

DIEBOLD INC
Form S-4/A
February 01, 2016
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As filed with the Securities and Exchange Commission on February 1, 2016

Registration No. 333-208186

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2

to

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

3578

34-0183970

(State or other jurisdiction of
incorporation or organization)

(Primary Standard Industrial
Classification Code Number)

(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)

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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. "

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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 Maximum Offering Price	Proposed Maximum Aggregate Offering Price ⁽²⁾	Amount of Registration Fee ⁽³⁾⁽⁴⁾
		Per Unit		
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
- (4) Previously paid in connection with the filing of the registration statement on November 24, 2015.

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.

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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*), 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-52 to ALT-128. 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-30, ALT-30, ALT-31, ALT-42, and ALT-44, respectively, and information on the statutory auditor of Wincor Nixdorf in the section General Information on Diebold, Inc. and the Diebold Group Independent Registered Public Accounting Firm, an English translation of which is included herein on page ALT-44;

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;

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The prospectus in the exchange offer document will include the audited consolidated financial statements derived from Diebold's annual report on Form 10-K for the fiscal year ended December 31, 2013 as filed with the SEC on March 3, 2014, which are not incorporated by reference herein;

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 "Unaudited Pro Forma Condensed Combined Financial Information" in the prospectus in the exchange offer document will include a report required by paragraph 20.2 of Annex I of Commission Regulation (EC) No 809/2004, which is not included herein;

the sections entitled "Legal Matters" and "Experts" as well as Annex A entitled "Business Combination Agreement" 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-136 entitled "Alternate Information for the Exchange Offer Prospectus."

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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 February 1, 2016

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 condition, the no market material adverse change condition and the no Wincor Nixdorf material adverse change condition. The conditions to the offer must be satisfied on or prior to the expiration of the acceptance period, except for the regulatory condition, which may remain outstanding until November 21, 2016, or waived at least one working day prior to the expiration of the acceptance period. If the regulatory condition is not satisfied (or waived) on or prior to November 21, 2016, the offer will terminate and settlement will not occur. The conditions to the offer are described in *The Offer Conditions to the Offer*.

Settlement of the offer and payment of the offer consideration will not be made until the regulatory condition has been satisfied (or waived). As a result, settlement of the offer and payment of the offer consideration may be made on a date that is significantly later than the expiration of the offer acceptance period (after which withdrawal rights will cease) or the expiration of the additional acceptance period, or may not occur. See *The Offer Settlement*.

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 that Wincor Nixdorf shareholders accept the offer and 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 38 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 _____,

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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.

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QUESTIONS AND ANSWERS

The following are some of the questions you, as a shareholder of Wincor Nixdorf, may have and answers to those questions. These questions and answers are not meant to be a substitute for the information contained in the remainder of this prospectus and the offer document because the information in this section does not provide all the important information regarding the offer. We urge you to read these documents in their entirety prior to making any decision as to the matters described in this prospectus. In this prospectus, unless otherwise specified, the terms we, our, us, and Diebold refer to Diebold, Incorporated or Diebold, Incorporated together with its subsidiaries, as the context requires, and the term Wincor Nixdorf refers to Wincor Nixdorf Aktiengesellschaft together with its subsidiaries or Wincor Nixdorf Aktiengesellschaft, as the context requires.

Q: WHAT ARE DIEBOLD AND WINCOR NIXDORF PROPOSING?

A: Diebold has entered into a business combination agreement with Wincor Nixdorf pursuant to which Diebold intends to offer to exchange cash and common shares of Diebold, which we refer to as Diebold common shares, as described in further detail below, for each ordinary share of Wincor Nixdorf, which we refer to as Wincor Nixdorf ordinary shares. 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. Wincor Nixdorf shareholders may tender Wincor Nixdorf ordinary shares in the offer as set forth in this prospectus and the exchange offer document. 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, which we refer to as the business combination. A copy of the business combination agreement is attached hereto as Annex A, which is incorporated by reference herein.

Q: WHAT WILL WINCOR NIXDORF SHAREHOLDERS RECEIVE IN EXCHANGE FOR WINCOR NIXDORF ORDINARY SHARES?

A: Diebold will offer, upon the terms and subject to the conditions set forth in this prospectus and in the exchange offer document, to exchange each Wincor Nixdorf ordinary share that is validly tendered and not properly withdrawn, for:

38.98 in cash; and

0.434 Diebold common shares.

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.

Diebold will not issue fractional Diebold common shares pursuant to the offer. To the extent that holders of Wincor Nixdorf ordinary shares are entitled to fractional shares, those fractional entitlements will be aggregated and sold in the market and the proceeds of such sale distributed pro rata to the holders of Wincor Nixdorf ordinary shares entitled thereto no later than ten business days after the closing date in compliance with the German Takeover Act and

customary banking practice in Germany. Because market prices of Diebold common shares will fluctuate, cash proceeds received by Wincor Nixdorf shareholders in respect of their fractional shares may be different than an amount calculated based on the market price of a Diebold common share on the closing date. As used in this prospectus, when we refer to a business day, we mean any day other than a Saturday, Sunday or other day on which banks in Frankfurt am Main, Germany, or New York, New York, are generally closed.

Q: HOW LONG DO WINCOR NIXDORF SHAREHOLDERS HAVE TO DECIDE WHETHER TO TENDER?

A: The initial period of time in which the offer will be open, which we refer to as the acceptance period, starts on February 5, 2016. The acceptance period will expire at 12:00 midnight, at the end of March 22, 2016, Central European Time, unless extended. We refer to the date of the expiration of the acceptance period

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(including any extension thereof) as the expiration date. Following the expiration date, and if all conditions to the offer (other than the regulatory condition) have been satisfied or, where permissible, waived, the German Takeover Act provides an additional acceptance period of two weeks. The additional acceptance period is a two-week period beginning the day after the publication of the results of the acceptance period during which Wincor Nixdorf shareholders may accept, but not withdraw from, the offer. In accordance with the German Takeover Act and customary banking practice in Germany, Diebold intends to publish the results of the acceptance period three business days after the expiration date and the results of the additional acceptance period three business days after the expiration of the additional acceptance period. For more information, you should read the discussion under the section of this prospectus titled **The Offer Timetable Extension, Termination and Amendment; Additional Acceptance Period.**

Q: WHAT IS THE PROCEDURE FOR TENDERING WINCOR NIXDORF ORDINARY SHARES?

- A: In order for a holder of Wincor Nixdorf ordinary shares to validly tender Wincor Nixdorf ordinary shares pursuant to the offer, the custodian bank holding such shares must, prior to the expiration date, or prior to the expiration of the additional acceptance period, (i) receive such holder's written declaration of acceptance, and (ii) the Wincor Nixdorf shareholders must instruct their custodian bank to effect the re-booking of the Wincor Nixdorf ordinary shares in their custody account for which they wish to accept the exchange offer.

Q: UNTIL WHAT TIME CAN TENDERED WINCOR NIXDORF ORDINARY SHARES BE WITHDRAWN?

- A: Wincor Nixdorf shareholders who have accepted the offer may withdraw their Wincor Nixdorf ordinary shares at any time during the acceptance period, including any extension thereof. The additional acceptance period, if any, is not an extension of the acceptance period and will commence following the acceptance period, including any extension thereof, as required by the German Takeover Act. **Following the expiration date, withdrawal rights will cease, and any Wincor Nixdorf ordinary shares tendered into the offer cannot be withdrawn.** There will be no withdrawal rights during any additional acceptance period or, if applicable, a put right period (as described in **The Offer Timetable Put Right Period** and **The Offer Withdrawal Rights**).

