

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u>  (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES HOLDINGS LLC</u> <u>767 FIFTH AVE., SUITE 4700</u>  (Street) <u>NEW YORK NY 10153</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CONDUENT Inc [ CNDT ]</u>	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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/16/2019</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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")	05/16/2019		P		565,424	A	\$8.85	29,467,381	I	please see footnotes <sup>(1)</sup> (2)(3)(4)(5)(6)(7)
Shares	05/17/2019		P		1,350,000	A	\$8.82	30,817,381	I	please see footnotes <sup>(1)</sup> (2)(3)(4)(5)(6)(7)
Shares	05/20/2019		P		607,174	A	\$8.89	31,424,555	I	please see footnotes <sup>(1)</sup> (2)(3)(4)(5)(6)(7)

**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)		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)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u>  (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES HOLDINGS LLC</u> <u>767 FIFTH AVE., SUITE 4700</u>  (Street) <u>NEW YORK NY 10153</u>  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>HIGH RIVER LIMITED PARTNERSHIP</u>  (Last) (First) (Middle) <u>445 HAMILTON AVENUE</u> <u>SUITE 1210</u>  (Street) <u>WHITE PLAINS NY 10601</u>  (City) (State) (Zip)
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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:**

1. 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").
2. 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.
3. 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.
4. 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.
5. 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.
6. Each of the purchase transactions as set forth on this Form 4 were purchases effected in ordinary course brokerage transactions.
7. On or about the date of this Form 4 and after all of the transactions reported on this Form 4, High River directly beneficially owns 6,284,911 Shares, Icahn Partners directly beneficially owns 14,711,463 Shares, and Icahn Master directly beneficially owns 10,428,181 Shares.

<u>CARL C. ICAHN</u>	<u>05/20/2019</u>
<u>HIGH RIVER LIMITED PARTNERSHIP</u>	<u>05/20/2019</u>
<u>ICAHN PARTNERS LP</u>	<u>05/20/2019</u>
<u>ICAHN PARTNERS MASTER FUND LP</u>	<u>05/20/2019</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.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**