

DIEBOLD NIXDORF, Inc
Form 8-K
October 01, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): September 30, 2018

Diebold Nixdorf, Incorporated

(Exact name of registrant as specified in its charter)

Ohio 1-4879 34-0183970
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

5995 Mayfair Road, P.O. Box 3077,
North Canton, Ohio 44720-8077
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (330) 490-4000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 1, 2018, Diebold Nixdorf, Incorporated (the “Company”) announced that Christopher A. Chapman, Senior Vice President and Chief Financial Officer, is leaving the Company to pursue other opportunities. The Company also announced the appointment of Jeffrey Rutherford, an experienced senior executive, as interim Chief Financial Officer effective immediately. Mr. Rutherford will serve as the Company’s principal financial officer and principal accounting officer until a permanent chief financial officer is appointed.

In connection with Mr. Chapman’s departure from the Company, Mr. Chapman will be entitled to receive compensation under the Company’s severance arrangements with respect to a termination of his employment without cause. Mr. Chapman and the Company also have entered into a Consulting Agreement, dated October 1, 2018, whereby Mr. Chapman will assist in the transition of his responsibilities through January 15, 2019, in exchange for a one-time payment in the amount of \$300,000 and continued eligibility under his cost synergy performance-based share award granted in 2017.

Mr. Rutherford, age 57, has served as Chairman, Interim President and Interim Chief Executive Officer of Edgewater Technology, Inc. (NASDAQ: EDGW), a technology consulting firm, since 2017 and will continue to serve in such capacity until the upcoming closing of Edgewater’s previously announced merger. He served as Vice President and Chief Financial Officer of Ferro Corporation (NYSE: FOE), an international coatings manufacturing company, from 2014 to 2016. Prior to this, he served as Vice President and Chief Financial Officer of Park-Ohio Holdings Corp. (NASDAQ: PKOH), a diversified manufacturing company, from 2008 to 2012.

Mr. Rutherford will receive a monthly salary of \$50,000 per month as reflected in the Independent Contractor Agreement, dated October 1, 2018, between Mr. Rutherford and the Company (the “Independent Contractor Agreement”). He will receive a minimum of three months’ salary at this rate unless he resigns from this position prior to the three-month anniversary of the date the Independent Contractor Agreement.

There are no arrangements or understandings between Mr. Rutherford and any other persons pursuant to which Mr. Rutherford was selected as Interim Chief Financial Officer, nor are there any family relationships between Mr. Rutherford and any of the Company’s directors or executive officers. There have been no transactions involving the Company or any of its subsidiaries in which Mr. Rutherford has or will have a direct or indirect material interest that are required to be disclosed by Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

On October 1, 2018, the Company issued a press release related to the events described in Item 5.02. A copy of the press release is attached hereto as Exhibit 99.1 and furnished herewith.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
99.1	<u>News Release of Diebold Nixdorf, Incorporated dated October 1, 2018</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Diebold Nixdorf, Incorporated

October 1, 2018 By: /s/ Jonathan B. Leiken

Name: Jonathan B. Leiken

Title: Senior Vice President, Chief Legal Officer and Secretary