Q: WHAT IS THE PROCEDURE TO WITHDRAW PREVIOUSLY TENDERED WINCOR NIXDORF ORDINARY SHARES?

- A: To withdraw previously tendered Wincor Nixdorf ordinary shares (except in an additional acceptance period, during which there will be no withdrawal rights), a written notice of withdrawal must, prior to the expiration date, be timely received by the custodian bank holding Wincor Nixdorf ordinary shares for a Wincor Nixdorf shareholder. The written notice of withdrawal must specify the number of Wincor Nixdorf ordinary shares withdrawn and instruct the custodian bank holding the shares to rebook the shares into ISIN DE000A0CAYB2 at Clearstream (as described in **The Offer Withdrawal Rights**).

Q: CAN TENDERED WINCOR NIXDORF ORDINARY SHARES BE TRADED?

- A: Yes. Wincor Nixdorf shareholders who tender their Wincor Nixdorf ordinary shares in the offer during the acceptance period or additional acceptance period may sell these tendered Wincor Nixdorf ordinary shares in the open market. A new ISIN (WKN) (ISIN DE000A169QN2 (WKN A16 9QN)) for tendered Wincor Nixdorf ordinary shares has been obtained. The new ISIN (WKN) will permit trading in tendered Wincor Nixdorf ordinary shares and Wincor Nixdorf ordinary shares put during a put right period, if any, on an as-tendered basis on the regulated market (*Regulierter Markt*) (Prime Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) as of the third trading day following the commencement of the acceptance period. Wincor Nixdorf shareholders who tender in the additional acceptance period, if any, will

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be able to trade their as-tendered shares upon tendering. Diebold expects that trading of the tendered Wincor Nixdorf ordinary shares and Wincor Nixdorf ordinary shares put during a put right period, if any, on the regulated market of the Frankfurt Stock Exchange will cease after the end of the regular stock exchange trading hours one day after satisfaction of the regulatory condition or, if later, after the end of the additional acceptance period. It is common market practice in German offers for tendered shares to trade on an as-tendered basis on the Frankfurt Stock Exchange. The trading of as-tendered Wincor Nixdorf ordinary shares allows Wincor Nixdorf shareholders who have tendered their shares to sell their shares on the Frankfurt Stock Exchange. The sale of an as-tendered share does not affect its status as tendered in the offer, and such tendered share will be exchanged in the offer unless it is validly withdrawn prior to the expiration of withdrawal rights on the expiration date. Therefore, although following the expiration date tendering Wincor Nixdorf shareholders may not withdraw any ordinary shares tendered into the offer, such shareholders will be able to trade their tendered shares on an as-tendered basis until the end of the regular stock exchange trading hours one day after satisfaction of the regulatory condition or, if later, after the end of the additional acceptance period. Trading in the as-tendered market will be available following the expiration date and, if the regulatory condition is not satisfied or waived prior to the end of the additional acceptance period, following the expiration of the additional acceptance period. Wincor Nixdorf shareholders who have validly tendered their shares and who wish to sell those shares on the as-tendered market should contact their broker.

Any person acquiring tendered Wincor Nixdorf ordinary shares will assume all rights and obligations arising from the prior acceptance of the exchange offer.

Q: CAN THE OFFER BE EXTENDED AND, IF SO, UNDER WHAT CIRCUMSTANCES?

A: If certain terms of the offer are changed or if (to the extent legally permissible) conditions to the offer are waived within the last two weeks of the acceptance period, the acceptance period will be extended by two weeks. The acceptance period will also be extended in the case of a material change in the information published, sent or given to Wincor Nixdorf shareholders and in certain circumstances involving a competing offer made by a third party. Any such extension will comply with the German Takeover Act and applicable rules and regulations of the SEC. See The Offer Timetable Extension, Termination and Amendment; Additional Acceptance Period. If the acceptance period is extended, Wincor Nixdorf shareholders may withdraw their tendered Wincor Nixdorf ordinary shares until the end of the acceptance period as extended. See The Offer Withdrawal Rights. The additional acceptance period, if any, is not an extension of the acceptance period and will commence following the acceptance period, including any extension thereof, as required by the German Takeover Act.

Q: HOW WILL WINCOR NIXDORF SHAREHOLDERS BE NOTIFIED IF THE OFFER IS EXTENDED OR THE ADDITIONAL ACCEPTANCE PERIOD HAS BEEN COMMENCED?

A: Diebold will publish any notices of extension of the acceptance period in compliance with German law and practice. Diebold will publish any notices of extension of the acceptance period without undue delay and no later than one business day following the occurrence of the event that triggered the extension of the acceptance period. Notice of when the additional acceptance period, if any, will commence will be included in the publication of the results of the acceptance period that Diebold intends to publish no later than three business days following the expiration of the acceptance period. Wincor Nixdorf shareholders will be notified in German and English language on Diebold's website (<http://www.diebold.com>) under *Company/Investor Relations* and by notice in German language in

the German Federal Gazette (*Bundesanzeiger*). An English version of the notice will be distributed via an electronically operated information dissemination system in the United States. Diebold will also file such notifications in English language with the SEC at <http://www.sec.gov> and otherwise comply with its obligation under U.S. law with respect to informing security holders of any material change in the information published, sent or given to security holders.

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Q: WHAT ARE THE MOST SIGNIFICANT CONDITIONS TO THE OFFER?

A: The offer will be subject to a number of conditions, including the minimum tender condition, the regulatory condition, the registration statement condition, the no market material adverse change condition, the no Wincor Nixdorf material adverse change condition, and the other conditions set forth in the section of this prospectus titled *The Offer Conditions to the Offer*. The conditions to the exchange offer must be satisfied or, where permissible, waived prior to the expiration date, except for the regulatory condition, which may remain outstanding after the expiration date. **The regulatory condition must be satisfied on or prior to November 21, 2016 or waived at least one working day prior to the end of the acceptance period. If the regulatory condition is not satisfied on or prior to November 21, 2016 (or waived at least one working day prior to the end of the acceptance period), the offer will terminate and will not be consummated.** As used in this prospectus, when we refer to a working day, we mean any day other than a Sunday and legal holidays in Germany.

Q: WHEN DO YOU EXPECT THE OFFER TO BE COMPLETED AND WHEN WILL THE OFFER CONSIDERATION BE PAID?

A: The timing for consummation of the offer will depend on the satisfaction of the conditions to the offer. As a result, there can be no certainty as to when, and whether, Diebold will be able to complete the offer. If any of the conditions to the offer have not been satisfied or, where permissible, waived, at the expiration date, then the offer will terminate, except for the regulatory condition, which may remain outstanding following the expiration date. The conditions to the offer are discussed in *The Offer Conditions to the Offer*.

Wincor Nixdorf shareholders who validly tender during the acceptance period or the additional acceptance period and do not properly withdraw their tendered Wincor Nixdorf ordinary shares will receive the offer consideration without undue delay no later than seven business days following the later of (i) the publication of the results of the additional acceptance period or (ii) the satisfaction of the regulatory condition. We refer to the date of payment of the offer consideration as the closing date.

Under the business combination agreement, the regulatory condition may remain outstanding until November 21, 2016. If the regulatory condition is not satisfied on or prior to November 21, 2016 (or waived at least one working day prior to the end of the acceptance period), the offer will terminate and settlement will not occur. **As a result, payment of the offer consideration may be made on a date that is significantly later than the expiration date (after which withdrawal rights will cease) or the expiration of the additional acceptance period, or may not occur.**

After the expiration date Wincor Nixdorf shareholders may not withdraw their tendered shares but will be permitted to trade their tendered shares on an *as-tendered* basis as described under *The Offer Trading of Tendered Wincor Nixdorf Ordinary Shares*. If the offer is not completed, shareholders who have tendered their Wincor Nixdorf ordinary shares in the offer will have their shares rebooked to their accounts.

