

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8
Registration Statement Under the Securities Act of 1933**

Diebold Nixdorf, Incorporated

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction
of incorporation or organization)

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)

Diebold Nixdorf, Incorporated 2017 Equity and Performance Incentive Plan

(Full title of the plan)

**Jonathan B. Leiken, Esq.
Senior Vice President, Chief Legal Officer and Corporate Secretary
Diebold Nixdorf, Incorporated
5995 Mayfair Road, P.O. Box 3077
North Canton, Ohio 44720-8077**

(Name and address of agent for service)

(330) 490-4000

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered ⁽¹⁾	Proposed maximum offering price per share ⁽²⁾	Proposed maximum aggregate offering price ⁽²⁾	Amount of registration fee
Common Shares, \$1.25 par value per share	1,910,000	\$ 4.90	\$ 9,359,000	\$ 1,214.80

Represents common shares, par value \$1.25 per share (“Common Shares”), of Diebold Nixdorf, Incorporated (the “Registrant”), issuable pursuant to the Diebold Nixdorf, Incorporated 2017 Equity and Performance Incentive Plan, as amended (the “Plan”). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers, in addition to the number shown in the table above, an indeterminate number of such additional Common Shares as may be issued or

(1) become issuable pursuant to the anti-dilution provisions of the Plan.

Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c) and (h)(1) under the Securities Act, based upon the average of the high and low prices of the Common Shares as reported by the New York Stock Exchange on May 7, 2020, a date within five business days prior to the date of filing this Registration Statement.

(2)

EXPLANATORY NOTE

The Registrant hereby files this Registration Statement on Form S-8 to register an additional 1,910,000 Common Shares under the Plan for which a previously filed registration statements on Form S-8 relating to the Plan is effective. Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Registration Statement on Form S-8 (Registration No. 333-217476) filed by the Registrant on April 26, 2017, the Registration Statement on Form S-8 (Registration No. 333-224618) filed by the Registrant on May 2, 2018, and the Registration Statement on Form S-8 (Registration No. 333-231133) filed by the Registrant on April 30, 2019, including all attachments and exhibits thereto, except to the extent supplemented, amended or superseded by the information set forth herein or therein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by Diebold Nixdorf, Incorporated (the “Registrant”) with the Securities and Exchange Commission (the “Commission”) are incorporated herein by reference:

- (a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2019;
- (b) The Registrant’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2020;
- (c) The Registrant’s Current Reports on Form 8-K filed on March 20, 2020 and May 7, 2020; and
- (d) The description of the Registrant’s Common Shares contained in the Registrant’s Current Report on Form 8-K (Commission File No. 001-04879), filed with the Commission on February 21, 2018, and all amendments and reports filed with the Commission for the purpose of updating such description;

other than the portions of such documents that by statute or rule, designation in such documents or otherwise are not deemed to be filed with the Commission or are not required to be incorporated by reference.

Until the Registrant files a post-effective amendment to this Registration Statement indicating that all securities offered have been sold, or deregistering all securities then remaining unsold, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 shall be deemed to be incorporated by reference into this Registration Statement and to be part of this Registration Statement from the date of filing such documents, other than the portions of such documents that by statute or rule, designation in such documents or otherwise are not deemed to be filed with the Commission or are not required to be incorporated by reference. Any statement contained in a document incorporated or deemed to be incorporated by reference into this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference into this Registration Statement modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The legality of the Common Shares being offered by this Registration Statement has been passed upon for the Registrant by Mr. Jonathan B. Leiken. Mr. Leiken is the Registrant’s Senior Vice President, Chief Legal Officer and Corporate Secretary. Mr. Leiken participates in compensation plans of the Registrant and is eligible to receive awards under the Plan. As of May 11, 2020, Mr. Leiken held 57,632 Common Shares and had outstanding awards under the Registrant’s equity compensation plans with respect to a target number of 283,047 Common Shares.

Item 6. Indemnification of Directors and Officers.

The general effect of the Registrant's code of regulations is to provide for the indemnification of its directors, officers and employees to the full extent permitted by applicable law, except that such indemnity shall not extend to any matters as to which any director, officer or employee shall be finally adjudged, in any action, suit or proceeding, to be liable for negligence or misconduct in the performance of duties as such director or officer, nor to any settlement made without judgment, unless it be determined by the board of directors that he was not guilty of such negligence or misconduct.

