

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

1. Name and Address of Reporting Person* <u>ICAHN CARL C</u>  (Last) (First) (Middle) <u>C/O ICAHN ASSOCIATES HOLDING LLC</u> <u>767 FIFTH AVE., SUITE 4700</u>  (Street) <u>NEW YORK NY 10153</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>XEROX CORP [ XRX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>Former Member of 10% group</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2018</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**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			

**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)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
ICAHN CARL C  
 (Last) (First) (Middle)  
C/O ICAHN ASSOCIATES HOLDING LLC  
767 FIFTH AVE., SUITE 4700  
 (Street)  
NEW YORK NY 10153  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
HIGH RIVER LIMITED PARTNERSHIP  
 (Last) (First) (Middle)  
445 HAMILTON AVENUE  
SUITE 1210  
 (Street)  
WHITE PLAINS NY 10601  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
ICAHN PARTNERS LP  
 (Last) (First) (Middle)  
445 HAMILTON AVENUE  
SUITE 1210  
 (Street)

(Street)		
WHITE PLAINS	NY	10601
-----		
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">ICAHN PARTNERS MASTER FUND LP</a>		
-----		
(Last)	(First)	(Middle)
445 HAMILTON AVENUE		
SUITE 1210		
-----		
(Street)		
WHITE PLAINS	NY	10601
-----		
(City)	(State)	(Zip)

**Explanation of Responses:**

**Remarks:**

On May 13, 2018, Carl C. Icahn and the reporting persons controlled by him (collectively, the "Reporting Persons") terminated the "group" (within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934 (the "Act")) they previously formed with Mr. Darwin Deason and his affiliates, and, as a result, the Reporting Persons are no longer considered a 10% beneficial owner of any class of securities of Xerox Corporation. Therefore, the Reporting Persons are no longer subject to Section 16 of the Act with respect to any class of securities of Xerox Corporation and will no longer report transactions in any such securities on Form 4 or Form 5.

<a href="#">Carl C. Icahn</a>	<a href="#">05/15/2018</a>
<a href="#">High River Limited Partnership</a>	<a href="#">05/15/2018</a>
<a href="#">Icahn Partners LP</a>	<a href="#">05/15/2018</a>
<a href="#">Icahn Partners Master Fund LP</a>	<a href="#">05/15/2018</a>

\*\* 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.**