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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): June 28, 2022


XEROX HOLDINGS CORPORATION
XEROX CORPORATION
(Exact name of registrant as specified in its charter)

New York
New York
(State or other jurisdiction
of incorporation)

001-39013
001-04471
(Commission
File Number)

83-3933743
16-0468020
(IRS Employer
Identification No.)

201 Merritt 7
Norwalk, Connecticut
06851-1056
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:
(203) 849-5216

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Xerox Holdings Corporation Common Stock, \$1.00 par value	XRX	Nasdaq Global Select Market

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Xerox Holdings Corporation

Xerox Corporation

Emerging growth company

Emerging growth company

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 13(a) of the Exchange Act.

Xerox Holdings Corporation

Xerox Corporation

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 29, 2022, Xerox Holdings Corporation (“Xerox Holdings”) announced that Giovanni Visentin, the Vice Chairman and Chief Executive Officer of Xerox Holdings and Xerox Corporation (“Xerox Corp” and together with Xerox Holdings, “Xerox”), passed away unexpectedly on June 28, 2022 due to complications from an ongoing illness.

Following Mr. Visentin’s death, the Boards of Directors of Xerox Holdings and Xerox Corp appointed Steve Bandrowczak, President and Chief Operations Officer of Xerox since 2018, to serve as the Interim Chief Executive Officer of Xerox (in addition to his positions as President and Chief Operations Officer of Xerox). The information regarding the business experience and background of Mr. Bandrowczak, or that is otherwise required by Item 5.02 of Form 8-K in respect of the appointment of Mr. Bandrowczak as Interim Chief Executive Officer of Xerox, is incorporated by reference to the relevant information set forth in Xerox Holdings’ Annual Report on Form 10-K for its fiscal year ended December 31, 2021, which was filed with the United States Securities and Exchange Commission (“SEC”) on February 23, 2022, and its Proxy Statement on Schedule 14A for its 2022 annual meeting of shareholders, which was filed with the SEC on April 6, 2022.

Item 8.01 Other Events

On June 29, 2022, Xerox Holdings issued a press release regarding the unexpected death of Mr. Visentin due to complications from an ongoing illness and the appointment of Mr. Bandrowczak as the Interim Chief Executive Officer of Xerox, which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Xerox Holdings Corporation on June 29, 2022
104	Cover Page Interactive Data File (the cover page tags are embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. The signatures for each undersigned shall be deemed to relate only to matters having reference to such company and its subsidiaries.

XEROX HOLDINGS CORPORATION

Date: July 5, 2022

By: /s/ Flor M. Colón

Name: Flor M. Colón

Title: Secretary

XEROX CORPORATION

Date: July 5, 2022

By: /s/ Flor M. Colón

Name: Flor M. Colón

Title: Secretary

Xerox Announces the Unexpected Passing of Vice Chairman and Chief Executive Officer John Visentin

Steve Bandrowczak, Xerox's President and Chief Operations Officer, appointed Interim CEO

JUN 29, 2022 — CORPORATE

NORWALK, Conn. —

Xerox Holdings Corporation's revered leader, Vice Chairman and Chief Executive Officer John Visentin, unexpectedly passed away yesterday due to complications from an ongoing illness.

The Xerox family is profoundly saddened by this untimely event and extends its heartfelt condolences to John's wife, his five daughters and his family.

Since joining Xerox in May 2018, John was a visionary leader who navigated the company through unprecedented times and challenges. Well-known and respected throughout the industry, his strategy ensured Xerox's leadership position in office and production print technology and expanded the company into helping solve secular challenges with innovative solutions. John was passionate about his workforce and an inclusive leader known for his "One Boat, One Team" call to action and mentality.

James Nelson, Chairman of Xerox's Board of Directors said, "Since joining the company in May 2018, John drove Xerox forward. As a champion for innovation, he embraced and enhanced Xerox's legacy as a print and services provider and embarked on a transformative journey that broadened the company's expertise and offerings to digital and IT services, financial services and disruptive technologies. John's drive, energy and commitment to the business and its customers, partners and employees will be greatly missed."

Nelson added: "Steve has the active and full support of the Board of Directors and the entire management team in carrying out his duties."

Steve Bandrowczak, Xerox's President and Chief Operations Officer since 2018, will serve as Interim CEO. Steve currently develops and executes the global operations strategy for Xerox, the company's business support functions, including business strategy, product and service delivery and information technology, as well as the company's newly formed Software and Innovation businesses.

"We are all greatly saddened by this tragic news and are keeping his family at the forefront of our thoughts in this difficult time," said Bandrowczak. "John's vision was clear, and the Xerox team will continue fulfilling it – not only to deliver on our commitments to our shareholders, customers and partners – but also to pursue John's legacy."

About Xerox Holdings Corporation (NASDAQ: XRX)

For more than 100 years, Xerox has continually redefined the workplace experience. Harnessing our leadership position in office and production print technology, we've expanded into software and services to sustainably power today's workforce. From the office to industrial environments, our differentiated business solutions and financial services are designed to make everyday work better for clients — no matter where that work is being done. Today, Xerox scientists and engineers are continuing our legacy of innovation with disruptive technologies in digital transformation, augmented reality, robotic process automation, additive manufacturing, Industrial Internet of Things and cleantech. Learn more at [xerox.com](https://www.xerox.com).

Cautionary Statement Regarding Forward-Looking Statements

This release, and other written or oral statements made from time to time by management contain “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. The words “anticipate”, “believe”, “estimate”, “expect”, “intend”, “will”, “should”, “targeting”, “projecting”, “driving” and similar expressions, as they relate to us, our performance and/or our technology, 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. Such factors include but are not limited to the factors that are set forth in the “Risk Factors” section, the “Legal Proceedings” section, the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” section and other sections of Xerox Holdings Corporation’s and Xerox Corporation’s combined 2021 Annual Report on Form 10-K, as well as in Xerox Holdings Corporation’s and Xerox Corporation’s Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC. These forward-looking statements speak only as of the date of this release or as of the date to which they refer, and Xerox 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.