

Schmid Gerrard  
Form 4  
April 26, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 <sup>(1)</sup>  | D  |                                   |

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

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SEC 1474  
(9-02)

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**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<br>C/O DIEBOLD NIXDORF, INCORPORATED<br>5995 MAYFAIR ROAD<br>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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