

DIEBOLD INC
Form S-4
November 24, 2015
Table of Contents

As filed with the Securities and Exchange Commission on November 24, 2015

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-4

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Diebold, Incorporated

(Exact name of registrant as specified in its certificate of incorporation)

Ohio
(State or other jurisdiction of
incorporation or organization)

3578
(Primary Standard Industrial
Classification Code Number)

34-0183970
(IRS Employer
Identification Number)

Diebold, Incorporated

5995 Mayfair Road, P.O. Box 3077

North Canton, Ohio 44720-8077

Tel No.: (330) 490-4000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Copies to:

Francis J. Aquila, Esq.

Jonathan B. Leiken, Esq.

Michael Levitt, Esq.

Catherine M. Clarkin, Esq.

Diebold, Incorporated

**Freshfields Bruckhaus Deringer
US LLP**

Sullivan & Cromwell LLP

5995 Mayfair Road, P.O. Box 3077

601 Lexington Ave

125 Broad Street

North Canton, Ohio 44720-8077

New York, NY 10022

New York, NY 10004

Tel No.: (330) 490-4000

Tel No.: (212) 277-4000

Tel No.: (212) 558-4000

Approximate date of commencement of the proposed sale of the securities to the public: As soon as practicable after this registration statement becomes effective and upon completion of the transactions described in the enclosed prospectus.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting

company in Rule 12b-2 of the Exchange Act:

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
 If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:
 Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to be Registered ⁽¹⁾	Proposed	Proposed	Amount of Registration Fee ⁽³⁾
		Maximum Offering Price Per Unit	Maximum Aggregate Offering Price ⁽²⁾	
Common shares, par value \$1.25 per share	12,940,236	N/A	\$218,731,723.90	\$22,026.28

(1) Represents the maximum number of common shares, par value \$1.25 per share, of Diebold, Incorporated, which we refer to as Diebold, estimated to be issuable upon completion of the offer.

(2) Pursuant to Rule 457(c) and Rule 457(f) under the Securities Act of 1933, as amended, which we refer to as the Securities Act, and solely for the purpose of calculating the registration fee, the market value of the securities to be received was calculated as the product of (A) 29,816,211 ordinary bearer shares (excluding treasury shares), without par value (*auf den Inhaber lautende Stammaktien ohne Nennbetrag*), which we refer to as Wincor Nixdorf ordinary shares, of Wincor Nixdorf Aktiengesellschaft, which we refer to as Wincor Nixdorf, to be exchanged for Diebold common shares; and (B) the average of the high and low sale prices of Wincor Nixdorf ordinary shares as reported on the Frankfurt Stock Exchange on November 19, 2015 of \$49.130 (\$1.0722 equals 1, based on the noon buying rate as of November 13, 2015), minus \$1,246,138,722.53 (\$1.0722 equals 1, based on the noon buying rate as of November 13, 2015), the estimated maximum aggregate amount of cash to be paid by Diebold in the offer in exchange for such securities.

(3) Computed in accordance with Rule 457(f) under the Securities Act to be \$22,026.28, which is equal to 0.0001007 multiplied by the proposed maximum aggregate offering price of \$218,731,723.90

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

EXPLANATORY NOTE

This registration statement relates to the registration with the Securities and Exchange Commission, or SEC, of Diebold common shares that will be issued to Wincor Nixdorf shareholders who validly tender and do not properly withdraw their Wincor Nixdorf ordinary shares in Diebold's voluntary takeover offer (*Freiwilliges Übernahmeangebot*) that is being made in accordance with the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) and applicable regulations.

This registration statement contains two documents:

a prospectus; and

an English translation of a draft of the exchange offer document (*Angebotsunterlage*) excluding annexes, which we refer to as the draft exchange offer document, that has been prepared in accordance with the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) and will be published and filed with the German Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*), or BaFin, in connection with the offer. The draft exchange offer document is attached in the section entitled Alternate Information for the Exchange Offer Prospectus on pages ALT-[46] to ALT-[114]. The content of the draft exchange offer document has not been and will not be reviewed by BaFin and its publication has not been approved by BaFin. The draft exchange offer document does not constitute an offer.