Q: HOW WILL THE WINCOR NIXDORF ORDINARY SHARES HELD BY WINCOR NIXDORF SHAREHOLDERS WHO DO NOT TENDER THEIR SHARES BE AFFECTED FOLLOWING THE OFFER?

- A: The exchange of Wincor Nixdorf ordinary shares by Diebold pursuant to the offer and the consummation of the business combination will reduce the number of Wincor Nixdorf ordinary shares that might otherwise trade publicly and will reduce the number of holders of Wincor Nixdorf ordinary shares, which could adversely affect the liquidity and market value of the remaining Wincor Nixdorf ordinary shares held by the public. The extent of the public market for Wincor Nixdorf ordinary shares and the availability of quotations reported in the over-the-counter market depends upon the number of shareholders holding Wincor Nixdorf ordinary shares, the aggregate market value of the shares remaining at such time, the interest of maintaining a market in the shares on the part of any securities firms and other factors. As of January 27, 2016, Wincor Nixdorf had issued 33,084,988 ordinary shares.

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The Wincor Nixdorf ordinary shares are listed on the Frankfurt Stock Exchange (ISIN DE000A0CAYB2) and are quoted, inter alia, on the MDAX stock index. A significant reduction in free float as a result of the exchange of Wincor Nixdorf ordinary shares pursuant to the offer or otherwise may result in the Wincor Nixdorf ordinary shares being removed from the MDAX or other stock indexes on one of the next index adjustment dates. Consequently, index funds and other institutional investors whose investments mirror indexes such as the MDAX stock index may sell or reduce their holdings of Wincor Nixdorf ordinary shares. This could result in a decrease in liquidity and an oversupply of Wincor Nixdorf ordinary shares, adversely affecting the stock exchange price of Wincor Nixdorf ordinary shares. For a more complete discussion on potential consequences in the event that you decide not to tender your Wincor Nixdorf ordinary shares, see the sections of this prospectus titled **Risk Factors** **Risks Relating to the Business Combination**; the Offer and **The Business Combination** **Effect of the Business Combination on the Market for Wincor Nixdorf Ordinary Shares**; Frankfurt Stock Exchange Listing.

Q: FOLLOWING THE OFFER, WHAT ADDITIONAL TRANSACTIONS MAY DIEBOLD AND WINCOR NIXDORF CONSIDER?

A: Following consummation of the offer, Diebold intends to pursue a post-completion reorganization to effect a business combination of Wincor Nixdorf and Diebold and to acquire any outstanding Wincor Nixdorf ordinary shares not tendered in the offer. Whether Diebold pursues a post-completion reorganization transaction following consummation of the offer and the type of such transaction will depend on the percentage of Wincor Nixdorf ordinary shares acquired in the offer and, to the extent legally permissible, in the open market. Post-completion reorganization transactions include a domination agreement (*Beherrschungsvertrag*) and/or a profit and loss transfer agreement (*Gewinnabführungsvertrag*), where minority shareholders remain outstanding, and squeeze-out transactions, where Diebold (directly or indirectly) acquires all Wincor Nixdorf ordinary shares owned by remaining Wincor Nixdorf minority shareholders for adequate compensation.

Diebold expects that it will be able to enter into a domination agreement and/or a profit and loss transfer agreement. Under a domination agreement, Diebold would be able to give legally binding instructions to the management board of Wincor Nixdorf. In the case of a profit and loss transfer agreement, Wincor Nixdorf would be required to transfer its annual profits and losses to Diebold. Both, a domination agreement and a profit and loss transfer agreement are agreements between affiliated business entities under the German Stock Corporation Act (*Aktiengesetz*). Each must be approved at a meeting of shareholders of Wincor Nixdorf by a majority of at least 75 percent of the votes cast and/or the share capital represented at that meeting.

Alternatively or in addition to a domination agreement and/or a profit and loss transfer agreement, Diebold may, under certain circumstances, commence a squeeze-out with respect to Wincor Nixdorf ordinary shares that Diebold does not already own following the consummation of the offer, which we refer to as a squeeze-out transaction. A squeeze-out transaction may be effected in three ways: (1) pursuant to Section 62(5) of the German Transformation Act, which we refer to as a cash merger squeeze-out, if Diebold through a subsidiary in the legal form of a German stock corporation (*Aktiengesellschaft*) or a German partnership limited by shares (*Kommanditgesellschaft auf Aktien*) holds at least 90 percent of Wincor Nixdorf's issued share capital (*Grundkapital*), (2) pursuant to Sections 327a *et seq.* of the German Stock Corporation Act, which we refer to as a corporate squeeze-out, if Diebold holds (directly or indirectly) at least 95 percent of Wincor Nixdorf's issued share capital, or (3) pursuant to Sections 39a *et seq.* of the German Takeover Act, which we refer to as a takeover squeeze-out, if Diebold holds (directly or indirectly) at least 95 percent of Wincor Nixdorf's voting share capital (*stimmberechtigtes Grundkapital*). If the offer and a potential squeeze-out transaction were completed, Wincor Nixdorf would become a (direct or indirect) subsidiary of Diebold. See the section of this prospectus titled **The Business Combination** **Potential Post-Completion Reorganization; Squeeze-Out Transactions**.

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If Diebold does not reach the threshold required to implement a squeeze-out transaction in the course of the exchange offer, it may still purchase additional Wincor Nixdorf ordinary shares in the open market in order to reach the squeeze-out threshold. Since (and so long as) Wincor Nixdorf has remaining minority shareholders, it must hold annual meetings according to the general rules of the German Stock Corporation Act. In these annual meetings, minority shareholders may exercise all shareholder rights under the German Stock Corporation Act, including information rights. Resolutions adopted in these annual meetings can also be questioned in court by a minority shareholder without any minimum ownership requirement under the requirements of Sections 243 *et seq.* of the German Stock Corporation Act.

We refer to the foregoing corporate transactions that Diebold and Wincor Nixdorf may consider to consummate following the offer collectively as the post-completion reorganization. Wincor Nixdorf shareholders located or resident in the United States will be permitted to participate in potential post-completion reorganization transactions.

Q: HOW WILL WINCOR NIXDORF SHAREHOLDERS BE AFFECTED IF DIEBOLD AND WINCOR NIXDORF ENTER INTO A DOMINATION AGREEMENT AND/OR A PROFIT AND LOSS TRANSFER AGREEMENT?

A: In the case of a domination agreement and/or a profit and loss transfer agreement, remaining Wincor Nixdorf shareholders will be offered to elect either (1) to continue to hold their Wincor Nixdorf ordinary shares and receive an adequate fixed or variable annual guaranteed dividend or annual share of profit in the amount of the guaranteed dividend pursuant to Section 304 of the German Stock Corporation Act, or (2) to receive adequate cash compensation in exchange for their Wincor Nixdorf ordinary shares pursuant to Section 305(2) of the German Stock Corporation Act. In the case of a domination and/or profit and loss transfer agreement, Diebold will determine the amount of consideration or compensation. When determining the adequate fixed or variable annual guaranteed dividend or annual share of profit for shareholders who elect to continue to hold Wincor Nixdorf ordinary shares, Diebold will take into account Wincor Nixdorf's past and current results of operations pursuant to the German Commercial Code and the German Stock Corporation Act and Wincor Nixdorf's future earnings prospects. When determining the adequate cash compensation for Wincor Nixdorf shareholders who elect to receive such compensation in exchange for their Wincor Nixdorf ordinary shares, Diebold will use Wincor Nixdorf's discounted earnings or, if appropriate, discounted cash flow, to value the minority shareholders' shares. In general, the amount of such adequate cash compensation may not be less than the weighted average market price of Wincor Nixdorf's ordinary shares for the three-month period prior to the announcement of Diebold's intention to enter into the domination and/or profit and loss transfer agreement. Following the approval of such transaction by the shareholders' meeting of Wincor Nixdorf, each shareholder may challenge such determination pursuant to the German Appraisal Proceedings Act (*Spruchverfahrensgesetz*). The form and amount of compensation paid for Wincor Nixdorf ordinary shares in an appraisal proceeding, if any, may be different than the offer consideration. See the section of this prospectus titled "The Business Combination Potential Post-Completion Reorganization; Squeeze-Out Transactions."

