UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): May 5, 2016

TERADATA CORPORATION

(Exact name of registrant as specified in its charter)

Commission File Number 001-33458

Delaware

(State or other jurisdiction of incorporation or organization)

75-3236470

(I.R.S. Employer Identification No.)

10000 Innovation Drive Dayton, Ohio 45342 (Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (866) 548-8348

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- [] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- [] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 [] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 [] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

Teradata Corporation ("Teradata" or the "Company") is furnishing the following information as required under Item 2.02 "Results of Operations and Financial Condition" of Form 8-K and Item 7.01 "Regulation FD Disclosure." Such information, including Exhibit 99.1 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934.

On May 5, 2016, the Company issued a press release setting forth its first quarter 2016 operating results as well as updated current revenue and earnings per share outlook estimates for the full-year 2016 (the "Press Release"). A copy of the Press Release is attached hereto as Exhibit 99.1 and hereby incorporated by reference.

Item 7.01 Regulation FD Disclosure.

The information set forth above under Item 2.02 "Results of Operations and Financial Condition" is furnished pursuant to this Item 7.01 and Exhibit 99.1 is hereby incorporated by reference into this Item 7.01.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

The following exhibits are attached with this current report on Form 8-K:

Exhibit No. Description

99.1 Press Release, dated May 5, 2016, issued by the Company.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

TERADATA CORPORATION

Date: May 5, 2016 By: /s/ Stephen M. Scheppmann

Stephen M. Scheppmann

Executive Vice President and Chief Financial Officer

Exhibit No.

Description

Description

99.1

Press Release, dated May 5, 2016, issued by the Company.



NEWS RELEASE

Teradata Reports 2016 First Quarter Results

- First quarter revenue was \$545 million, down 6 percent, down 4 percent in constant currency (1)
- · Revenue excluding the Marketing Applications business was \$511 million, down 6 percent, down 4 percent in constant currency (1)
- Non-GAAP EPS was \$0.47 in the first quarter, up 57 percent, versus \$0.30 in the first quarter of 2015 (2)
- Teradata signed a definitive agreement to sell its Marketing Applications business
- · Transformation initiatives progressing as expected

ATLANTA, **Georgia - May 5**, **2016** — Teradata Corp. (NYSE: TDC) reported revenue of \$545 million for the quarter ended March 31, 2016, versus \$582 million in the first quarter of 2015. Revenue in the first quarter decreased 6 percent, down 4 percent when compared in constant currency. (1) Excluding the Marketing Applications business the company expects to exit around the end of the second quarter of 2016, revenue was \$511 million, which was down 6 percent, or down 4 percent in constant currency (1) compared to \$544 million the first quarter of 2015.

Gross margin was 49.4 percent, as reported under U.S. Generally Accepted Accounting Principles (GAAP), versus 47.6 percent reported in the first quarter of 2015. On a non-GAAP basis, excluding stock-based compensation expense, special items and the Marketing Applications business as described in footnote #2, gross margin was 51.1 percent, versus 49.3 percent in the first quarter of 2015. (2) The increase in non-GAAP gross margin for the quarter resulted primarily from favorable deal and product mix and higher services margin.

Teradata reported a GAAP net loss of \$(46) million in the first quarter, or \$(0.36) per diluted share, which compared to net income of \$22 million, or \$0.15 per diluted share, in the first quarter of 2015. Stock-based compensation expense, special items (including impairment of goodwill and other assets of \$73 million, or \$0.56 per diluted share) and the Marketing Applications business reduced Teradata's first quarter net income by \$108 million, or \$0.83 per diluted share. Excluding stock-based compensation expense, special items and the Marketing Applications business, non-GAAP net income in the first quarter of 2016 was \$62 million, or \$0.47 per diluted share. Excluding stock-based compensation expense and special items in the first quarter of 2015 non-GAAP net income was \$44 million, or \$0.30 per diluted share. (2)

1

Segment Revenue Performance

(in millions)

For the Three Months Ended March 31

	2016	2015	% Change as Reported	% Change in Constant Currency(1)
Americas Data and Analytics	\$295	\$336	(12)%	(11)%
International Data and Analytics	216	208	4 %	7 %
Total Data and Analytics	511	544	(6)%	(4)%
Marketing Applications	34	38	(11)%	(6)%
Total Revenue	\$545	\$582	(6)%	(4)%

Operating Income

Teradata reported a \$(42) million GAAP operating loss in the first quarter of 2016 which included a goodwill and other assets impairment charge of \$80 million. This compared to \$30 million of operating income reported in the first quarter of 2015. On a non-GAAP basis, excluding stock-based compensation expense, special items and the Marketing Applications business operating income was \$92 million. Non-GAAP operating income in the first quarter of 2015, excluding stock-based compensation expense and special items was \$61 million. (2) The year over year increase in non-GAAP operating income was primarily due to the company's cost reduction initiatives, and the exclusion of the Marketing Applications business, as well as the benefit of higher product and services gross margin rates.