In connection with the offer, following approval by BaFin, Diebold will publish an exchange offer document, which we refer to as the exchange offer document. The exchange offer document will include a prospectus as an annex prepared pursuant to Section 2 no. 2 of the German Takeover Act Offer Regulation in conjunction with Section 7 of the Securities Prospectus Act (*Wertpapierprospektgesetz*) and Commission Regulation (EC) No 809/2004, as amended, implementing Directive 2003/71/EC of the European Parliament and of the Council. The prospectus included in this registration statement and the prospectus included in the exchange offer document will be identical in all substantive respects, except that:

the prospectus in the exchange offer document will be in German language;

the prospectus in the exchange offer document will have a different cover page, an English translation of which is included herein as page ALT-[1];

the section entitled Question and Answers in the prospectus in this registration statement will not appear at the beginning of the prospectus included in the exchange offer document but will be included therein as an annex;

the prospectus in the exchange offer document will include the section entitled Summary of the Prospectus, an English translation of which is included herein beginning on page ALT-[2] and the section in the prospectus in this registration statement entitled Summary will be included in the

prospectus included in the exchange offer document as an annex thereto;

the prospectus in the exchange offer document will include additional sections entitled General Information Responsibility for the Contents ; General Information Sources of Market Data ; Regulatory Environment ; Markets and Competition ; and a Glossary, English translations of which are included herein beginning on pages ALT-[26], ALT-[26], ALT-[27], ALT-[38], and ALT-[40], respectively;

the prospectus in the exchange offer document will include audited consolidated financial statements and schedules of Diebold as of December 31, 2014 and 2013, and for each of the years in the three-year period ended December 31, 2014, and unaudited condensed consolidated financial statements of Diebold for the quarterly periods ended September 30, 2015 and 2014 and as of September 30, 2015, which are incorporated by reference in the prospectus in this registration statement from Diebold's current report on Form 8-K dated November 23, 2015 as filed with the SEC on November 23, 2015, and Diebold's quarterly report on Form 10-Q for the quarterly period ended September 30, 2015 as filed with the SEC on October 29, 2015, respectively;

Table of Contents

references in the prospectus in this registration statement that any information will be incorporated by reference and where such information can be obtained will be replaced by references to such information included in the prospectus in the exchange offer document;

the section entitled **Selected Unaudited Pro Forma Condensed Combined Financial Information** in the prospectus in this registration statement will not be included in the prospectus in the exchange offer document;

the section entitled **Unaudited Pro Forma Condensed Combined Consolidated Financial Information** in the prospectus in this registration statement will be included in the prospectus in the exchange offer document and be entitled **Illustrative Unaudited Condensed Consolidated Financial Information** ;

the section entitled **Legal Matters** in the prospectus in this registration statement will not be included in the prospectus in the exchange offer document;

the sections and captions in the prospectus in the exchange offer document will be numbered in accordance with BaFin rules and regulations; and

the cross-references, the order of sections and therefore the table of contents, as well as the page numbers, of each document may be different as a result of the differences outlined above.

For additional information, see pages ALT-[1] to ALT-[114] entitled **Alternate Information for the Exchange Offer Prospectus**.

Table of Contents

The information in this prospectus is not complete and may be changed. We may not complete the offer and issue securities described herein until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting offers to buy these securities in any jurisdiction where the offer is not permitted.

Preliminary Prospectus

Subject to Completion, Dated November 24, 2015

Relating to the offer to exchange

each ordinary bearer share, without par value (*auf den Inhaber lautende Stammaktien ohne Nennbetrag*),

with all ancillary rights,

of

Wincor Nixdorf Aktiengesellschaft

for

38.98 in cash and 0.434 common shares of Diebold, Incorporated

by

Diebold, Incorporated

(to be renamed Diebold Nixdorf)

This prospectus relates to the registration of the common shares of Diebold, Incorporated, or Diebold, an Ohio corporation, to be issued in an offer to exchange that we intend to make in accordance with the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) and applicable regulations.