Q: HOW WILL WINCOR NIXDORF SHAREHOLDERS BE AFFECTED IN THE EVENT OF A SQUEEZE-OUT TRANSACTION?

A:

In the event of a squeeze-out transaction, ordinary shares of remaining Wincor Nixdorf shareholders would be automatically converted into the right to receive adequate compensation in the case of (1) a cash merger squeeze-out or a corporate squeeze-out, compensation in cash, and (2) a takeover squeeze-out, the offer consideration or, at the shareholder's election, all-cash compensation. In the case of a squeeze-out transaction, Diebold will determine the amount of consideration or compensation using Wincor Nixdorf's discounted earnings or, if appropriate, discounted cash flow, to value the minority shareholders' shares and, in general, the amount may not be less than the weighted average market price of Wincor Nixdorf's ordinary shares for the three-month period prior to the announcement of Diebold's intention to initiate a squeeze-out

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transaction. Following the approval of a cash merger squeeze-out or a corporate squeeze-out by the shareholders meeting of Wincor Nixdorf, each shareholder may challenge such determination pursuant to the German Appraisal Proceedings Act. The form and amount of compensation paid for Wincor Nixdorf ordinary shares in an appraisal proceeding, if any, may be different than the offer consideration. However, appraisal rights are not available in connection with a takeover squeeze-out. If Diebold is unable to complete a squeeze-out, the remaining Wincor Nixdorf shareholders will continue to be entitled to all ordinary shareholder rights (except for annual dividends in the case of a profit and loss transfer agreement). See the section of this prospectus titled **The Business Combination Potential Post-Completion Reorganization; Squeeze-Out Transactions**.

Q: ARE APPRAISAL RIGHTS AVAILABLE IN THE BUSINESS COMBINATION?

A: An appraisal proceeding (*Spruchverfahren*) is not available in connection with the offer. However, subject to applicable law, appraisal rights may be available to Wincor Nixdorf shareholders with respect to certain corporate transactions Diebold and Wincor Nixdorf may consummate following the offer. Under the German Appraisal Proceedings Act (*Spruchverfahrensgesetz*), a court may be asked to determine the adequacy of the consideration or compensation paid to minority shareholders in certain corporate transactions including (1) the consolidation or merger of companies according to the provisions of the German Transformation Act (*Umwandlungsgesetz*); (2) the conclusion of a domination and/or profit and loss transfer agreement; and (3) a cash merger squeeze-out or a corporate squeeze-out. Appraisal rights are not available in connection with a takeover squeeze-out. Wincor Nixdorf shareholders seeking appraisal rights, if available, must comply with the requirements of German law. See the section of this prospectus titled **The Business Combination Potential Post-Completion Reorganization; Squeeze-Out Transactions**.

Q: WHAT WILL HAPPEN TO WINCOR NIXDORF STOCK OPTIONS FOLLOWING THE OFFER?

A: The offer does not extend to Wincor Nixdorf stock options. Wincor Nixdorf has agreed in the business combination agreement that any outstanding exercisable Wincor Nixdorf stock options exercised by a holder during the offer will be settled by Wincor Nixdorf in cash.

Q: WILL WINCOR NIXDORF SHAREHOLDERS HAVE TO PAY ANY FEES OR COMMISSIONS TO EXCHANGE WINCOR NIXDORF ORDINARY SHARES?

A: Wincor Nixdorf shareholders who hold their Wincor Nixdorf ordinary shares in German custody accounts will not incur any fees and expenses in connection with tendering their Wincor Nixdorf ordinary shares in the offer (except for the costs of transmitting the declaration of acceptance to their custodian bank). For this purpose, Diebold pays a customary commission to the custodian banks. However, additional costs and expenses may be charged by custodian banks or foreign investment service providers or otherwise incurred outside the Federal Republic of Germany, which must be borne by the relevant Wincor Nixdorf shareholders.

Q: WILL WINCOR NIXDORF SHAREHOLDERS BE SUBJECT TO UNITED STATES FEDERAL INCOME TAX ON THE DIEBOLD COMMON SHARES AND CASH RECEIVED IN THE

EXCHANGE OFFER?

- A: The exchange of Wincor Nixdorf ordinary shares for Diebold common shares and cash pursuant to the exchange offer will be a taxable transaction for United States federal income tax purposes. U.S. holders (as defined in the section of this prospectus titled "Material Tax Considerations of the Business Combination" Material United States Federal Income Tax Considerations) of Wincor Nixdorf ordinary shares generally will recognize gain or loss equal to the difference, if any, between (i) the fair market value of any Diebold common shares received in exchange for such Wincor Nixdorf ordinary shares, determined in U.S. dollars,

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plus the U.S. dollar value of any cash received in exchange for such Wincor Nixdorf ordinary shares and (ii) such U.S. holder's adjusted tax basis in the Wincor Nixdorf ordinary shares. Any gain or loss recognized upon the exchange generally will be treated as capital gain or loss.

A non-U.S. holder (as defined in the section of this prospectus titled "Material Tax Considerations of the Business Combination" "Material United States Federal Income Tax Considerations") will generally not be subject to United States federal income tax on gain recognized on exchange of Wincor Nixdorf ordinary shares pursuant to the exchange offer unless the gain is "effectively connected" with the non-U.S. holder's conduct of a trade or business in the United States or the non-U.S. holder is an individual present in the United States for 183 or more days in the taxable year of the exchange, and certain other requirements are met.

The foregoing is a brief summary of United States federal income tax consequences only and is qualified by the description of United States federal income tax considerations in the section of this prospectus titled "Material Tax Considerations of the Business Combination" "Material United States Federal Income Tax Considerations." Tax matters are very complicated, and the tax consequences of the exchange offer to a particular holder will depend in part on such holder's circumstances. Accordingly, holders of Wincor Nixdorf ordinary shares are urged to consult their own tax advisors for a full understanding of the tax consequences of the exchange offer to them, including the applicability of United States federal, state, local and foreign income and other tax laws.

Q: WILL WINCOR NIXDORF SHAREHOLDERS BE SUBJECT TO GERMAN TAXATION ON THE DIEBOLD COMMON SHARES AND CASH RECEIVED IN THE EXCHANGE OFFER?