Section 1701.13 of the Ohio Revised Code (the "ORC"), generally permits indemnification of any director, officer or employee with respect to any proceeding against any such person provided that: (a) such person acted in good faith, (b) such person reasonably believed that the conduct was in or not opposed to the best interests of the corporation, and (c) in the case of criminal proceedings, such person had no reasonable cause to believe that the conduct was unlawful. Indemnification may be made against expenses (including attorneys' fees), judgments, fines and settlements actually and reasonably incurred by such person in connection with the proceeding; provided, however, that if the proceeding is one by or in the right of the corporation, indemnification may be made only against reasonable expenses (including attorneys' fees) and may not be made with respect to any proceeding in which the director, officer or employee has been adjudged to be liable to the corporation, except to the extent that the court in which the proceeding was brought shall determine, upon application, that such person is, in view of all the circumstances, entitled to indemnity for such expenses as the court shall deem proper. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent does not, of itself, create a presumption that the director, officer or employee did not meet the standard of conduct required for indemnification to be permitted.

Section 1701.13 of the ORC further provides that indemnification thereunder may not be made by the corporation unless authorized after a determination has been made that such indemnification is proper, with that determination to be made (a) by the board of directors by a majority vote of a quorum consisting of directors not parties to the proceedings; (b) if such a quorum is not obtainable, or, even if obtainable, but a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; (c) by the shareholders; or (d) by the court in which the proceeding was brought.

Finally, Section 1701.13 of the ORC provides that indemnification or advancement of expense provided by that Section is not exclusive of any other rights to which those seeking indemnification may be entitled under the articles of incorporation or code of regulations or any agreement, vote of shareholders or disinterested directors or otherwise.

The Registrant maintains insurance on behalf of any person who is or was a director or officer against any loss arising from any claim asserted against him in any such capacity, subject to certain exclusions. The Registrant also maintains fiduciary liability insurance on behalf of any person involved in the management or administration of any employee benefit plan maintained by the Registrant.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibits to this Registration Statement are listed in the accompanying Exhibit Index, which Exhibit Index is incorporated herein by this reference.

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) (§230.424(b) of this chapter) if, in the aggregate, the

changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) above do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
4.1	Amended and Restated Articles of Incorporation of Diebold, Incorporated - incorporated by reference to Exhibit 3.1(i) to Registrant's Annual Report on Form 10-K for the year ended December 31, 1994 (Commission File No. 1-4879)
4.2	Certificate of Amendment by Shareholders to Amended Articles of Incorporation of Diebold, Incorporated - incorporated by reference to Exhibit 3.2 to Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1996 (Commission File No. 1-4879)
4.3	Certificate of Amendment to Amended Articles of Incorporation of Diebold, Incorporated - incorporated by reference to Exhibit 3.3 to Registrant's Annual Report on Form 10-K for the year ended December 31, 1998 (Commission File No. 1-4879)
4.4	Certificate of Amendment to Amended Articles of Incorporation of Diebold, Incorporated - incorporated by reference to Exhibit 3.1(i) to Registrant's Current Report on Form 8-K filed on December 12, 2016 (Commission File No. 1-4879)
4.5	Certificate of Amendment to the Amended Articles of Incorporation of Diebold Nixdorf, Incorporated, effective April 26, 2017 - incorporated by reference to Exhibit 3.5 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 (Commission File No. 1-4879)
4.6	Amended and Restated Code of Regulations - incorporated by reference to Exhibit 3.1(i) to Registrant's Current Report on Form 8-K filed on February 17, 2017 (Commission File No. 1-4879)
4.7	Diebold Nixdorf, Incorporated 2017 Equity and Performance Incentive Plan, as amended May 1, 2020 - incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K filed on May 7, 2020 (Commission File No. 1-4879)
5.1	Opinion of Counsel*
23.1	Consent of KPMG LLP*
23.2	Consent of Counsel (included in Exhibit 5.1)

* filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of North Canton, State of Ohio, on May 11, 2020.