On November 23, 2015, Diebold entered into a business combination agreement, which we refer to as the business combination agreement, with Wincor Nixdorf Aktiengesellschaft, or Wincor Nixdorf, a German public stock corporation (*Aktiengesellschaft*) incorporated under the laws of the Federal Republic of Germany. Pursuant to the business combination agreement, Diebold will offer, upon the terms and subject to the conditions set forth in this prospectus and the exchange offer document (*Angebotsunterlage*), as approved by the German Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*), or BaFin, to exchange each ordinary bearer share, without par value (*auf den Inhaber lautende Stammaktie ohne Nennbetrag*), with all ancillary rights, which we refer to as a Wincor Nixdorf ordinary share, of Wincor Nixdorf, that is validly tendered in the offer and not properly withdrawn, for:

38.98 in cash; and

0.434 common shares of Diebold.

We refer to the 38.98 in cash and 0.434 Diebold common shares to be offered to Wincor Nixdorf shareholders per Wincor Nixdorf ordinary share in the offer as the offer consideration.

The offer to exchange, which we refer to as the exchange offer or offer, is a voluntary takeover offer (*Freiwilliges Übernahmeangebot*) that we intend to make pursuant to the German Takeover Act and applicable regulations. You may tender your Wincor Nixdorf ordinary shares in the offer as set forth in this prospectus and the exchange offer document, as approved by BaFin, which we refer to as the exchange offer document. The content of the accompanying English translation of a draft of the exchange offer document, which we refer to as the draft exchange offer document, has not been and will not be reviewed by BaFin and its publication has not been approved by BaFin. The draft exchange offer document does not constitute an offer.

The offer and the other transactions contemplated by the business combination agreement are intended to result in a business combination of Diebold and Wincor Nixdorf. See the section of this prospectus titled The Business Combination for a description of the business combination.

The offer is subject to the satisfaction or, where permissible, waiver of certain conditions, including the minimum tender condition, the regulatory condition, the registration statement and stock exchange listing condition, the no market material adverse change condition and the no Wincor Nixdorf material adverse change condition. The conditions to the offer are described in The Offer Conditions to the Offer.

The managing board (*Vorstand*), which we refer to as the Wincor Nixdorf management board, and the supervisory board (*Aufsichtsrat*), which we refer to as the Wincor Nixdorf supervisory board, of Wincor Nixdorf, have carefully considered the proposed combination and determined that the proposed combination is in the best interest of Wincor Nixdorf, the shareholders of Wincor Nixdorf, its employees and other stakeholders, and therefore approved the business combination agreement. Subject to their fiduciary duties under applicable law and a thorough review of the exchange offer document, the Wincor Nixdorf supervisory board and the Wincor Nixdorf management board intend to recommend the Wincor Nixdorf shareholders accept the offer and to tender their shares to Diebold. The shareholders of Wincor Nixdorf are, however, advised to consider carefully the potential tax consequences of accepting the offer. The management board and the supervisory board stress, in particular, that it might, for instance, be more favorable under German tax laws for German retail investors to sell their shares on the stock exchange or otherwise rather than accepting the offer. Therefore, members of the management board or supervisory board of Wincor Nixdorf that hold shares in Wincor Nixdorf may choose to sell their shares on the stock exchange or otherwise rather than tender their shares.

The common shares of Diebold, which we refer to as Diebold common shares, trade on the New York Stock Exchange, or NYSE, under the symbol DBD, and Wincor Nixdorf ordinary shares trade on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), under the symbol WIN. Diebold will apply to list Diebold common shares issued to Wincor Nixdorf shareholders in connection with the offer on the NYSE. In connection with the business combination, Diebold will also apply to list all Diebold common shares on the Frankfurt Stock Exchange.

See the section of this prospectus titled **Risk Factors** beginning on page [] for a discussion of various factors that you should consider before making your investment decision.

Neither the Securities and Exchange Commission, or SEC, nor any state or provincial securities commission or regulatory authority has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____ ,

Table of Contents

This prospectus incorporates important business and financial information about Diebold from documents filed with the SEC that have not been included in, or delivered with, this prospectus. This information is available on the SEC's website at <http://www.sec.gov> and from other sources. See the section of this prospectus titled "General Information - Where You Can Find More Information; Documents Available for Inspection."

You may also request copies of these documents from us, without charge, upon written or oral request to Diebold, Incorporated, 5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077, or at +1 (330) 490-4000.

In order to obtain timely delivery of the documents, you must make requests no later than five business days before the scheduled expiration date of the offer, as it may be extended from time to time.

