

Schmid Gerrard
Form 4
April 26, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Schmid Gerrard

(Last) (First) (Middle)

C/O DIEBOLD NIXDORF,
INCORPORATED, 5995 MAYFAIR
ROAD

(Street)

NORTH CANTON, OH 44720

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

DIEBOLD NIXDORF, Inc [DBD]

3. Date of Earliest Transaction
(Month/Day/Year)

04/25/2019

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Shares					10,000	I	By Spouse
Common Shares					490,070 ⁽¹⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title Am Num Sha
Non-Qualified Stock Option <u>(2)</u>	\$ 15.35					02/20/2019 02/20/2028	Common Shares 19
Non-Qualified Stock Option <u>(3)</u>	\$ 4.49					01/29/2020 01/29/2029	Common Shares 67
Non-Qualified Stock Option <u>(3)</u>	\$ 13.98	04/25/2019		A	34,678	04/25/2020 04/25/2029	Common Shares 34
Performance Share Units	<u>(4)</u>	04/25/2019		A	56,059	<u>(4)</u> 04/25/2022	Common Shares 50

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schmid Gerrard C/O DIEBOLD NIXDORF, INCORPORATED 5995 MAYFAIR ROAD NORTH CANTON, OH 44720	X		President and CEO	

Signatures

Jonathan B. Leiken, Attorney-in-fact for Gerrard Schmid 04/26/2019

 **Signature of Reporting Person

 Date

Explanation of Responses:

* 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).

(1) Number includes restricted stock units.

(2) Option is generally exercisable in annual increments of 1/3, 1/3, 1/3 beginning one year from the date of grant.

(3) Granted under the 2017 Equity and Performance Incentive Plan; option is generally exercisable in annual increments of 1/3, 1/3, 1/3 beginning one year from the date of grant.

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- (4) Award subject to a three-year performance period during which the Company's stock price must appreciate at least 25% in order for the grant to vest. Performance will be measured on the anniversaries of the grant date, and the award will vest upon the first achievement of the performance, but will payout in shares on a pro-rata annual basis after performance is satisfied. If the stock performance condition is not met by the third anniversary of the date of grant, then the entire award is forfeited.

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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