92,910	A	\$10	23,542,172	I	please see footnotes(1)(2)(3)(4)(5)(15)
Shares	05/13/2019		j(16)		500,000	A	\$10	24,042,172	I	please see footnotes(1)(2)(3)(4)(5)(16)
Shares	05/13/2019		j(17)		360,000	A	\$10	24,402,172	I	please see footnotes(1)(2)(3)(4)(5)(17)
Shares	05/13/2019		j(18)		184,368	A	\$10	24,586,540	I	please see all footnotes(1)(2)(3)(4)(5)(18)
Shares	05/13/2019		j(19)		400,000	A	\$10	24,986,540	I	please see footnotes(1)(2)(3)(4)(5)(19)
Shares	05/10/2019		P		1,700,000	A	\$8.37	26,686,540	I	please see footnotes(1)(2)(3)(4)(5)(20)(21)
Shares	05/13/2019		P		2,215,417	A	\$8.33	28,901,957	I	please see footnotes(1)(2)(3)(4)(5)(20)(21)

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 Securities Underlying Derivative Security (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount	
Forward Contracts (obligation to purchase)	(6)(7)(8)(9)(10)(11)(12)(13)(14)(15)(16)(17)(18)(19)	05/13/2019		j(6)(7)(8)(9)(10)(11)(12)(13)(14)(15)(16)(17)(18)(19)		1			(6)(7)(8)(9)(10)(11)(12)(13)(14)(15)(16)(17)(18)(19)	(6)(7)(8)(9)(10)(11)(12)(13)(14)(15)(16)(17)(18)(19)	Shares	5,180

1. Name and Address of Reporting Person*
ICAHN CARL C

(Last) (First) (Middle)
C/O ICAHN ASSOCIATES HOLDINGS LLC
767 FIFTH AVE., SUITE 4700

(Street)
NEW YORK NY 10153

(City) (State) (Zip)

1. Name and Address of Reporting Person*
HIGH RIVER LIMITED PARTNERSHIP

(Last) (First) (Middle)
445 HAMILTON AVENUE
SUITE 1210

(Street)
WHITE PLAINS NY 10601

(City) (State) (Zip)

1. Name and Address of Reporting Person*
ICAHN PARTNERS LP

(Last) (First) (Middle)
445 HAMILTON AVENUE
SUITE 1210

(Street)
WHITE PLAINS NY 10601

(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
ICAHN PARTNERS MASTER FUND LP		
(Last)	(First)	(Middle)
445 HAMILTON AVENUE SUITE 1210		
(Street)		
WHITE PLAINS	NY	10601
(City)	(State)	(Zip)

Explanation of Responses:

- This Form 4 is being filed by, and on behalf of, Mr. Carl C. Icahn, High River Limited Partnership ("High River"), Icahn Partners LP ("Icahn Partners"), and Icahn Partners Master Fund LP ("Icahn Master," and, collectively with Mr. Icahn, High River, and Icahn Partners, the "Reporting Persons").
- Barberry Corp. ("Barberry") is the sole member of Hopper Investments LLC ("Hopper"), which is the general partner of High River. Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of Icahn Master.
- Each of Barberry and Beckton is 100 percent owned by Mr. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of High River, Icahn Partners, and Icahn Master. Each of Hopper, Barberry, and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under Securities Exchange Act of 1934, as amended (the "Act")), the common stock, \$0.01 par value shares (the "Shares") of Conduent Incorporated which High River owns. Each of Hopper, Barberry, and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein, if any.
- Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton, and Mr. Icahn may be deemed to indirectly beneficially own the Shares which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton, and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein, if any.
- Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton, and Mr. Icahn may be deemed to indirectly beneficially own the Shares which Icahn Master owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton, and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein, if any.
- On or about the date of this Form 4 (the "Reporting Date"), the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) High River of 140,000 Shares, (ii) Icahn Partners of 318,966 Shares, and (iii) Icahn Master of 241,034 Shares, in each case at a forward price of \$10.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$2.98 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) High River of 220,000 Shares, (ii) Icahn Partners of 515,011 Shares, and (iii) Icahn Master of 369,989 Shares, in each case at a forward price of \$10.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$3.38 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) High River of 140,000 Shares, (ii) Icahn Partners of 327,735 Shares, and (iii) Icahn Master of 232,265 Shares, in each case at a forward price of \$10.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$3.42 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) High River of 48,577 Shares, (ii) Icahn Partners of 113,717 Shares, and (iii) Icahn Master of 80,593 Shares, in each case at a forward price of \$10.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$3.16 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) High River of 42,023 Shares, (ii) Icahn Partners of 98,375 Shares, and (iii) Icahn Master of 69,717 Shares, in each case at a forward price of \$10.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$3.21 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) High River of 44,114 Shares, (ii) Icahn Partners of 103,270 Shares, and (iii) Icahn Master of 73,188 Shares, in each case at a forward price of \$10.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$3.25 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) High River of 80,000 Shares, (ii) Icahn Partners of 182,277 Shares, and (iii) Icahn Master of 132,723 Shares, in each case at a forward price of \$10.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$3.14 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) High River of 9,516 Shares, (ii) Icahn Partners of 22,276 Shares, and (iii) Icahn Master of 15,786 Shares, in each case at a forward price of \$10.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$3.25 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) High River of 4,422 Shares, (ii) Icahn Partners of 10,351 Shares, and (iii) Icahn Master of 7,337 Shares, in each case at a forward price of \$10.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$3.25 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) High River of 18,582 Shares, (ii) Icahn Partners of 43,500 Shares, and (iii) Icahn Master of 30,828 Shares, in each case at a forward price of \$10.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$3.26 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) High River of 100,000 Shares, (ii) Icahn Partners of 234,095 Shares, and (iii) Icahn Master of 165,905 Shares, in each case at a forward price of \$10.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$3.21 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) High River of 72,000 Shares, (ii) Icahn Partners of 168,550 Shares, and (iii) Icahn Master of 119,450 Shares, in each case at a forward price of \$10.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$3.19 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) High River of 36,874 Shares, (ii) Icahn Partners of 87,894 Shares, and (iii) Icahn Master of 59,600 Shares, in each case at a forward price of \$10.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$3.19 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) High River of 80,000 Shares, (ii) Icahn Partners of 187,303 Shares, and (iii) Icahn Master of 132,697 Shares, in each case at a forward price of \$10.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$3.03 per Share at the inception of the forward contract.
- Each of the purchase transactions as set forth on this Form 4 were purchases effected in ordinary course brokerage transactions.
- On or about the Reporting Date and after all of the transactions reported on this Form 4, High River directly beneficially owns 5,780,391 Shares, Icahn Partners directly beneficially owns 13,530,504 Shares, and Icahn Master directly beneficially owns 9,591,062 Shares.

<u>CARL C. ICAHN</u>	<u>05/13/2019</u>
<u>HIGH RIVER LIMITED PARTNERSHIP</u>	<u>05/13/2019</u>
<u>ICAHN PARTNERS LP</u>	<u>05/13/2019</u>
<u>ICAHN PARTNERS MASTER FUND LP</u>	<u>05/13/2019</u>
** Signature of Reporting Person	Date

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.

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