We are responsible for the information contained in this prospectus. We have not authorized anyone to give you any other information, and take no responsibility for any other information that others may give you. You should not assume that the information contained in this prospectus is accurate as of any date other than the date on the front cover of this prospectus.

This prospectus does not constitute an offer of securities to the public in Germany and is not a prospectus or an offer document within the meaning of the German Takeover Act, the German Securities Prospectus Act (*Wertpapierprospektgesetz*) or Commission Regulation (EC) No 809/2004, as amended, implementing Directive 2003/71/EC of the European Parliament and of the Council.

Table of Contents**TABLE OF CONTENTS**

<u>QUESTIONS AND ANSWERS</u>	1
<u>SUMMARY</u>	9
<u>Information About the Companies (see page [])</u>	9
<u>The Business Combination (see page [])</u>	9
<u>The Offer (see page [])</u>	10
<u>Parallel Acquisitions (see page [])</u>	16
<u>Total Cost of the Issuance; Material Fees and Expenses (see page [])</u>	16
<u>Structure of the Business Combination (see page [])</u>	17
<u>Diebold's Reasons for the Business Combination (see page [])</u>	18
<u>Wincor Nixdorf's Reasons for the Business Combination (see page [])</u>	18
<u>The Business Combination Agreement (see page [])</u>	19
<u>Appraisal Rights (see page [])</u>	23
<u>Regulatory Approvals Related to the Business Combination (see page [])</u>	23
<u>Material Interests of Wincor Nixdorf's Supervisory Board and Management Board in the Business Combination (see page [])</u>	23
<u>Financing of the Business Combination (see page [])</u>	24
<u>Corporate Governance Structure of Diebold After the Business Combination (see page [])</u>	24
<u>Comparison of Holders' Rights (see page [])</u>	24
<u>Material Tax Considerations of the Business Combination (see page [])</u>	26
<u>Summary of Risk Factors (see page [])</u>	27
<u>SUMMARY SELECTED CONSOLIDATED FINANCIAL INFORMATION OF DIEBOLD</u>	29
<u>SUMMARY SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION OF WINCOR NIXDORF</u>	31
<u>COMPARATIVE HISTORICAL AND PRO FORMA PER SHARE INFORMATION</u>	33
<u>COMPARATIVE PER SHARE MARKET PRICE AND DIVIDEND INFORMATION</u>	34
<u>RISK FACTORS</u>	36
<u>Risks Relating to Diebold's Market Environment</u>	36
<u>Risks Relating to the Business Combination; the Offer</u>	37
<u>Risks Relating to the Combined Company Following the Business Combination</u>	41
<u>Risks Relating to Diebold's Businesses</u>	45
<u>Risks Relating to Financing of the Business Combination</u>	53
<u>Risks Relating to Investing and Ownership of Diebold Common Shares</u>	56
<u>Regulatory and Legal Risks Pertaining to Diebold</u>	58
<u>Risks Relating to Wincor Nixdorf's Businesses</u>	59
<u>FORWARD-LOOKING STATEMENTS</u>	75
<u>GENERAL INFORMATION</u>	77
<u>Subject Matter of this Prospectus</u>	77
<u>Listing of Diebold Common Shares</u>	77
<u>Effect of the Offer on the Market for Wincor Nixdorf Ordinary Shares</u>	77
<u>General and Specific Information About the Diebold Common Shares</u>	78
<u>Total Cost of the Issuance; Material Transaction Fees</u>	79
<u>Note on Presentation of Financial Information</u>	79
<u>Currency Presentation</u>	80
<u>Exchange Rates</u>	80

<u>Where You Can Find More Information: Documents Available for Inspection</u>	80
<u>Potential Interests</u>	82
<u>THE OFFER</u>	84
<u>Subject Matter</u>	84
<u>Offer Consideration</u>	84

