

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Mancini Joseph H.</u> (Last) (First) (Middle) 201 MERRITT 7 (Street) NORWALK CT 06851 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xerox Holdings Corp [XRX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP & Chief Accounting Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) 07/01/2020	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Restricted Stock Units	07/01/2020		M		3,307	D	\$0	8,525 ⁽¹⁾	I	Spouse
Common Stock	07/01/2020		M		3,307 ⁽²⁾	A	\$0	20,632 ⁽¹⁾	I	Spouse
Common Stock	07/01/2020		F		1,037 ⁽³⁾	D	\$15.15	19,595	I	Spouse
Restricted Stock Units	07/01/2020		M		3,916	D	\$0	18,035 ⁽¹⁾	D	
Common Stock	07/01/2020		M		3,916 ⁽²⁾	A	\$0	54,673 ⁽¹⁾	D	
Common Stock	07/01/2020		F		1,228 ⁽³⁾	D	\$15.15	53,445	D	
Common Stock	07/01/2020		M		14,896 ⁽⁴⁾	A	\$0	68,341	D	
Common Stock	07/01/2020		F		4,669 ⁽⁵⁾	D	\$15.15	63,672	D	
Common Stock	07/01/2020		M		4,193 ⁽⁶⁾	A	\$0	23,788	I	Spouse
Common Stock	07/01/2020		F		1,315 ⁽⁵⁾	D	\$15.15	22,473	I	Spouse

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Performance Shares	(7)	07/01/2020		M			14,896	(7)	(7)	Common Stock	14,896	\$0	21,757	D	
Performance Share Units -- Spouse	(7)	07/01/2020		M			4,193	(7)	(7)	Common Stock	4,193	\$0	0	I	Spouse

Explanation of Responses:

- Reflects adjustment of balance due to Restricted Stock Units converting to Common Stock.
- Restricted Stock Units vested and converted to shares of Common Stock.
- Shares withheld to pay for taxes on Restricted Stock Units that have vested.
- Performance Shares vesting and converted to shares of Common Stock. 11,748 Performance Shares were awarded at target on July 1, 2017, but due to performance paid out at 126.8% of target. The total number of Performance Shares paid out is shown.
- Shares withheld to pay for taxes on the Performance Shares that have vested.
- Performance Shares vesting and converted to shares of Common Stock. 3,307 Performance Shares were awarded at target on July 1, 2017, but due to performance paid out at 126.8% of target. The total number of Performance Shares paid out is shown.
- Not Applicable.

/s/ Douglas H. Marshall,
Attorney-in-Fact

07/06/2020

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.