

DIEBOLD NIXDORF, Inc  
Form 4  
February 16, 2017

**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 \*  
Mattes Andreas W

(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)  
02/14/2017

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) 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                   | 02/14/2017                           |                                                    | A                              |                                                                   | 48,466 (1) | A          | \$ 29.25                                                                                      | 215,713 (2)                                              | D                                                     |
| Common Shares                   | 02/14/2017                           |                                                    | F                              |                                                                   | 23,696 (1) | D          | \$ 29.25                                                                                      | 192,017 (2)                                              | D                                                     |
| Common Shares                   | 02/14/2017                           |                                                    | A                              |                                                                   | 30,471 (3) | A          | \$ 29.25                                                                                      | 222,488 (2)                                              | D                                                     |
| Common Shares                   | 02/14/2017                           |                                                    | F                              |                                                                   | 14,898 (3) | D          | \$ 29.25                                                                                      | 207,590 (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)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable<br>Expiration<br>Date                      | Title<br>Amount<br>Number<br>Shares                                 |
| Non-Qualified<br>Stock Option<br>(4)                | \$ 31.92                                                           |                                         |                                                             |                                      |                                                                                                                    | 06/06/2014 06/05/2023                                          | Common<br>Stock 98,082                                              |
| Non-Qualified<br>Stock Option<br>(4)                | \$ 34.13                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/12/2015 02/11/2024                                          | Common<br>Stock 154,76                                              |
| Non-Qualified<br>Stock Option<br>(4)                | \$ 32.33                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/05/2016 02/04/2025                                          | Common<br>Shares 200,00                                             |
| Non-Qualified<br>Stock Option<br>(4)                | \$ 27.39                                                           |                                         |                                                             |                                      |                                                                                                                    | 02/03/2017 02/02/2026                                          | Common<br>Shares 200,00                                             |
| Non-Qualified<br>Stock Options<br>(4)               | \$ 26.6                                                            |                                         |                                                             |                                      |                                                                                                                    | 02/08/2018 02/07/2027                                          | Common<br>Shares 200,00                                             |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                      | Director      | 10% Owner | Officer | Other |
| Mattes Andreas W<br>C/O DIEBOLD NIXDORF, INCORPORATED<br>5995 MAYFAIR ROAD<br>NORTH CANTON, OH 44720 | X             |           | CEO     |       |

## Signatures

Mary M. Swann, Attorney-in-Fact for Andreas W.  
Mattes

02/16/2017

\_\_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) Reflects delivery of shares earned under the 2015-2016 performance-based deferred shares award and withholding of shares pursuant to tax withholding right.
- (2) Number includes restricted stock units.
- (3) Reflects delivery of shares earned under the 2015-2016 Transformation Grant and withholding of shares pursuant to tax withholding right.
- (4) Granted under the 1991 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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