

As filed with the Securities and Exchange Commission on May 15, 2025

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

TERADATA CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

75-3236470
(I.R.S. Employer
Identification Number)

17095 Via Del Campo
San Diego, California 92127
(Address of Principal Executive Offices and Zip Code)

TERADATA 2023 STOCK INCENTIVE PLAN
(AMENDED AND RESTATED AS OF MAY 15, 2025)
(Full title of plan)

Margaret A. Treese
Chief Legal Officer and Secretary
Teradata Corporation
17095 Via Del Campo
San Diego, California 92127
(Name and address of agent for service)

(866) 548-8348
(Telephone number, including area code, of agent for service)

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	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed to register an additional 3,687,000 shares of common stock, \$0.01 par value per share (“Common Stock”), of Teradata Corporation, a Delaware corporation (the “Company”), that may be issued or sold under the Teradata 2023 Stock Incentive Plan (Amended and Restated as of May 15, 2025) (the “Amended Plan”).

The Company initially registered 5,975,890 shares of Common Stock for issuance under the Teradata 2023 Stock Incentive Plan on a Form S-8 Registration Statement (File No. 333-271867) (the “Original Registration Statement”) filed with the U.S. Securities and Exchange Commission (the “SEC”) on May 12, 2023 and registered an additional 3,480,000 shares of common stock for issuance under the Plan on a Form S-8 Registration Statement (File No. 333-279480) filed with the SEC on May 17, 2024 (the “First Additional Registration Statement”). Pursuant to General Instruction E of Form S-8, the contents of the Original Registration Statement and the First Additional Registration Statement are incorporated herein by reference, except that the provisions contained in Part II of the Original Registration Statement and the First Additional Registration Statement are modified as set forth in this Registration Statement.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION*

* As permitted under Rule 428 under the Securities Act and the Note to Part I of Form S-8, this Registration Statement omits the information specified in Part I of this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents previously filed by Teradata Corporation (the “Company” or the “Registrant”) with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are incorporated herein by reference (other than any portions of such documents that were furnished and not filed):

1. The Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024.
2. The Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2025.
3. The Company’s Current Reports on Form 8-K on February 11, 2025 (as amended by Amendment No. 1 filed February 26, 2025), February 26, 2025, May 5, 2025, and May 15, 2025.
4. The description of the Company’s Common Stock set forth in Exhibit 4.2 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2024, and including any further amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company (other than portions of such documents which are furnished and not filed) pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment indicating that all of the securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be part hereof from the date of filing such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof to the extent that a statement contained herein or in any subsequently filed document which is also incorporated or deemed to be incorporated by reference herein

modifies or supersedes such statement. Any such statement so modified or superseded shall be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Certain legal matters in connection with the Common Stock offered pursuant to the Amended Plan will be passed upon for the Company by Angela D. Snavelly, an employee of the Company and its Senior Vice President, Corporate, Ethics, and Compliance Officer and Assistant Secretary. Ms. Snavelly is eligible to participate in the Amended Plan and also owns other rights to acquire shares of Common Stock.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Incorporated by reference to Item 6 of the Original Registration Statement.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not Applicable.

ITEM 8. EXHIBITS

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	<u>Amended and Restated Certificate of Incorporation of Teradata Corporation, as amended and restated on September 24, 2007. Incorporated herein by reference to Exhibit 3.1 to Teradata Corporation's Current Report on Form 8-K dated September 25, 2007 (SEC File No. 001-33458).</u>
4.2	<u>Amended and Restated Bylaws of Teradata Corporation, as amended and restated on October 31, 2022. Incorporated herein by reference to Exhibit 3.1 to Teradata Corporation's Current Report on Form 8-K dated November 1, 2022 (SEC File No. 001-33458).</u>
4.3	<u>Teradata 2023 Stock Incentive Plan (Amended and Restated as of May 15, 2025) Incorporated herein by reference to Appendix A to Teradata Corporation's 2025 Proxy Statement on Schedule 14A dated March 27, 2025 (SEC File No. 001-33458).</u>
5.1	<u>Opinion of Angela D. Snavelly, Senior Vice President, Corporate, Ethics, and Compliance Officer and Assistant Secretary, with respect to the legality of the securities being registered*</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP*</u>
23.2	Consent of Angela D. Snavelly (contained in her opinion filed as Exhibit 5.1)*
24.1	<u>Powers of Attorney*</u>
107	<u>Calculation of Filing Fee Table*</u>

*Filed herewith.

ITEM 9. UNDERTAKINGS.

Incorporated by reference to Item 9 of the Original Registration Statement.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, and State of California, on the 15th day of May, 2025.