A: Wincor Nixdorf shareholders may be taxed in Germany, amongst other jurisdictions, in connection with the exchange of Wincor Nixdorf ordinary shares for Diebold common shares (see "Material Tax Considerations of the Business Combination" "Material German Tax Considerations" "Taxation of Wincor Nixdorf Shareholders in Connection with the Exchange Offer"). Wincor Nixdorf shareholders who are presently also holders of Diebold common shares or, following the consummation of the exchange offer, will become holders of Diebold common shares, may be taxed in connection with the receipt of dividend income from Diebold (see "Material Tax Considerations of the Business Combination" "Material German Tax Considerations" "Taxation of Diebold Shareholders Tax-Resident in Germany" "Taxation of Dividend Income on Diebold Common Shares") and the transfer of Diebold common shares (see "Material Tax Considerations of the Business Combination" "Material German Tax Considerations" "Taxation of Diebold Shareholders Tax-Resident in Germany" "Taxation of Capital Gains on the Disposal of Diebold Common Shares" and "Material Tax Considerations of the Business Combination" "Material German Tax Considerations" "Taxation of Diebold Shareholders Tax-Resident in Germany" "Inheritance and Gift Tax"). Value added tax, or VAT, may also be due in certain circumstances (see "Material Tax Considerations of the Business Combination" "Material German Tax Considerations" "Other Taxes").

Notwithstanding the description of certain aspects of taxation in Germany in the section of this prospectus titled "Material Tax Considerations of the Business Combination," shareholders may be liable to tax in other jurisdictions. In particular, shareholders with tax residency in Germany may be subject to an unlimited or limited tax liability in other jurisdictions, and shareholders that are subject to a limited tax liability in Germany may be liable to tax in the jurisdiction in which they are resident.

For a more complete description of certain tax consequences of the business combination, see the section of this prospectus titled "Material Tax Considerations of the Business Combination."

This summary is not intended to be a replacement for, nor should it be considered as, legal or tax advice. Shareholders of Wincor Nixdorf and/or Diebold are therefore strongly advised to consult their tax advisors regarding the tax consequences related to participation in the offer and the holding and disposal of Diebold common shares. The specific tax situation of each shareholder can only be adequately addressed by individual tax advice.

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Q: WHAT PERCENTAGE OF DIEBOLD COMMON SHARES WILL FORMER HOLDERS OF WINCOR NIXDORF ORDINARY SHARES OWN AFTER THE BUSINESS COMBINATION?

A: We estimate that upon completion of the offer, and assuming that all of the outstanding Wincor Nixdorf ordinary shares are validly tendered in the offer and not properly withdrawn, former Wincor Nixdorf shareholders will own approximately 16.6 percent of the outstanding common shares of Diebold. For a more detailed discussion of the assumptions on which this estimate is based, see the section of this prospectus titled *The Offer* *Ownership of Diebold Following the Offer*.

Q: IF THE OFFER IS COMPLETED, WILL THE DIEBOLD COMMON SHARES ISSUED PURSUANT TO THE OFFER BE LISTED FOR TRADING?

A: Diebold common shares currently trade on the New York Stock Exchange, which we refer to as the NYSE, and Wincor Nixdorf ordinary shares trade on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*). Diebold will apply to list the Diebold common shares issued to Wincor Nixdorf shareholders on the NYSE. In connection with the business combination, Diebold will also apply to list all Diebold common shares on the Frankfurt Stock Exchange, such that the Diebold common shares issued to Wincor Nixdorf shareholders will be fully fungible with the existing Diebold common shares, including with respect to dividend entitlements. The listing on the Frankfurt Stock Exchange is intended to preserve current Wincor Nixdorf shareholders' access to Wincor Nixdorf's historic trading market in Germany and may enhance liquidity in Diebold common shares and improve Diebold's access to additional equity and debt financing sources. Nevertheless, as with the dual listings of certain other issuers, the liquidity in the market for Diebold common shares may be adversely affected if trading is split between two markets at least in the short term and could result in price differentials of Diebold common shares between the two exchanges. Diebold common shares will not be listed on any stock index in Germany. See the section of this prospectus titled *Risk Factors* *Risks Relating to Investing and Ownership of Diebold Common Shares*.

Q: DOES WINCOR NIXDORF SUPPORT THE OFFER AND THE BUSINESS COMBINATION?

A: Yes. The management 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 that Wincor Nixdorf shareholders accept the offer and 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 management board and the supervisory board of Wincor Nixdorf have undertaken in the business combination agreement to support the offer in a reasoned statement or a joint reasoned statement to be published pursuant to Sections 27, 14(3) of the German Takeover Act. These obligations are subject to a thorough review of the exchange offer document and the applicable obligations and responsibilities under applicable law, in particular the board members' duties of care, loyalty and good faith, the requirements of the German Takeover Act, and other requirements described in the business combination agreement.

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Q: WHAT IS THE MARKET VALUE OF WINCOR NIXDORF ORDINARY SHARES AS OF A RECENT DATE?

A: The closing price of Wincor Nixdorf ordinary shares on the Frankfurt Stock Exchange on January 27, 2016 was 45.89.

Q: IS DIEBOLD'S FINANCIAL CONDITION RELEVANT TO A WINCOR NIXDORF SHAREHOLDER'S DECISION TO TENDER ITS WINCOR NIXDORF ORDINARY SHARES IN THE OFFER?

A: Yes. Although the offer consideration will include a cash component of 38.98 per Wincor Nixdorf ordinary share, Wincor Nixdorf shareholders will also receive Diebold common shares in exchange for tendering their Wincor Nixdorf ordinary shares in the offer. Therefore, Wincor Nixdorf shareholders should consider Diebold's financial condition before deciding to become a Diebold shareholder by accepting the offer. Wincor Nixdorf shareholders should also consider the effect that the proposed combination of Diebold and Wincor Nixdorf may have on Diebold's financial condition. In considering Diebold's financial condition, Wincor Nixdorf shareholders should review information relating to Diebold in this prospectus, including the financial information incorporated by reference in this prospectus and the unaudited pro forma condensed combined financial information set forth under the section of this prospectus titled "Unaudited Pro Forma Condensed Combined Financial Information," which also contain detailed business, financial and other information about Diebold. See the section of this prospectus titled "Risk Factors—Risks Relating to Investing and Ownership of Diebold Common Shares" for additional information relating to ownership of Diebold common shares, including the risk that there is no assurance that Diebold will continue to pay dividends following the offer, and the section titled "Risk Factors—Risks Relating to Financing of the Business Combination" for more information relating to additional indebtedness Diebold will incur in relation to the business combination.

Q: WHERE CAN WINCOR NIXDORF SHAREHOLDERS FIND MORE INFORMATION ABOUT DIEBOLD AND WINCOR NIXDORF?

A: Wincor Nixdorf shareholders can find out information about Diebold and Wincor Nixdorf from the sources described under the sections of this prospectus titled "General Information—Where You Can Find More Information; Documents Available for Inspection." For certain information regarding Diebold's business and financial condition, see the sections of this prospectus titled "Business of Diebold and Certain Information About Diebold" and "Management's Discussion and Analysis of Financial Condition and Results of Operations of Diebold." For certain information regarding Wincor Nixdorf's business and financial condition, see the sections of this prospectus titled "Business of Wincor Nixdorf and Certain Information About Wincor Nixdorf" and "Management's Discussion and Analysis of Financial Condition and Results of Operations of Wincor Nixdorf."

Q: WHO CAN WINCOR NIXDORF SHAREHOLDERS CONTACT WITH ADDITIONAL QUESTIONS ABOUT THE OFFER?

A: Wincor Nixdorf shareholders can call Diebold with additional questions about the offer:

Diebold, Incorporated

5995 Mayfair Road

P.O. Box 3077

North Canton, Ohio 44720-8077

Tel No.: +1 (330) 490-4000

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SUMMARY

This summary highlights the material information in this prospectus. To more fully understand the business combination, and for a more complete description of the terms of the offer and the other transactions contemplated by the business combination agreement, you should read carefully this entire document, including the exhibits, annexes, and documents incorporated by reference herein. For information on how to obtain these documents, see the section of this prospectus titled "General Information Where You Can Find More Information; Documents Available for Inspection."

