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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**SCHEDULE 13D**  
**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)**

(Amendment No. 2)<sup>1</sup>

Conduent Incorporated  
(Name of Issuer)

Common Stock, \$1 par value  
(Title of Class of Securities)

206787103  
(CUSIP Number)

DARWIN DEASON  
SCOTT LETIER  
3953 MAPLE AVE, SUITE 150  
DALLAS, TX 75205  
(214) 378-3600  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

June 10, 2024  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

*Note.* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

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1	NAME OF REPORTING PERSONS  Darwin Deason	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  <span style="float: right;">(a) <input type="checkbox"/> (b) <input type="checkbox"/></span>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO (see Item 3 to the Original Schedule 13D)	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <span style="float: right;"><input type="checkbox"/></span>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  12,320,307*
	8	SHARED VOTING POWER  -0-
	9	SOLE DISPOSITIVE POWER  12,320,307*
	10	SHARED DISPOSITIVE POWER  -0-
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  12,320,307*	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <span style="float: right;"><input type="checkbox"/></span>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  7.17*	
14	TYPE OF REPORTING PERSON  IN	

\* Includes 5,393,256 Shares issuable upon the conversion of 120,000 shares of Conduent Incorporated Series A Preferred Stock, par value \$1.00 per share (the "Series A Preferred Stock"). See Item 5 of the Schedule 13D for additional detail.

This amendment No. 2 to Schedule 13D relates to the Schedule 13D filed on December 18, 2018 for Conduent Incorporated (as previously amended, the “Original Schedule 13D”) by the Reporting Person. Capitalized terms used but not defined in this Amendment No. 2 shall have the meanings set forth in the Original Schedule 13D.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On June 10, 2024, the Issuer announced that it consummated a transaction with Carl Icahn and his affiliates pursuant to which the Issuer purchased from Mr. Icahn and his affiliates all of the Shares owned thereby (the “Repurchase Transaction”).

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated to read as follows:

As of the date hereof, the Reporting Person may be deemed to beneficially own, in the aggregate, 12,320,307 Shares, including 5,393,256 Shares issuable upon the conversion of 120,000 shares of Series A Preferred Stock, representing approximately 7.17% of the Issuer’s outstanding Shares (based upon the 204,583,488 Shares stated to be outstanding by the Issuer as of April 30, 2024 as reported by the Issuer in its Quarterly Report on Form 10-Q filed by the Issuer with the SEC on May 2, 2024, minus the 38,149,336 Shares acquired by the Issuer upon the consummation of the Repurchase Transaction, plus the 5,393,256 Shares issuable up conversion of Mr. Deason’s Series A Preferred Stock). The percentage of the Shares that may be deemed to be owned by the Reporting Person has changed since the prior Schedule 13D filing of the Reporting Person solely as a result of the consummation of the Repurchase Transaction, not a change in Shares beneficially owned by the Reporting Person. All holdings are reported as of the close of business on June 10, 2024.

A. Mr. Deason

- (a) Mr. Deason beneficially owns 12,320,307 Shares, including 5,393,256 Shares issuable upon the conversion of 120,000 shares of Series A Preferred Stock.

Percentage: Approximately 7.17%

- (b) 1. Sole power to vote or direct vote: 12,320,307  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 12,320,307  
4. Shared power to dispose or direct the disposition: 0

- (c) Mr. Deason has not entered into any transactions in the Shares during the past sixty days.

The filing of this Schedule 13D shall not be deemed an admission that the Reporting Person is, for purposes of Section 13(d) of the Act, the beneficial owner of any securities of the Issuer that he does not directly own. The Reporting Person specifically disclaims beneficial ownership of the securities reported herein that he does not directly own.

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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 14, 2024

/s/ Darwin Deason

Name: Darwin Deason

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