

**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): May 21, 2020


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

New York
(State or other jurisdiction
of incorporation)

001-39013
(Commission
File Number)

83-393743
(IRS Employer
Identification No.)

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

Registrant's telephone number, including area code: (203) 968-3000

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 par value	XRX	New York Stock Exchange

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).

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.

Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) On May 21, 2020, Registrant held its Annual Meeting of Shareholders.

(b) Shareholders voted on the matters set forth below as follows:

1. Election of directors. All nominees for director were elected.

<u>Name</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non Votes</u>
Jonathan Christodoro	94,057,629	76,789,145	169,140	13,042,348
Keith Cozza	126,081,893	43,066,346	1,868,275	13,042,348
Joseph J. Echevarria	159,363,023	11,482,986	170,505	13,042,348
Nicholas Graziano	134,272,041	36,570,236	174,237	13,042,348
Cheryl G. Krongard	115,989,753	54,862,505	164,256	13,042,348
Scott Letier	102,627,919	68,209,064	179,531	13,042,348
Giovanni ("John") Visentin	168,637,500	2,212,543	166,471	13,042,348

2. Ratification of selection of PricewaterhouseCoopers LLP as Registrant's independent registered public accounting firm for 2020. The selection of PricewaterhouseCoopers LLP was ratified.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non Votes</u>
180,097,430	3,728,156	233,276	0

3. Approval, on an advisory basis, of the 2019 compensation of Registrant's Named Executive Officers, as disclosed in Registrant's 2020 Proxy Statement. The 2019 compensation of Registrant's Named Executive Officers, as disclosed in Registrant's 2020 Proxy Statement, was approved on an advisory basis.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non Votes</u>
112,353,990	57,486,182	1,176,342	13,042,348

4. Proposal to approve the Company's Performance Incentive Plan. The proposal to approve the Company's Performance Incentive Plan was approved.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non Votes</u>
162,730,294	7,137,819	1,148,401	13,042,348

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly authorized this Report to be signed on its behalf by the undersigned duly authorized.

XEROX HOLDINGS CORPORATION

By: /s/ Douglas H. Marshall

Douglas H. Marshall

Secretary

Date: May 27, 2020