Cash Flow

During the first quarter 2016, Teradata generated \$251 million of cash from operating activities, compared to \$222 million in the prior year period. Teradata generated \$225 million of free cash flow (cash from operating activities less capital expenditures and additions to capitalized software) (3) in the first quarter of 2016, compared to \$190 million in the same period in 2015. The increase in cash generation was largely due to the timing of working capital items and lower capital expenditures.

Balance Sheet

Teradata ended the first quarter 2016 with \$917 million in cash, with over 95 percent of its cash held outside the United States. During the quarter, the company used \$100 million of domestic cash to pay down its revolving credit facility. Additionally during the first quarter, Teradata purchased approximately 2 million shares of its stock for \$47 million.

As of March 31, 2016, Teradata had total debt of approximately \$673 million, including \$593 million outstanding under a term loan and \$80 million drawn on its \$400 million revolving credit facility.

Sale of Marketing Applications business

On April 22, 2016, Teradata signed a definitive agreement to sell its Marketing Applications business for \$90 million. After adjustments, closing costs and taxes, net proceeds from the sale are expected to be approximately \$55-60 million, which will be used short-term to reduce the company's revolving credit facility. The transaction is expected to close around the end of the second quarter of 2016. Teradata recorded the "assets held for sale" and "liabilities held for sale" at a current estimate of fair value less expected cost to sell.

2016 Outlook

GAAP revenue for 2016 is now expected to be in the \$2.320 billion to \$2.390 billion range, which includes approximately \$70 million of revenue related to the Marketing Applications business. Excluding the Marketing Applications business, revenue for 2016 is now expected to decline 2 to 5 percent from 2015 (or \$2.250 billion to \$2.320 billion). Teradata no longer anticipates any currency impact on its year-over-year revenue comparison.

Full-year 2016 GAAP earnings per share guidance is \$0.97 to \$1.12, which includes the results of the Marketing Applications business that is expected to be sold around the end of the second quarter of 2016 and the incremental discrete tax expense associated with the sale. On a non-GAAP basis, which excludes stock-based compensation expense, other special items and the Marketing Applications business, earnings per share continues to be expected in the \$2.35 - \$2.50 range.(2) Teradata's Marketing Applications business experienced approximately \$45 million of operating loss in 2015. The year over year increase in non-GAAP earnings per share is benefited by Teradata's cost rationalization initiatives, exiting the Marketing Applications business, as well as the benefits of share repurchases.

Business Transformation Update

Teradata is making good progress in its business transformation, including the expected exit of its Marketing Applications business. The company will provide more information regarding these initiatives during its earnings conference call today as well as later this year at an Analyst Day.

Earnings Conference Call

A conference call is scheduled today at 8:30 a.m. (ET) to discuss the company's first quarter 2016 results. Access to the conference call, as well as a replay of the call, is available on Teradata's website at investor.teradata.com.

Supplemental Financial Information

Additional information regarding Teradata's operating results is provided below as well as on the Investor Relations page of Teradata's website.

1. The impact of currency is determined by calculating the prior-period results using the current-year monthly average currency rates. See the foreign currency fluctuation schedule on the Investor Relations page of the company's web site at investor.teradata.com, which is used to determine revenue on a constant currency ("CC") basis.

For the Three Months Ended March 31

	(in millions)				
Revenue	2016	2015	% Chg as Rpt'd	% Chg in CC	
Products					
(software/hardware)	\$194	\$241	(20)%	(18)%	
Consulting services	179	172	4 %	6 %	
Maintenance services	172	169	2 %	4 %	
Total Services	351	341	3 %	5 %	
Total Revenue	\$545	\$582	(6)%	(4)%	

2. Teradata reports its results in accordance with GAAP. However, as described below, the company believes that certain non-GAAP measures (such as non-GAAP gross margin, non-GAAP operating income, non-GAAP net income, and non-GAAP earnings per diluted share, or EPS, which exclude certain items as well as free cash flow) are useful for investors. Our non-GAAP measures are not meant to be considered in isolation or as substitutes for, or superior to, results determined in accordance with GAAP, and should be read only in conjunction with our condensed consolidated financial statements prepared in accordance with GAAP.

