

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>Osborn William F Jr</u>			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>Executive Vice President &amp; CFO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/01/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
201 MERRITT 7			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NORWALK CT 06851</u>								
(City) (State) (Zip)								

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Restricted Stock Units	07/01/2020		M		19,579	D	\$0	90,171 <sup>(1)</sup>	D	
Common Stock	07/01/2020		M		19,579 <sup>(2)</sup>	A	\$0	56,927 <sup>(1)</sup>	D	
Common Stock	07/01/2020		F		9,073 <sup>(3)</sup>	D	\$15.15	47,854	D	
Common Stock	07/01/2020		M		74,479 <sup>(4)</sup>	A	\$0	122,333 <sup>(5)</sup>	D	
Common Stock	07/01/2020		F		34,514 <sup>(6)</sup>	D	\$15.15	87,819	D	

**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
Performance Shares	<sup>(7)</sup>	07/01/2020		M			74,479	<sup>(7)</sup>	<sup>(7)</sup>	Common Stock	74,479	\$0	0	D	

**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 the Restricted Stock Units that have vested.
- Performance Shares vested and converted to shares of Common Stock. 58,737 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.
- Reflects adjustment of balance due to Performance Shares vesting and converting to Common Stock.
- Shares withheld to pay taxes on Performance Shares that have vested.
- 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.