Information About the Companies (see page 101)

Diebold

Diebold, Incorporated was incorporated under the laws of the State of Ohio in August 1876, succeeding a proprietorship established in 1859. Diebold believes it has evolved to become a leading provider of exceptional self-service innovation, security and services to financial, retail, commercial and other markets. Diebold has approximately 15,000 employees with business in more than 90 countries worldwide.

Diebold's registered and principal executive offices are located at 5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077, and its telephone number at that location is +1 (330) 490-4000.

Wincor Nixdorf

Wincor Nixdorf Aktiengesellschaft, a German public stock corporation (*Aktiengesellschaft*), is incorporated under the laws of the Federal Republic of Germany. Wincor Nixdorf believes it is one of the world's leading providers of information technology, or IT, solutions and services to retail banks and the retail industry. Drawing on a comprehensive portfolio of products and services, Wincor Nixdorf supports and optimizes its customers' business processes, especially at the branch and store level. Wincor Nixdorf has approximately 9,000 employees worldwide.

Wincor Nixdorf's registered and principal executive offices are located at 1 Heinz-Nixdorf-Ring, 33106 Paderborn, Germany, and its telephone number at that location is +49 (0) 5251 693-3001.

The Business Combination (see page 101)

Following consummation of the offer, Diebold intends to pursue a post-completion reorganization to effect a business combination of Wincor Nixdorf and Diebold and to acquire any outstanding Wincor Nixdorf ordinary shares not tendered in the offer. A post-completion reorganization could eliminate any minority shareholder interest in Wincor Nixdorf remaining after the offer or allow Diebold to control Wincor Nixdorf to the greatest extent permissible. Whether Diebold pursues a post-completion reorganization transaction following consummation of the offer and the type of such transaction will depend on the percentage of Wincor Nixdorf ordinary shares acquired in the offer and, to the extent legally permissible, in the open market. Post-completion

reorganization transactions include:

- (1) a domination agreement and/or a profit and loss transfer agreement, in which case remaining Wincor Nixdorf shareholders will be offered to elect either (i) to continue to hold their Wincor Nixdorf ordinary

shares and receive an adequate fixed or variable annual guaranteed dividend or annual share of profit in the amount of the guaranteed dividend pursuant to Section 304 of the German Stock Corporation Act, or (ii) to receive adequate cash compensation in exchange for their Wincor Nixdorf ordinary shares pursuant to Section 305(2) of the German Stock Corporation Act; and/or

- (2) a squeeze-out transaction with respect to the Wincor Nixdorf ordinary shares that Diebold and its subsidiaries do not already own following the consummation of the offer, which we refer to as a

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squeeze-out transaction. A squeeze-out transaction may be made pursuant to (a) Section 62(5) of the German Transformation Act (*Umwandlungsgesetz*), which we refer to as a cash merger squeeze-out, (b) Sections 327a *et seq.* of the German Stock Corporation Act (*Aktiengesetz*), which we refer to as a corporate squeeze-out, or (c) Sections 39a *et seq.* of the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*), which we refer to as a takeover squeeze-out. In a squeeze-out transaction, ordinary shares of remaining Wincor Nixdorf shareholders would be automatically converted into the right to receive compensation in the case of (i) a cash merger squeeze-out or a corporate squeeze-out, compensation in cash, and (ii) a takeover squeeze-out, the offer consideration or, at the shareholder's election, all-cash compensation.

In case (1), when determining the adequate fixed or variable annual guaranteed dividend or annual share of profit for shareholders who elect to continue to hold Wincor Nixdorf ordinary shares, Diebold will take into account Wincor Nixdorf's past and current results of operations pursuant to the German Commercial Code and the German Stock Corporation Act and Wincor Nixdorf's future earnings prospects. When determining the adequate cash compensation for Wincor Nixdorf shareholders who elect to receive such compensation in exchange for their Wincor Nixdorf ordinary shares, Diebold will use Wincor Nixdorf's discounted earnings or, if appropriate, discounted cash flow, to value the minority shareholders' shares. In general, the amount of such adequate cash compensation may not be less than the weighted average market price of Wincor Nixdorf's ordinary shares for the three-month period prior to the announcement of Diebold's intention to enter into the domination and/or profit and loss transfer agreement.

In case (2), Diebold will determine the amount of consideration or compensation using Wincor Nixdorf's discounted earnings or, if appropriate, discounted cash flow, to value the minority shareholders' shares and, in general, the amount may not be less than the weighted average market price of Wincor Nixdorf's ordinary shares for the three-month period prior to the announcement of Diebold's intention to initiate a squeeze-out transaction.

In each of cases (1) and (2), an appraisal proceeding may, subject to applicable law, be available to Wincor Nixdorf shareholders under the German Appraisal Proceedings Act (*Spruchverfahrensgesetz*), except that appraisal rights are not available in connection with a takeover squeeze-out pursuant to Sections 39a *et seq.* of the German Takeover Act.

If, following the offer, Diebold and its subsidiaries hold less than 90 percent of Wincor Nixdorf's issued share capital, Diebold may neither directly nor indirectly commence a squeeze-out transaction, but may consider purchasing additional Wincor Nixdorf ordinary shares in the open market in order to reach the relevant squeeze-out threshold. If Diebold is unable to complete a squeeze-out, the remaining Wincor Nixdorf shareholders will continue to be entitled to all ordinary shareholder rights (except for annual dividends in the case of a profit and loss transfer agreement). See

The Business Combination Potential Post-Completion Reorganization; Squeeze-Out Transactions. Since (and so long as) Wincor Nixdorf has remaining minority shareholders, it must hold annual meetings according to the general rules of the German Stock Corporation Act. In these annual meetings, minority shareholders may exercise all shareholder rights under the German Stock Corporation Act, including information rights. Resolutions adopted in these annual meetings can also be questioned in court by a minority shareholder without any minimum ownership requirement under the requirements of Sections 243 *et seq.* of the German Stock Corporation Act. See The Business Combination Potential Post-Completion Reorganization; Squeeze-Out Transactions.

We estimate that upon completion of the business combination, and assuming that all of the outstanding Wincor Nixdorf ordinary shares are validly tendered in the offer and not properly withdrawn, former Wincor Nixdorf shareholders will own approximately 16.6 percent of the outstanding common shares of Diebold. For a more detailed discussion of the assumptions on which this estimate is based, see the section of this prospectus titled The Offer Ownership of Diebold Following the Offer.

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The Offer (see page 87)

The summary below describes the principal terms of the offer. Some of the terms and conditions described below are subject to important limitations and exceptions. You should carefully review the section of this prospectus titled "The Offer," and the exchange offer document, which contains a more detailed description of the terms and conditions to the offer. The below summary of the offer is qualified in its entirety by the description of the offer in the exchange offer document under which we intend to make the offer and that you, as a Wincor Nixdorf shareholder, are urged to obtain upon publication of the offer.