Special items included in Teradata's 2016 first quarter GAAP net income included the following items, net of tax: \$13 million of stock-based compensation expense; \$3 million of amortization of acquisition-related intangible assets, \$13 million of acquisition transaction, integration and reorganization-related expenses, \$70 million for impairment of goodwill and acquired intangibles and \$3 million for impairment of other assets. Teradata's first quarter 2016 non-GAAP results also exclude the Marketing Applications business which is expected to be sold around the end of the second quarter of 2016. The Marketing Applications business had a \$6 million not loss in the first quarter of 2016.

Special items for Teradata's 2015 first quarter GAAP net income included the following items, net of tax: \$12 million of stock-based compensation expense; \$8 million of amortization of acquisition-related intangible assets and \$2 million of acquisition transaction, integration and reorganization-related expenses.

The following tables reconcile Teradata's actual and projected results and EPS under GAAP to the company's actual and projected non-GAAP results and EPS for the periods presented, which exclude certain items. Our management regularly uses supplemental non-GAAP financial measures, such as gross margin, operating income, net income and EPS, excluding certain items internally, to understand, manage and evaluate our business and support operating decisions. The company believes such non-GAAP financial measures (1) provide useful information to investors regarding the underlying business trends and performance of the company's opporations, (2) are useful for period-over-period comparisons of such operations and results, that may be more easily compared to peer companies and allow investors a view of the company's operating results excluding special items, (3) provide useful information to management and investors regarding present and future business trends, and (4) provide consistency and comparability with past reports and projections of future results.

For the Three Months Ended March 31

Gross Margin:	2016	2015	% Chg as Rpt'd
GAAP Gross Margin	\$269	\$277	(3)%
% of Revenue	49.4 %	47.6%	
Excluding:			
Stock-based compensation expense	4	4	
Amortization of acquisition-related intangible assets	2	5	
Acquisition, integration and reorganization- related costs	3	1	
Marketing Applications gross margin - excluded in 2016*	(17)	*	
Non-GAAP Gross Margin	\$261	\$287	(9)%
% of Revenue	51.1 %	49.3%	
Operating (Loss)/Income:			
GAAP Operating (Loss)/Income	\$(42)	\$30	(240)%
% of Revenue	(7.7)%	5.2%	
Excluding:			
Stock-based compensation expense	21	17	
Amortization of acquisition-related intangible assets	5	11	
Acquisition, integration and reorganization- related costs	20	3	
Impairment of goodwill and other assets	80	-	
Marketing Applications operating loss – excluded in 2016*	8	*	
Non-GAAP Operating Income	\$92	\$61	51%
% of Revenue	18.0 %	10.5%	
Net (Loss)/Income:			
GAAP Net (Loss)/Income	\$(46)	\$22	(309)%
% of Revenue	(8.4)%	3.8%	
Excluding:			
Stock-based compensation expense	13	12	
Amortization of acquisition-related intangible assets	3	8	
Acquisition, integration and reorganization- related costs	13	2	
Impairment of goodwill and other assets	73	-	
Marketing Applications net loss – excluded in 2016*	6	*	
Non-GAAP Net Income	\$62	\$44	41%
% of Revenue	12.1 %	7.6%	
	5		

	For the Three Month	s Ended March 31	Full-Year
Earnings Per Share:	2016	2015	2016 Guidance
GAAP (Loss)/Earnings per share	\$(0.36)	\$0.15	\$0.97 - \$1.12
Excluding:			
Stock-based compensation expense	0.10	0.08	0.38
Amortization of acquisition-related intangible assets	0.02	0.05	0.05
Acquisition, integration and reorganization- related costs	0.10	0.02	0.18
Impairment of goodwill and other assets	0.56	-	0.55
Marketing Applications loss per share – excluded in 2016	0.05	*	0.22**
Non-GAAP diluted earnings per share	\$0.47	\$0.30	\$2.35 - \$2.50

^{*}Represents the results of operations of Teradata's Marketing Applications business in 2016, which is an adjustment to arrive at non-GAAP results due to the pending sale of the business. 2015 results have not been adjusted due to inclusion of this business in our core operations in 2015.

