

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

<b>1. Name and Address of Reporting Person*</b> <u>Prout Mark</u> <hr/> (Last) (First) (Middle) 100 CAMPUS DRIVE SUITE 200E <hr/> (Street) FLORHAM NJ 07932 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> CONDUENT Inc [ CNDT ]	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) EVP, Chief Information Officer
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 04/01/2023	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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	04/01/2023		A		109,329 <sup>(1)</sup>	A	\$3.43	518,962	D	
Common Stock	04/01/2023		A		38,125 <sup>(2)</sup>	A	\$3.43	557,087	D	

**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)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- RSU Awards of restricted stock units (RSUs) granted on April 1, 2023 that vest in equal amounts on December 31, 2023, December 31, 2024 and December 31, 2025. Each RSU converts to one share of Conduent Incorporated common stock (Common Stock) upon vesting.
- Award of performance restricted stock units (PRSUs) that can only be settled in Common Stock. The PRSU award will cliff vest on December 31, 2025, subject to Conduent Incorporated's total shareholder return compared to its proxy peer group (rTSR) meeting certain thresholds. If Conduent Incorporated's rTSR achieves the 25th percentile (or higher) for the period April 1, 2023 through December 31, 2025, the shares will vest on December 31, 2025 and be adjusted and settled according to the following performance (with linear interpolation between points): 25th Percentile ranking is 50% payout; Median percentile ranking is 100% payout; and 75th percentile is 150% payout. The vested shares are paid out within 60 days following the vesting date. The PRSU award adjustment is capped at (i) 100%, if Conduent Incorporated's total shareholder return is negative, and (ii) 6x the fair market value of the target number of PRSUs on the date of grant.

/s/ Michael Krawitz, attorney-in-fact 04/04/2023

\*\* 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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