

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>Heiss Xavier</u>  (Last) (First) (Middle) XEROX CORPORATION 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) EVP and CFO
	3. Date of Earliest Transaction (Month/Day/Year) 04/06/2021	
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Restricted Stock Units	04/06/2021		M		2,011	D	\$0	71,100 <sup>(1)</sup>	D	
Common Stock	04/06/2021		M		2,011 <sup>(2)</sup>	A	\$0	60,431 <sup>(1)</sup>	D	
Common Stock	04/06/2021		F		1,109 <sup>(3)</sup>	D	\$25.05	59,322	D	
Common Stock	04/06/2021		M		8,416 <sup>(4)</sup>	A	\$0	67,738 <sup>(5)</sup>	D	
Common Stock	04/06/2021		F		4,638 <sup>(6)</sup>	D	\$25.05	63,100	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	(7)	04/06/2021		M			8,416	(7)	(7)	Common Stock	8,416	\$0	85,625	D	

**Explanation of Responses:**

- Reflects adjustment of balance due to Restricted Stock Units converting to Common Stock.
- Restricted Stock Units vested and converted into Common Stock.
- Shares withheld to pay for taxes on Restricted Stock Units that have vested.
- The Performance Share Units were granted based on actual performance results for 2018, and on target level performance (100%) for 2019 and 2020.
- Reflects adjustment of balance due to Performance Shares vesting and converting to Common Stock.
- Shares withheld to pay for taxes on Performance Shares that have vested.
- Not Applicable

/s/ Douglas H. Marshall, 04/07/2021  
Attorney-in-Fact

\*\* 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.