Issuer	Diebold, Incorporated, 5995 Mayfair Road, P.O. Box 3077, North Canton, Ohio 44720-8077, United States.
Target	Wincor Nixdorf Aktiengesellschaft, a German public stock corporation (<i>Aktiengesellschaft</i>), 1 Heinz-Nixdorf-Ring, 33106 Paderborn, Germany.
Subject Matter of the Offer	Diebold seeks to acquire all Wincor Nixdorf ordinary bearer shares, without par value (<i>auf den Inhaber lautende Stammaktien ohne Nennbetrag</i>) (ISIN DE000A0CAYB2), each representing a pro-rata amount of 1.00, of Wincor Nixdorf's share capital (<i>Grundkapital</i>), with all ancillary rights.
Offer Consideration	For each Wincor Nixdorf ordinary share validly tendered in the offer and not properly withdrawn: 38.98 in cash; and 0.434 Diebold common shares.
Conditions to the Offer	The offer is subject to satisfaction or, where permissible, waiver of the following conditions: <i>Minimum Tender Condition</i> At the time of the expiration of the acceptance period, the sum of the number of (i) Wincor Nixdorf ordinary shares validly tendered and not properly withdrawn; (ii) Wincor Nixdorf ordinary shares held directly by Diebold or any of its subsidiaries or any person acting in concert with Diebold within the meaning of Section 2(5) of the German Takeover Act (excluding any Wincor Nixdorf treasury shares); (iii) Wincor Nixdorf ordinary shares that must be attributed to Diebold or any of its subsidiaries in

accordance with Section 30 of the German Takeover Act; and (iv) Wincor Nixdorf ordinary shares for which Diebold or any of its subsidiaries or any person acting in concert with Diebold within the meaning of Section 2(5) of the German Takeover Act has entered into an agreement outside of the offer, giving them the right to demand the transfer of title of such Wincor Nixdorf ordinary shares, equals at least 22,362,159 Wincor Nixdorf ordinary shares (approximately 67.6 percent of the total number of all Wincor Nixdorf ordinary shares existing at the time of approval of the exchange offer document by BaFin);

Regulatory Condition After publication of the exchange offer document and no later than November 21, 2016, the transactions

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contemplated by the offer must have been approved by the competent antitrust authorities in the jurisdictions where the parties mutually determined merger control or competition law filings and/or notices to be necessary or the statutory waiting periods in the relevant jurisdictions must have lapsed;

Registration Statement Condition The registration statement regarding the Diebold common shares has been declared effective by the SEC between the publication of the exchange offer document and the expiration of the acceptance period and at the expiration of the acceptance period is not the subject of any stop order by the SEC pursuant to Section 8(d) of the Securities Act or any proceeding initiated by the SEC seeking such a stop order;

No Market Material Adverse Change Condition Between the publication of the exchange offer document and the expiration of the acceptance period, trading on the Frankfurt Stock Exchange has not been suspended for more than three consecutive trading days for all shares admitted to trading at the entire Frankfurt Stock Exchange. Furthermore, the closing quotations of the DAX (ISIN DE0008469008), as determined by Deutsche Börse AG, Frankfurt am Main, Germany, or a successor thereof, and published on its website (<http://www.deutsche-boerse.com>), of the two trading days prior to the end of the acceptance period is not more than 28.5 percent below the closing quotation of the DAX on the trading day immediately preceding the day of the publication of the offer; and

No Wincor Nixdorf Material Adverse Change Condition Between the publication of the exchange offer document and the expiration of the acceptance period (or until the end of the first eight weeks, if the acceptance period is extended beyond that) neither has Wincor Nixdorf published new circumstances pursuant to Section 15 of the German Securities Trading Act, nor have circumstances occurred that would have had to be published by Wincor Nixdorf pursuant to Section 15 of the German Securities Trading Act or that Wincor Nixdorf did not publish because of a self-exception pursuant to Section 15(3) of the German Securities Trading Act, that, in case of a one-time event, result in a negative effect on the annual EBITDA (as defined in Wincor Nixdorf's annual report for the fiscal year ended September 30, 2015) of Wincor Nixdorf in an amount of at least 50 million, and/or, in case of a recurring event, result in a recurring negative effect on the annual EBITDA (as defined in Wincor Nixdorf's annual report for the fiscal year ended September 30, 2015) of Wincor Nixdorf in an amount of at least 18 million for the fiscal years 2015/2016, 2016/2017 and 2017/2018, or that, in each case, could reasonably be expected to have

such effect.

The offer will also be subject to the other conditions referred to in the section of this prospectus titled "The Offer," "Conditions to the Offer," "Other Conditions to the Offer." The conditions to the exchange offer must be satisfied or, where permissible, waived prior

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to the expiration date, except for the regulatory condition, which may remain outstanding after the expiration date. The regulatory condition must be satisfied on or prior to November 21, 2016 or waived at least one working day prior to the end of the acceptance period. If the regulatory condition is not satisfied on or prior to November 21, 2016 (or waived at least one working day prior to the end of the acceptance period), the offer will terminate and may not be consummated. See the sections of this prospectus titled *The Offer Timetable Extension, Termination and Amendment; Additional Acceptance Period* and *The Offer Conditions to the Offer Waiver of Conditions to the Offer*.

Acceptance Period; Expiration Date

The acceptance period starts on February 5, 2016 and will expire at 12:00 midnight, at the end of March 22, 2016, Central European Time, unless extended. We refer to the date of the expiration of the acceptance period (including any extension thereof) as the expiration date. For more information, you should read the section of this prospectus titled *The Offer Timetable Extension, Termination and Amendment; Additional Acceptance Period*.

Additional Acceptance Period

Following the expiration date, and if all conditions to the offer (other than the regulatory condition which may remain outstanding) have been satisfied or, where applicable, waived, the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) provides an additional acceptance period of two weeks for the offer. The additional acceptance period will be an additional two-week period of time beginning on the day after the publication of the results of the acceptance period during which shareholders may tender, but not withdraw, their Wincor Nixdorf ordinary shares. Provided that the acceptance period is not extended, the additional acceptance period is expected to begin on March 30, 2016 and to expire at 12:00 midnight, at the end of April 12, 2016 (Central European Summer Time). Wincor Nixdorf shareholders who validly tender during the additional acceptance period will receive the offer consideration on the closing date.

Put Right

Pursuant to Section 39c of the German Takeover Act, Wincor Nixdorf shareholders who did not tender their shares in the offer may have the right (*Andienungsrecht*) to require Diebold to purchase their Wincor Nixdorf ordinary shares for the offer consideration if certain conditions are met upon publication of the results of the offer after the expiration of the additional acceptance period, including that the offer has been accepted to such extent that Diebold would hold 95 percent of Wincor Nixdorf's voting share capital following the closing date.

The German Takeover Act requires that this put right be available for a three-month period, which we refer to as the put right period. The put right period, if any, will commence after the expiration of the additional acceptance period on the date that the bidder publishes that 95 percent of the target's voting share capital has been tendered. Wincor

Nixdorf shareholders who properly exercise this right are

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entitled to receive the same consideration received by shareholders who tendered their shares during the acceptance period or the additional acceptance period. Wincor Nixdorf shareholders who did not tender their shares in the offer, including those located or resident in the United States, may choose whether or not to exercise this put right. The procedure for exercising the put right corresponds to the procedure for tendering Wincor Nixdorf ordinary shares in the acceptance period or additional acceptance period and shares put to Diebold may be traded on an as-tendered basis until such trading ceases.

There will be no withdrawal rights during any put right period. If the regulatory condition is fulfilled prior to the expiration of the put right period, then (i) shares put to Diebold no later than 6:00 p.m. (Central European Summer Time) on the business day after publication of fulfilment of the regulatory condition will be settled with the offer on the closing date as described in The Offer Settlement and (ii) the shares put to Diebold following 6:00 p.m. (Central European Summer Time) on the business day after publication of fulfilment of the regulatory condition will be settled twice weekly on a rolling basis as described in The Offer Timetable Put Right Period. If the regulatory condition is fulfilled after the expiration of the put right period, there will be only one settlement on the closing date and the offer and the shares put to Diebold during the put right period will be settled concurrently as described in The Offer Settlement.