TERADATA CORPORATION

By: /s/ Margaret A. Treese
Margaret A. Treese
Chief Legal Officer and Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephen McMillan</u> Stephen McMillan	Director, President and Chief Executive Officer (Principal Executive Officer)	May 15, 2025
<u>/s/ John Ederer</u> John Ederer	Chief Financial Officer (Principal Financial and Accounting Officer)	May 15, 2025
<u>/s/ Margaret A. Treese</u> Margaret A. Treese As attorney-in-fact for Lisa R. Bacus, Timothy C.K. Chou, Daniel R. Fishback, Michael P. Gianoni, Todd E. McElhatton, Kimberly K. Nelson, Joanne B. Olsen and John G. Schwarz	Directors	May 15, 2025

OPINION OF ANGELA D. SNAVELY, SENIOR VICE PRESIDENT, CORPORATE, ETHICS, AND
COMPLIANCE OFFICER AND ASSISTANT SECRETARY

May 15, 2025

Ladies and Gentlemen:

I am Senior Vice President, Corporate, Ethics, and Compliance Officer and Assistant Secretary of Teradata Corporation (the “Company”), and have been asked to render this opinion in connection with the Registration Statement on Form S-8 which the Company proposes to file with the U.S. Securities and Exchange Commission (the “SEC”) under the Securities Act of 1933, as amended, registering 3,687,000 shares of common stock, par value \$0.01 per share, of the Company (the “Shares”) which may be offered and sold by the Company pursuant to the Teradata 2023 Stock Incentive Plan, as amended and restated as of May 15, 2025 (the “Plan”).

I, or attorneys under my supervision, have examined originals, or copies of originals certified to my satisfaction, of such agreements, documents, certificates and other statements of government officials and corporate officers and representatives and have reviewed and discussed other papers and matters of fact and law as we have deemed relevant and necessary and on which I have relied as a basis for the following opinions. I have assumed the authenticity of all documents submitted as originals and the conformity with the original documents of any copies of such documents submitted for examination.

In this regard, I am of the opinion that:

1. The Company is a corporation duly organized, validly existing and in good standing under the laws of the State of Delaware.
2. All proper corporate proceedings have been taken so that any Shares to be offered and sold pursuant to the Plan which are of original issuance, upon sale and payment therefor in accordance with the Plan and the resolutions of the Board of Directors relating to the offering and sale of Shares thereunder, will be legally issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion with the SEC in connection with the Registration Statement referred to above. In giving such consent, I do not, however, admit that I come within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations thereunder.

Very truly yours,

/s/ Angela D. Snavely

Angela D. Snavely
Senior Vice President, Corporate, Ethics, and Compliance Officer
and Assistant Secretary

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Teradata Corporation of our report dated February 21, 2025 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Teradata Corporation's Annual Report on Form 10-K for the year ended December 31, 2024.

/s/ PricewaterhouseCoopers LLP

Atlanta, Georgia
May 15, 2025

POWER OF ATTORNEY

We, the undersigned directors of Teradata Corporation, hereby severally constitute and appoint each of Stephen McMillan and Margaret A. Treese our true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, to sign for us and in our names to the Registration Statement on Form S-8 with respect to the Teradata 2023 Stock Incentive Plan (As Amended and Restated as of May 15, 2025) and for us and in our names in the capacities indicated below on any and all amendments (including post-effective amendments), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that either such attorney-in-fact and agent or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto affixed my signature this 15th day of May, 2025.

<u>/s/ Michael P. Gianoni</u> Michael P. Gianoni	Director
<u>/s/ Lisa R. Bacus</u> Lisa R. Bacus	Director
<u>/s/ Timothy C.K. Chou</u> Timothy C.K. Chou	Director
<u>/s/ Daniel R. Fishback</u> Daniel R. Fishback	Director
<u>/s/ Todd E. McElhatton</u> Todd E. McElhatton	Director
<u>/s/ Kimberly K. Nelson</u> Kimberly K. Nelson	Director
<u>/s/ Joanne B. Olsen</u> Joanne B. Olsen	Director
<u>/s/ John G. Schwarz</u> John G. Schwarz	Director

Calculation of Filing Fee Tables

S-8

TERADATA CORP /DE/

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Common Stock, par value \$0.01 per share	Other	3,687,000	\$ 22.65	\$ 83,510,550.00	0.0001531	\$ 12,785.47
Total Offering Amounts:					\$		\$ 12,785.47
					83,510,550.00		
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 12,785.47

Offering Note

1

(1) Amount to be registered consists of an additional 3,687,000 shares of Common Stock, par value \$0.01 per share, of Teradata Corporation which may be issued or sold pursuant to the Teradata 2023 Stock Incentive Plan (Amended and Restated as of May 15, 2025). Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers an indeterminate number of shares of Common Stock that may be offered or issued to as a result of any adjustment to prevent dilution by reason of any stock dividend, stock split, recapitalization or other similar transaction.

(2) Estimated in accordance with paragraphs (c) and (h) of Rule 457 under the Securities Act, solely for purposes of calculating the registration fee. The fee with respect to the shares registered herein is based on the average of the high and low sale prices of a share as reported on the New York Stock Exchange on May 9, 2025.