

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 14A
(RULE 14A-101)
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to 240.14a-12

Diebold Nixdorf, Incorporated
(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
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- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No:
 - (3) Filing Party:
 - (4) Date Filed:
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On April 15, 2019, Diebold Nixdorf, Incorporated (the "Company") disclosed the following in a Current Report on Form 8-K filed with the Securities and Exchange Commission: The Compensation Committee of the Board of Directors (the "Committee") of Diebold Nixdorf, Incorporated (the "Company") suspended the Quarterly Bonus Program (the "Program") for named executive officers, effective immediately. Given the challenges the Company faced late last year, the Committee felt it important to establish the Program to retain and focus key leaders during a very challenging period. The Committee has exercised its discretion to suspend the Program because, in the Committee's view, the Program accomplished its goal of stabilizing the Company and retaining key personnel to propel the DN Now initiative. The Committee feels that, with this stability, the shareholder-approved annual incentive plan and long-term performance-based awards will provide appropriate incentives to the named executive officers to drive the Company's strategic initiatives and critical business goals. The Committee acknowledges and appreciates feedback from shareholders regarding the use of discretionary bonuses for named executive officers, which are not expected to be a continuing component of the compensation structure going forward.