

Schmid Gerrard
Form 4
February 22, 2019

FORM 4

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

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

OMB APPROVAL

OMB
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(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)

02/21/2019

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Shares					10,000		I By Spouse
Common Shares	02/21/2019		F		19,440 (1)	D \$ 0	467,848 (2) 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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Non-Qualified Stock Option (3)	\$ 15.35					02/20/2019	02/20/2028	Common Shares	192,04
Non-Qualified Stock Option (4)	\$ 4.49					01/29/2020	01/29/2029	Common Shares	676,81

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 02/22/2019

__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) Shares withheld pursuant to exercise of tax withholding right under the 2017 Equity and Performance Incentive Plan - Restricted Share Award
- (2) Number includes restricted stock units.
- (3) Option is generally exercisable in annual increments of 1/3, 1/3, 1/3 beginning one year from the date of grant.
- (4) 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.

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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