





Item 2.01 Completion of Acquisition or Disposition of Assets.

On April 25, 2016, Teradata Corporation (“Teradata” or the “Company”) filed a Current Report on Form 8-K/A updating the estimates for the Company’s plan to realign Teradata’s business by reducing its cost structure and focusing on the Company’s core Data and Analytics business. This business transformation includes exiting the Marketing Applications business and rationalizing costs.

On July 1, 2016, pursuant to the Asset Purchase Agreement, dated as of April 22, 2016 (the “Purchase Agreement”), by and between Teradata and TMA Solutions, L.P., a Cayman Islands exempted limited partnership and affiliate of Marlin Equity Partners (“Buyer”), Teradata completed the previously announced sale of Teradata’s marketing applications business (the “TMA Business”) to Buyer. The purchase price received for the TMA Business was approximately \$90 million in cash, subject to a post-closing adjustment for working capital, debt and other metrics, which is currently estimated at \$92 million. In connection with the closing of the transaction, the parties have entered into a transition services agreement, pursuant to which Teradata will provide certain services to Buyer, including accounting, human resources, order processing and invoicing and information technology services for a service period of up to 15 months after the closing of the transaction. The foregoing description of the Purchase Agreement and the transactions contemplated thereby does not purport to be complete and is subject to, and qualified in its entirety by reference to, the full text of the Purchase Agreement, which was filed as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on April 25, 2016.

The Company's pro forma financial information giving effect to the divestiture of the TMA Business is attached as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(b) Pro Forma Financial Information

The following unaudited pro forma condensed consolidated financial statements are attached as Exhibit 99.1 and are incorporated herein by reference.

• Unaudited pro forma condensed consolidated statements of (loss) income for the three months ended March 31, 2016 and the year ended December 31, 2015.

• Unaudited pro forma condensed consolidated balance sheet as of March 31, 2016.

• Notes to the unaudited pro forma condensed consolidated financial statements.

(d) Exhibits:

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

Exhibit No. Description

99.1 Unaudited pro forma condensed consolidated financial information.

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: July 1, 2016 By/s/ Stephen M. Scheppmann  
Stephen M. Scheppmann  
Executive Vice President and Chief Financial Officer

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Index to Exhibits

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