Table of Contents

<u>Important Notices</u>	84
<u>Purpose of the Offer</u>	85
<u>Conditions to the Offer</u>	85
<u>Timetable</u>	89
<u>Acceptance of the Offer</u>	90
<u>Withdrawal Rights</u>	90
<u>Trading of Tendered Wincor Nixdorf Ordinary Shares</u>	91
<u>Settlement</u>	91
<u>Ownership of Diebold Following the Offer</u>	91
<u>Treatment of Wincor Nixdorf Stock Plans</u>	92
<u>Wincor Nixdorf's Agreement Not to Tender Treasury Shares</u>	92
<u>Plans for Wincor Nixdorf After the Offer</u>	92
<u>Parallel Acquisitions</u>	92
<u>Currency of the Exchange Offer</u>	92
<u>Cash in Lieu of Fractional Diebold Common Shares</u>	93
<u>Appraisal Rights</u>	93
<u>REASONS FOR THE OFFER AND USE OF PROCEEDS</u>	94
<u>Reasons for the Offer</u>	94
<u>Use of Proceeds</u>	94
<u>THE BUSINESS COMBINATION</u>	95
<u>Information About the Companies</u>	95
<u>Structure of the Business Combination</u>	95
<u>Background of the Business Combination</u>	97
<u>Diebold's Reasons for the Business Combination</u>	103
<u>Wincor Nixdorf's Reasons for the Business Combination</u>	107
<u>Recommendation of the Wincor Nixdorf Supervisory Board and Management Board</u>	110
<u>The Business Combination Agreement</u>	110
<u>Financing of the Business Combination</u>	129
<u>Potential Post-Completion Reorganization; Squeeze-Out Transaction</u>	129
<u>Regulatory Approvals Related to the Business Combination</u>	133
<u>Effect of the Business Combination on the Market for Wincor Nixdorf Ordinary Shares; Frankfurt Stock Exchange Listing</u>	134
<u>Accounting Treatment</u>	135
<u>MATERIAL INTERESTS OF WINCOR NIXDORF'S SUPERVISORY BOARD AND MANAGEMENT BOARD IN THE BUSINESS COMBINATION</u>	136
<u>DIVIDENDS AND DISTRIBUTIONS; RESULTS AND DIVIDENDS PER SHARE</u>	137
<u>General Provisions Relating to Profit Allocation and Dividend Payments</u>	137
<u>Dividend Policy and Earnings per Share</u>	137
<u>CAPITALIZATION</u>	139
<u>Capitalization</u>	139
<u>Indebtedness</u>	139
<u>Working Capital Statement</u>	139
<u>DILUTION</u>	140
<u>SELECTED CONSOLIDATED FINANCIAL INFORMATION OF DIEBOLD</u>	142
<u>SELECTED CONSOLIDATED FINANCIAL INFORMATION OF WINCOR NIXDORF</u>	144
<u>SELECTED UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION</u>	145
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF DIEBOLD</u>	147

<u>Overview</u>	147
<u>Results of Operations</u>	151
<u>Liquidity and Capital Resources</u>	167

Table of Contents

<u>Quantitative and Qualitative Discussion of Market Risk</u>	174
<u>Critical Accounting Policies and Estimates</u>	175
<u>BUSINESS OF DIEBOLD AND CERTAIN INFORMATION ABOUT DIEBOLD</u>	182
<u>Overview</u>	182
<u>Strategy</u>	182
<u>Service and Product Solutions</u>	182
<u>Business Operations</u>	184
<u>Segments and Financial Information About Geographic Areas</u>	185
<u>Product Backlog</u>	185
<u>Competition</u>	185
<u>Properties</u>	186
<u>Research, Development and Engineering</u>	187
<u>Patents, Trademarks, Licenses and Domains</u>	187
<u>Environmental</u>	187
<u>Employees</u>	187
<u>Insurance Coverage</u>	190
<u>Legal Proceedings</u>	190
<u>Indirect Tax Contingencies</u>	190
<u>MATERIAL AGREEMENTS OF DIEBOLD</u>	192
<u>The Business Combination Agreement</u>	192
<u>Acquisition and Divestiture</u>	192
<u>Debt</u>	193
<u>Financing of the Business Combination</u>	194
<u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS INVOLVING DIEBOLD</u>	198
<u>GENERAL INFORMATION ABOUT DIEBOLD</u>	199
<u>Formation, Incorporation, Commercial Name, Fiscal Year and Registered Office</u>	199
<u>History and Development</u>	199
<u>Group Structure</u>	200
<u>Subsidiaries</u>	201
<u>Duration and Corporate Purpose of Diebold</u>	205
<u>Transfer Agent, Paying Agent and Registrar</u>	205
<u>Independent Registered Public Accounting Firm</u>	206
<u>DESCRIPTION OF DIEBOLD COMMON SHARES AND APPLICABLE REGULATIONS</u>	207
<u>Authorized Shares; Outstanding Shares</u>	207
<u>Shares Reserved For Issuance</u>	207
<u>Diebold Common Shares</u>	207
<u>Serial Preferred Shares</u>	209
<u>Changes in Authorized Share Capital</u>	210
<u>General Provisions Governing a Change in Authorized Share Capital; Issuance of Shares</u>	210
<u>General Provisions Governing a Liquidation of Diebold; Liquidation Distributions</u>	211
<u>Purchase of Own Shares</u>	211
<u>Exclusion of Minority Shareholders</u>	211
<u>Advance Notification Requirements</u>	212
<u>Certain Requirements Regarding Business Combinations; Anti-Takeover Statutes</u>	213
<u>CORPORATE GOVERNANCE STRUCTURE OF DIEBOLD</u>	215
<u>Overview</u>	215
<u>Directors</u>	216
<u>Compensation of Directors</u>	220