DIEBOLD NIXDORF, INCORPORATED
(Registrant)

By: /s/ Jonathan B. Leiken
Jonathan B. Leiken
Senior Vice President, Chief Legal Officer and Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Gerrard B. Schmid</u> Gerrard B. Schmid	Chief Executive Officer and Director (Principal Executive Officer)	May 11, 2020
<u>/s/ Jeffrey Rutherford</u> Jeffrey Rutherford	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	May 11, 2020
<u>/s/ Arthur F. Anton</u> Arthur F. Anton	Director	May 11, 2020
<u>/s/ Bruce H. Besanko</u> Bruce H. Besanko	Director	May 11, 2020
<u>/s/ Reynolds C. Bish</u> Reynolds C. Bish	Director	May 11, 2020
<u>/s/ Ellen M. Costello</u> Ellen M. Costello	Director	May 11, 2020
<u>/s/ Phillip R. Cox</u> Phillip R. Cox	Director	May 11, 2020
<u>/s/ Dr. Alexander Dibelius</u> Dr. Alexander Dibelius	Director	May 11, 2020
<u>/s/ Matthew Goldfarb</u> Matthew Goldfarb	Director	May 11, 2020
<u>/s/ Gary G. Greenfield</u> Gary G. Greenfield	Director	May 11, 2020

/s/ Kent M. Stahl Director
Kent M. Stahl

May 11, 2020

/s/ Lauren C. States Director
Lauren C. States

May 11, 2020



May 11, 2020

Diebold Nixdorf, Incorporated
5995 Mayfair Road, P.O. Box 3077
North Canton, Ohio 44720-8077

Re: Registration Statement on Form S-8 Filed by Diebold Nixdorf, Incorporated Opinion

Ladies and Gentlemen:

I have acted as counsel for Diebold Nixdorf, Incorporated, an Ohio corporation (the "Company"), in connection with the Company's amendment to its 2017 Equity and Performance Incentive Plan, as amended (the "Plan"). In connection with the opinion expressed herein, I have examined such documents, records and matters of law as I have deemed relevant or necessary for purposes of such opinion. Based on the foregoing, and subject to the further limitations, qualifications and assumptions set forth herein, I am of the opinion that the additional 1,910,000 common shares (the "Shares"), par value \$1.25 per share, of the Company that may be issued or delivered and sold pursuant to the Plan will be, when issued or delivered and sold in accordance with the terms of the Plan, validly issued, fully paid and nonassessable, provided that the consideration for the Shares is at least equal to the stated par value thereof.

The opinion expressed herein is limited to the laws of the State of Ohio, as currently in effect, and I express no opinion as to the effects of the laws of any other jurisdiction on the opinion expressed herein. In addition, I have assumed that the resolutions authorizing the Company to issue or deliver and sell the Shares pursuant to the Plan will be in full force and effect at all times at which the Shares are issued or delivered and sold by the Company, and that the Company will take no action inconsistent with such resolutions. In rendering the opinion above, I have assumed that each award under the Plan will be approved by the Board of Directors of the Company or an authorized committee of the Board of Directors.

I hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement on Form S-8 filed by the Company to effect the registration of the Shares under the Securities Act of 1933 (the "Act"). In giving such consent, I do not thereby admit that I am included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jonathan B. Leiken

Jonathan B. Leiken
Senior Vice President, Chief Legal Officer and Corporate Secretary

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Diebold Nixdorf, Incorporated:

We consent to the use of our reports dated February 26, 2020, with respect to the consolidated balance sheets of Diebold Nixdorf, Incorporated and subsidiaries as of December 31, 2019 and 2018, and the related consolidated statements of operations, comprehensive income (loss), equity, and cash flows for each of the years in the three-year period ended December 31, 2019, and the effectiveness of internal control over financial reporting incorporated by reference herein.

Our report on the consolidated financial statements refers to a change to the accounting for revenue recognition due to the adoption of ASU 2014-09, *Revenue from Contracts with Customers*, and a change to the accounting for leases due to the adoption of ASU 2016-02, *Leases*.

/s/ KPMG LLP
Cleveland, Ohio
May 11, 2020