^{3.} As described above, the company believes that free cash flow is a useful non-GAAP measure for investors. Teradata defines free cash flow as cash provided/used by operating activities less capital expenditures for property and equipment, and additions to capitalized software. Free cash flow does not have a uniform definition under GAAP and therefore, Teradata's definition may differ from other companies' definitions of this measure. Teradata's management uses free cash flow to assess the financial performance of the company and believes it is useful for investors because it relates the operating cash flow of the company to the capital that is spent to continue and improve business operations. In particular, free cash flow indicates the amount of cash generated after capital expenditures for, among other things, investment in the company's existing businesses, strategic acquisitions, strengthening the company's balance sheet, repurchase of the company's stock and repayment of the company's debt obligations, if any. Free cash flow does not represent the residual cash flow available for discretionary expenditures since there may be other nondiscretionary expenditures that are not deducted from the measure. This non-GAAP measure is not meant to be considered in isolation, as a substitute for, or superior to, results determined in accordance with GAAP, and should be read only in conjunction with our condensed consolidated financial statements prepared in accordance with GAAP.

	For the Three Months Ended March 31 (in millions)			
	2016	2015		
Cash provided by operating activities (GAAP)	\$251	\$222		
<u>Less</u> capital expenditures for:				
Expenditures for property and equipment	(8)	(17)		
Additions to capitalized software	(18)	(15)		
Total capital expenditures	(26)	(32)		
Free Cash Flow (non-GAAP measure) (3)	\$225	\$190		

^{**}The full year 2016 guidance reflects the expectations of the 2016 results of operations of the Teradata Marketing Applications business that we expect to sell around the end of the second quarter of 2016 and the incremental discrete GAAP tax expense associated with the sale.

Note to Investors

This news release contains forward-looking statements, including statements as to anticipated or expected results, beliefs, opinions and future financial performance, within the meaning of Section 21E of the Securities and Exchange Act of 1934. Forward-looking statements include projections of revenue, profit growth and other financial items, future economic performance and statements concerning analysts' earnings estimates, among other things. These forward-looking statements are based upon current expectations and assumptions and involver risks and uncertainties that could cause Teradata's actual results to differ materially. In addition to the factors discussed in this general or on the ability of our suppliers to meet their commitments to us, or the timing of purchases by our current and potential customers, and other general economic and business conditions; the rapidly changing and intensely competitive nature of the information technology industry and the data analytics business, including the increased pressure on price/performance for data analytics solutions; fluctuations in our operating results, unanticipated delays or accelerations in our sales cycles and the difficulty of accurately estimating revenues; failure to realize the anticipated benefits of our business transformation program, divestitures, senior management changes, or other restructuring and cost saving initiatives; risks inherent in operating in foreign countries, including the impact of economic, political, legal, regulatory, compliance, cultural, foreign currency fluctuations and other conditions abroad; the timely and successful development, production or acquisition and market acceptance of new and existing products and services as well as the reliability, quality, security and operability of new products because of the difficulty and complexity associated with their testing and production; tax rates; turnover of workforce and the ability to attract and retain skilled employees; availability and successful exploitation of new acqui

About Teradata

Teradata (NYSE: TDC) offers a leading portfolio of big data analytic solutions, integrated marketing applications, and services that help organizations gain a sustainable competitive advantage with data. Visit teradata.com.

Get to know Teradata:







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INVESTOR CONTACT:

Gregg Swearingen Teradata (937) 242-4600 gregg.swearingen@teradata.com

MEDIA CONTACT:

Mike O'Sullivan Teradata (937) 242-4786 mike.osullivan@teradata.com

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TERADATA CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(in millions, except per share amounts - unaudited)

	For the Period Ended March 31				
	 Three Months				
	 2016		2015	% Chg	
Revenue	 				
Products	\$ 194	\$	241	(20)%	
Services	351		341	3%	
Total revenue	 545	-	582	(6)%	
Product gross margin	116		132		
% of Revenue	59.8 %		54.8%		
Services gross margin	153		145		
% of Revenue	43.6 %		42.5%		
Total gross margin	 269		277		
% of Revenue	49.4 %		47.6%		
Selling, general and administrative expenses	174		184		
Research and development expenses	57		63		
Impairment of goodwill and other assets	80		_		
(Loss) income from operations	 (42)		30		
% of Revenue	(7.7)%		5.2%		
Other expense, net	(3)		_		
(Loss) income before income taxes	 (45)		30		
% of Revenue	(8.3)%		5.2%		
Income tax expense	1		8		
% Tax rate	 (2.2)%		26.7%		
Net (loss) income	\$ (46)	\$	22		
% of Revenue	 (8.4)%		3.8%		
Net (loss) income per common share					
Basic	\$ (0.36)	\$	0.15		
Diluted	\$ (0.36)	\$	0.15		
Weighted average common shares outstanding					
Basic	129.4		145.2		
70.71	400.4				

129.4

147.7

Diluted

TERADATA CORPORATION CONDENSED CONSOLIDATED BALANCE SHEETS

(in millions - unaudited)