Withdrawal Rights

At any time during the acceptance period, Wincor Nixdorf shareholders may withdraw their Wincor Nixdorf ordinary shares. **Following the expiration date, withdrawal rights will cease, and any Wincor Nixdorf ordinary shares tendered into the offer cannot be withdrawn.** There will be no withdrawal rights during any additional acceptance period or, if applicable, a put right period.

Trading of Tendered Wincor Nixdorf Ordinary Shares

Wincor Nixdorf shareholders who tender their Wincor Nixdorf ordinary shares in the offer may sell these tendered Wincor Nixdorf ordinary shares in the open market. A new ISIN (WKN) (ISIN DE000A169QN2 (WKN A16 9QN)) for tendered Wincor Nixdorf ordinary shares has been obtained. The new ISIN (WKN) will permit trading in tendered Wincor Nixdorf ordinary shares and Wincor Nixdorf ordinary shares put during a put right period, if any, on an as-tendered basis on the regulated market (*Regulierter Markt*) (Prime Standard) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) as of the third trading day following the commencement of the acceptance period. Therefore, although following the expiration date Wincor Nixdorf shareholders may not withdraw any ordinary shares tendered into the offer, such shareholders will be able to trade their tendered shares on an as-tendered basis. We expect that

trading of the tendered Wincor Nixdorf ordinary shares and Wincor Nixdorf ordinary shares put during a put right period, if any, on the regulated market of the

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Frankfurt Stock Exchange will cease after the end of the regular stock exchange trading hours one business day after satisfaction of the regulatory condition or, if later, one day after the end of the additional acceptance period. Diebold will publish the date on which trading ceases without undue delay as described in the section of this prospectus titled The Offer Publications.

Any person acquiring tendered Wincor Nixdorf ordinary shares will assume all rights and obligations arising from the prior acceptance of the exchange offer.

Settlement

The delivery of the Diebold common shares issued pursuant to the offer and payment of 38.98 cash per tendered Wincor Nixdorf ordinary share will occur without undue delay no later than seven business days following the later of (i) the publication of the results of the additional acceptance period or (ii) the satisfaction of the regulatory condition. Under the business combination agreement, the regulatory condition may remain outstanding until November 21, 2016. If the regulatory condition is not satisfied on or prior to November 21, 2016 (or waived at least one working day prior to the end of the acceptance period), the offer will terminate and settlement will not occur. **Payment of the offer consideration may be made on a date that is significantly later than the expiration date (after which withdrawal rights will cease) or the expiration of the additional acceptance period, or may not occur. If the offer is not completed, shareholders who have tendered their Wincor Nixdorf ordinary shares in the offer will have their shares rebooked to their accounts.** We refer to the date of payment of the offer consideration as the closing date.

On the closing date, Clearstream Banking Aktiengesellschaft, Germany, or Clearstream, will deposit the tendered Wincor Nixdorf ordinary shares to the account of the settlement agent at Clearstream for the purpose of transferring the ownership of the tendered Wincor Nixdorf ordinary shares to Diebold Holding Germany Inc. & Co. KGaA, a German partnership limited by shares (*Kommanditgesellschaft aur Aktien*) and a wholly-owned subsidiary of Diebold.

Upon crediting of the offer consideration to the respective custodian bank's securities/cash account with Clearstream, Diebold will have fulfilled its obligation to pay the offer consideration. It is the respective custodian banks' responsibility to transfer the offer consideration to Wincor Nixdorf shareholders.

Wincor Nixdorf's Agreement Not to Tender Treasury Shares

As of January 27, 2016, Wincor Nixdorf held approximately 9.88 percent (3,268,777 Wincor Nixdorf ordinary shares) of its share capital in treasury shares. Wincor Nixdorf has committed (i) by way of a non-tender agreement (*Qualifizierte Nichtannahmeerklärung*) to not dispose of any of its treasury shares (either by tendering into the offer or otherwise) until the settlement of the offer, including the put

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right period, if any, pursuant to Section 39c of the German Takeover Act, and (ii) to deposit its treasury shares into a blocked account (*Sperrkonto*).

Appraisal Rights

An appraisal proceeding is not available in connection with the offer, but may, subject to applicable law, be available to Wincor Nixdorf shareholders under the German Appraisal Proceedings Act (*Spruchverfahrensgesetz*) in connection with a potential post-completion reorganization. See the section of this prospectus titled The Business Combination Potential Post-Completion Reorganization; Squeeze-Out Transactions.

Information on Diebold Common Shares Issued to Wincor Nixdorf Shareholders

International Securities Identification Number (ISIN): US2536511031

German Securities Code (*Wertpapierkennnummer*) (WKN): 856 244

Common Code: 10307970

Ticker Symbol: DBD (NYSE); DLD (Frankfurt Stock Exchange)

Admission to and Commencement of Trading

We will apply to list the Diebold common shares issued to Wincor Nixdorf shareholders on the NYSE. In connection with the business combination, we will also apply to list the Diebold common shares on the regulated market segment (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with a concurrent listing in the subsegment of the regulated market with additional post-admission obligations (Prime Standard), such that the Diebold common shares issued to Wincor Nixdorf shareholders will be fully fungible with the existing Diebold common shares, including with respect to dividend entitlements.

If all conditions to the offer have been satisfied by the end of the additional acceptance period and the offer is consummated without undue delay thereafter, Diebold expects admission to trading on the Frankfurt Stock Exchange to occur on April 25, 2016 and commencement of trading on the NYSE and on the Frankfurt Stock Exchange on April 27, 2016. If the regulatory condition, which may remain outstanding until November 21, 2016, is not satisfied by the end of the additional acceptance period (or waived until one working day prior to the end of the acceptance period) settlement of the offer will be delayed until satisfaction of the regulatory condition; admission to, and

commencement of, trading will be delayed accordingly.

Settlement Agent

Deutsche Bank Aktiengesellschaft, Taunusanlage 12, 60325 Frankfurt
am Main, Germany, is the settlement agent in connection with the offer.

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Use of Proceeds

Diebold will not receive any proceeds from the offer. Diebold expects the total costs that it will incur and pay in connection with the offer will be approximately \$216.6 million.

Parallel Acquisitions (see page 98)

Diebold reserves the right, to the extent legally permissible, to directly or indirectly acquire additional Wincor Nixdorf ordinary shares outside the exchange offer in the open market. See the section of this prospectus titled The Offer Parallel Acquisitions.

Total Cost of the Issuance; Material Transaction Fees (see page 82)

Assuming all outstanding Wincor Nixdorf ordinary shares are tendered in the offer, Diebold expects the total amount of cash consideration payable will be approximately 1,162.2 million (approximately \$1,297.2 million converted from euros at \$1.1162 to 1, based on the noon buying rate on September 30, 2015), and the total number of Diebold common shares issued to Wincor Nixdorf shareholders will be approximately 12.9 million. Diebold intends to fund the cash portion of the offer consideration and other expenses incurred in connection with the offer from new credit facilities and senior unsecured notes. Diebold currently estimates that it will incur approximately \$216.6 million of legal, banking and other professional fees and costs related to the business combination, including the admission of the Diebold common shares to trading on the NYSE and on the Frankfurt Stock Exchange, of which approximately \$95.1 million will be payable regardless of whether the business combination is completed. Diebold will not charge any of these costs to Wincor Nixdorf shareholders who accept the offer.

Diebold has also entered into certain financing agreements to finance the business combination with, *inter alios*, J.P. Morgan Securities LLC, Credit Suisse Securities (USA) LLC, JPMorgan Chase Bank, N.A. and Credit Suisse AG, Cayman Is