

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): January 3, 2019

Diebold Nixdorf, Incorporated

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction of incorporation)

1-4879

(Commission File
Number)

34-0183970

(I.R.S. Employer Identification No.)

5995 Mayfair Road, P.O. Box 3077,
North Canton, Ohio

(Address of principal executive offices)

44720-8077

(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 January 4, 2019, Diebold Nixdorf, Incorporated (the “Company”) announced the appointment of Jeffrey Rutherford as Chief Financial Officer effective immediately. Mr. Rutherford has served as the Company’s interim Chief Financial Officer since October 1, 2018, and will continue to serve as the Company’s principal financial officer and principal accounting officer in this permanent position.

Mr. Rutherford, age 58, served as Chairman, Interim President and Interim Chief Executive Officer of Edgewater Technology, Inc. (NASDAQ: EDGW), a technology consulting firm, from 2017 until its recent merger on November 1, 2018. 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.

In connection with his service as the Company’s Chief Financial Officer, Mr. Rutherford will receive an annual base salary of \$600,000 and initial annual cash incentive award target at \$600,000 (which represents 100% of his base salary), and he will be eligible for long-term incentive plan awards as determined by the Company. Mr. Rutherford will be entitled to severance benefits to the extent provided in the Company’s Senior Leader Severance Plan, and he entered into a change in control agreement with the Company that is consistent with the Company’s existing program.

There are no arrangements or understandings between Mr. Rutherford and any other persons pursuant to which Mr. Rutherford was selected as 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 January 4, 2019, 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	News Release of Diebold Nixdorf, Incorporated dated January 4, 2019

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.

January 4, 2019

Diebold Nixdorf, Incorporated
By: /s/ Jonathan B. Leiken
Name: Jonathan B. Leiken
Title: Senior Vice President, Chief Legal Officer and
Secretary



pressrelease

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FOR IMMEDIATE RELEASE:

Jan. 4, 2019

DIEBOLD NIXDORF ANNOUNCES KEY LEADERSHIP APPOINTMENTS TO HELP DRIVE TRANSFORMATION

Rutherford named full-time CFO; Sparkes to lead global IT and digital; Wimmer to head global retail business

NORTH CANTON, Ohio - Diebold Nixdorf (NYSE: DBD), a world leader in driving connected commerce, today announced three key appointments to strengthen its senior leadership team. Jeffrey Rutherford, who recently joined the company as interim chief financial officer, will now fill that position on a permanent basis. In addition, Julian Sparkes has joined the company as senior vice president, chief digital officer, and Hermann Wimmer has joined Diebold Nixdorf as senior vice president, global retail.

Rutherford, [who was named Diebold Nixdorf's interim chief financial officer](#) Oct. 1, 2018, now holds the role on a permanent basis. He joined the company from Edgewater Technology (NASDAQ: EDGW), a leading technology consulting firm. Prior to Edgewater, he held the chief financial officer position at a number of companies, including Ferro Corporation, Park-Ohio Holdings Corp, UAP Holding, LESCO and Office Max. He has extensive experience leading value-creating, transformational initiatives.

Sparkes will be responsible for simplifying, streamlining and further digitizing Diebold Nixdorf's IT infrastructure to enhance both customer and employee experiences. He brings more than 35 years of digital transformation and IT outsourcing experience, as well as a decade in senior leadership positions. He comes to Diebold Nixdorf from PRGX Global, Inc., a leader in big-data analytics. Prior to that, Sparkes worked at IBM and Accenture with multinational companies to modernize their business applications for the cloud, deploy new mobile, Internet of Things and big data applications, consolidate data centers and automate supply chain functions.

In leading Diebold Nixdorf's global retail business, Wimmer will be responsible for the company's retail strategy and operations, including business development, customer relationship management and global sales. Wimmer comes from ForgeRock, a digital identity and access management company,

where he served as chief revenue officer. He has spent more than 20 years in leadership roles in the IT and data analytics industries, mostly at NCR Corp. and Teradata Corp. At NCR and Teradata, he held senior operating roles within EMEA and Asia-Pacific. In those regions, he led efforts to define growth strategies, operational, revenue and profit goals for those companies' data analytics and big data businesses. He replaces Mark Brewer, who has departed the company to pursue other opportunities.

"I'm excited for Jeff to continue providing his expertise and doing excellent work for the company as our CFO. His leadership contributions over the past three months have been extremely valuable to us, and we are fortunate to have him aboard as we continue to execute our DN Now transformation plan," said Gerrard Schmid, Diebold Nixdorf president and chief executive officer. "I am also excited to welcome Julian and Hermann to Diebold Nixdorf. These are strong, experienced leaders who will help execute DN Now, strengthen our team and drive our connected commerce strategy around the world. I am confident Julian will lead lasting improvements to both our customers' and employees' digital experiences as well as refine our long-term digitally-enabled strategy. Hermann's extensive leadership experience will aid us in capitalizing on important opportunities for our retail industry customers while delivering software-driven services and solutions that exceed consumer expectations."

About Diebold Nixdorf

Diebold Nixdorf (NYSE:DBD) is a world leader in enabling connected commerce for millions of consumers each day across the financial and retail industries. Its software-defined solutions bridge the physical and digital worlds of cash and consumer transactions conveniently, securely and efficiently. As an innovation partner for nearly all of the world's top 100 financial institutions and a majority of the top 25 global retailers, Diebold Nixdorf delivers unparalleled services and technology that are essential to evolve in an 'always on' and changing consumer landscape.

Diebold Nixdorf has a presence in more than 130 countries with approximately 23,000 employees worldwide. The organization is headquartered in North Canton, Ohio, USA. Visit www.DieboldNixdorf.com for more information.

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