

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

**SCHEDULE TO
AMENDMENT NO. 1**

**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

GLOBAL IMAGING SYSTEMS, INC.
(Name of Subject Company (Issuer))

RG ACQUISITION I CORP.
(Offeror)
A Wholly Owned Subsidiary of

XEROX CORPORATION
(Parent of Offeror)
(Names of Filing Persons (identifying status as offeror, issuer or other person))

COMMON STOCK, \$0.01 PAR VALUE
(Title of Class of Securities)

37934A 10 0
(CUSIP Number of Class of Securities)

Samuel K. Lee
Assistant Secretary and Associate General Counsel
Xerox Corporation
800 Long Ridge Road
P.O. Box 1600
Stamford, Connecticut 06904
(203) 968-3000

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

Scott A. Barshay
George F. Schoen
Cravath, Swaine & Moore LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019-7475
(212) 474-1000

CALCULATION OF FILING FEE

Transaction Valuation(1)
\$1,582,835,486

Amount of Filing Fee(2)
\$48,593.05

(1) Estimated for purposes of calculating the filing fee only. This amount was determined by multiplying 54,580,534 shares of Global Imaging Systems, Inc. common stock, which represents the estimated maximum number of shares of Global common stock to be acquired in the tender offer (which maximum number is composed of (i) 50,398,560 shares of Global common stock outstanding as of April 3, 2007 plus (ii) 4,181,974 shares of Global common stock issuable upon the exercise of outstanding options as of April 3, 2007) by \$29.00 per share (which is the offer price).

(2) The filing fee was calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934 and Fee Rate Advisory #3 for fiscal year 2007, issued September 29, 2006, by multiplying the transaction value by .0000307.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$48,593.05
Form or Registration No.: Schedule TO

Filing Party: RG Acquisition I Corp. and Xerox Corporation
Date Filed: April 4, 2007

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer.

This Amendment No. 1 to the Tender Offer Statement on Schedule TO (this "Amendment") is filed by (i) RG Acquisition I Corp., a Delaware corporation (the "Purchaser"), and wholly owned subsidiary of Xerox Corporation, a New York corporation ("Xerox"), and (ii) Xerox. This Amendment amends and supplements the Tender Offer Statement on Schedule TO filed on April 4, 2007 (the "Schedule TO") and relates to the offer (the "Offer") by the Purchaser to purchase all of the outstanding shares of common stock, par value \$0.01 per share (the "Shares"), of Global Imaging Systems, Inc., a Delaware corporation ("Global"), at a purchase price of \$29.00 per Share net to the seller in cash without interest thereon, less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated April 4, 2007 (together with any amendments and supplements thereto, the "Offer to Purchase") and in the related Letter of Transmittal.

Capitalized terms used and not defined herein shall have the meanings assigned such terms in the Offer to Purchase.

Item 11. Additional Information.

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following text thereto:

"At 11:59 p.m., New York City time, on Thursday, April 26, 2007, the waiting period under the HSR Act applicable to the Offer expired. Accordingly, the condition to the Offer relating to the expiration or termination of the HSR Act waiting period has been satisfied. On April 27, 2007, Xerox issued a press release announcing the expiration of the waiting period, a copy of which is filed as Exhibit (a)(5)(D) hereto."

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

"(a)(5)(D) Press release issued by Xerox dated April 27, 2007."

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

RG ACQUISITION I CORP.

By /s/ James A. Firestone
Name: James A. Firestone
Title: President & Chief Executive Officer
Date: April 27, 2007

XEROX CORPORATION

By /s/ James A. Firestone
Name: James A. Firestone
Title: Executive Vice President
President, Xerox North America
Date: April 27, 2007

<u>Exhibit</u>	<u>Exhibit Name</u>
(a)(5)(D)	Press Release issued by Xerox on April 27, 2007.

**XEROX ANNOUNCES EXPIRATION OF HSR REVIEW FOR
ACQUISITION OF GLOBAL IMAGING SYSTEMS**

STAMFORD, Conn., April 27, 2007—Xerox Corporation (NYSE: XRX) announced today that the Hart-Scott-Rodino review period for its tender offer for Global Imaging Systems, Inc. (Nasdaq: GISX) has expired.

Xerox initiated, through its wholly owned subsidiary RG Acquisition I Corp., a cash tender offer on April 4 to purchase all outstanding shares of common stock of Global Imaging Systems for \$29 per share.

The expiration of the HSR waiting period satisfies one of the conditions to the tender offer, which is set to expire at 12:00 midnight ET on May 8. The closing of the transaction is also subject to the tender of a majority of Global Imaging shares on a diluted basis and the satisfaction of other customary conditions.

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Media Contacts:

Christa Carone, Xerox Corporation, 203-968-4644, christa.carone@xerox.com

Note to Editors: This release contains "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. The words "anticipate," "believe," "estimate," "expect," "intend," "will," "should," and similar expressions, as they relate to us, are intended to identify forward-looking statements. These statements reflect management's current beliefs, assumptions and expectations and are subject to a number of factors that may cause actual results to differ materially. These factors include but are not limited to the ability to obtain regulatory approval for the Global Imaging transaction; the risk that the businesses of Xerox and Global Imaging will not be integrated successfully, or will take longer than anticipated; the risk that the expected cost savings from the Global Imaging transaction will not be achieved or unexpected costs will be incurred; the risk that customer retention goals for the Global Imaging transaction will not be met and that disruptions from the Global Imaging transaction will harm relationships with customers, employees and suppliers; the outcome of litigation and regulatory proceedings to which we may be a party; actions of competitors; changes and developments affecting our industry; quarterly or cyclical variations in financial results; development of new products and services; interest rates and cost of borrowing; our ability to maintain and improve cost efficiency of operations; changes in foreign currency exchange rates; changes in economic conditions, political conditions, trade protection measures, licensing requirements and tax matters in the foreign countries in which we do business; reliance on third parties for manufacturing of products and provision of services; and other factors that are set forth in the "Risk Factors" section, the "Legal Proceedings" section, the "Management's Discussion and Analysis of Results of Operations and Financial Condition" section and other sections of our 2006 Form 10-K filed with the SEC. The company assumes no obligation to update any forward-looking statements as a result of new information or future events or developments, except as required by law.

This release is neither an offer to purchase nor a solicitation of an offer to sell securities. The tender offer is being made pursuant to a tender offer statement filed with the U.S. Securities and Exchange Commission. Investors and Global security holders are strongly advised to read the tender offer statement (including an offer to purchase, letter of transmittal and related tender offer documents) and the related solicitation/recommendation statement that has been filed by Global with the SEC. These documents are available at no charge on the SEC's website at www.sec.gov. In addition, a copy of the offer to purchase, letter of transmittal and certain other related tender offer documents may be obtained free of charge by contacting Xerox at InvestorRelations@xerox.com, or Xerox Corporation, 800 Long Ridge Rd., Stamford, CT 06904, Attn: Investor Relations.

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