	(in millions - unaudited)					
		March 31,	Dec	cember 31,	M	arch 31,
		2016		2015		2015
Assets						
<u> </u>						
Current assets						
Cash and cash equivalents	\$	917	\$	839	\$	881
Accounts receivable, net		519		580		583
Inventories		54		49		42
Assets held for sale		139		214		_
Other current assets		48		52		85
					-	
Total current assets		1,677		1,734		1,591
Total current assets		1,077		1,751		1,571
Property and equipment, net		131		143		162
Capitalized software, net		190		190		197
Goodwill		384		380		924
Acquired intangible assets		17		22		122
Deferred income taxes		48		41		19
Other assets		17		17		88
Total assets	\$	2,464	\$	2,527	\$	3,103
		<u> </u>		<u> </u>		
Liabilities and stockholders' equity						
Current liabilities						
Current portion of long-term debt	\$	30	\$	30	\$	7
Short-term borrowings		80	3	180	3	,
						149
Accounts payable		83		96		148
Payroll and benefits liabilities		118		120		119
Deferred revenue		506		367		492
Liabilities held for sale		55		58		
Other current liabilities		96		102		84
Total current liabilities		968		953		850
Long-term debt		560		567		593
Pension and other postemployment plan liabilities		81		89		95
Long-term deferred revenue		15		15		16
Deferred tax liabilities		20		28		74
Other liabilities		26		26		31
Total liabilities		1,670		1,678	-	1,659
Total natifices		1,070		1,070		1,037
Stockholders' equity						
Common stock		1		1		1
Paid-in capital		1,158		1,128		1,077
(Accumulated deficit) retained earnings		(297)		(204)		405
Accumulated other comprehensive loss		(68)		(76)		(39)
		794		849	-	1,444
Total stockholders' equity		/94		849		1,444
Total liabilities and stockholders' equity	\$	2,464	\$	2,527	\$	3,103

TERADATA CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in millions - unaudited)

	For the Period Ended March 31 Three Months			1
				lonths
		2016		2015
Operating activities				
Net (loss) income	\$	(46)	\$	22
Adjustments to reconcile net income to net cash provided				
by operating activities:				
Depreciation and amortization		34		42
Stock-based compensation expense		21		17
Excess tax benefit from stock-based compensation		(1)		_
Deferred income taxes		(10)		(6)
Impairment of goodwill and other assets		80		_
Changes in assets and liabilities:				
Receivables		66		37
Inventories		(5)		(4)
Current payables and accrued expenses		(16)		13
Deferred revenue		140		120
Other assets and liabilities		(12)		(19)
		<u>`</u>		
Net cash provided by operating activities		251		222
Investing activities				
Expenditures for property and equipment		(8)		(17)
Additions to capitalized software		(18)		(15)
Business acquisitions and other investing activities		(3)		
Net cash used in investing activities		(29)		(32)
Financing activities				
Repurchases of common stock		(47)		(269)
Proceeds from long-term borrowings				600
Repayments of long-term borrowings		(7)		(247)
Repayments of credit facility borrowings		(100)		(220)
Excess tax benefit from stock-based compensation		1		_
Other financing activities, net		7		6
Net cash used in financing activities		(146)		(130)
Effect of exchange rate changes on cash and cash equivalents		2		(13)
Increase in cash and cash equivalents		78		47
Cash and cash equivalents at beginning of period		839		834
Cash and cash equivalents at end of period	\$	917	\$	881

TERADATA CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in millions - unaudited)

For the Three Months Ended March 31

	For the Three Worths Ended Watch 31					
		2016		2015	% Change As Reported	% Change Constant Currency
Segment Revenue						
Americas Data and Analytics	\$	295	\$	336	(12)%	(11)%
International Data and Analytics		216		208	4%	7%
Total Data and Analytics		511		544	(6)%	(4)%
Marketing Applications		34		38	(11)%	(6)%
Total revenue		545		582	(6)%	(4)%
Segment gross margin						
Americas Data and Analytics		164		179		
% of Revenue		55.6%		53.3%		
International Data and Analytics		97		93		
% of Revenue		44.9%		44.7%		
Total Data and Analytics gross margin		261		272		
% of Revenue		51.1%		50%		
Marketing Applications		17		15		
% of Revenue		50%		39.5%		
Total segment gross margin		278		287		
% of Revenue		51%		49.3%		
Reconciling items(1)		(9)	-	(10)		
Total gross margin	\$	269	\$	277		
% of Revenue		49.4%		47.6%		

⁽¹⁾ Reconciling items include stock-based compensation, amortization of acquisition-related intangible assets and acquisition, integration and reorganization-related items.