<u>Director Stock Ownership Guidelines</u>	222
<u>NYSE Corporate Governance</u>	223
<u>Executive Officers</u>	223
<u>Certain Information Regarding Directors and Executive Officers</u>	226

Table of Contents

<u>Prospective Senior Executive of Diebold</u>	226
<u>Meetings of Shareholders</u>	226
<u>Corporate Governance</u>	227
<u>Director Independence</u>	231
<u>Code of Ethics</u>	232
<u>Compensation Discussion and Analysis</u>	233
<u>Executive Compensation</u>	252
<u>Recent Developments</u>	263
<u>SHAREHOLDER STRUCTURE: BENEFICIAL OWNERSHIP OF DIEBOLD COMMON SHARES</u>	265
<u>Security Ownership of Significant Shareholders</u>	265
<u>Security Ownership of Diebold Directors and Management</u>	267
<u>CORPORATE GOVERNANCE STRUCTURE OF DIEBOLD AFTER THE BUSINESS COMBINATION</u>	268
<u>Board of Directors of Diebold Following the Proposed Business Combination</u>	268
<u>Executive Officers of Diebold Following the Proposed Business Combination</u>	268
<u>Supervisory Board of Wincor Nixdorf Following the Proposed Business Combination</u>	268
<u>MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF WINCOR NIXDORF</u>	269
<u>Overview</u>	269
<u>Acceleration of Transition to Software and IT Services Company</u>	269
<u>Research and Development</u>	271
<u>Trends</u>	271
<u>Results of Operations</u>	272
<u>Liquidity and Capital Resources</u>	279
<u>Inflation</u>	282
<u>Off-balance Sheet Arrangements</u>	282
<u>Contractual Obligations</u>	282
<u>Quantitative and Qualitative Disclosures about Market Risk</u>	282
<u>Critical Accounting Policies</u>	283
<u>BUSINESS OF WINCOR NIXDORF AND CERTAIN INFORMATION ABOUT WINCOR NIXDORF</u>	287
<u>Overview</u>	287
<u>Business Model</u>	287
<u>Products and Services</u>	288
<u>Customers</u>	291
<u>Sales and Marketing</u>	292
<u>Research and Development</u>	292
<u>Intellectual Property</u>	292
<u>Seasonality</u>	293
<u>Backlog</u>	293
<u>Competition</u>	293
<u>Manufacturing and Raw Materials</u>	294
<u>Governmental Regulations</u>	294
<u>Insurance</u>	295
<u>Employees</u>	295
<u>Properties</u>	295
<u>Litigation</u>	295
<u>WINCOR NIXDORF CORPORATE GOVERNANCE INFORMATION</u>	296
<u>Directors and Senior Executives of Wincor Nixdorf</u>	296
<u>Compensation</u>	299

Related Party Transactions

300

-iv-

Table of Contents

**SHAREHOLDER STRUCTURE; BENEFICIAL OWNERSHIP OF WINCOR NIXDORF ORDINARY
SHARES**

301

Secu