

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):  
April 18, 2002

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

New York (State or other jurisdiction of incorporation)	1-4471 (Commission File Number)	16-0468020 (IRS Employer Identification No.)
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800 Long Ridge Road  
P. O. Box 1600  
Stamford, Connecticut 06904-1600  
(Address of principal executive offices)(Zip Code)

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

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

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Item 5. Other Events.

Registrant confirmed today that significant progress has been made in its negotiations with its revolver lenders.

Responding to media speculation about Registrant's liquidity, Registrant reiterated that the principal terms and conditions for refinancing a portion of the revolver and extending its maturity beyond October 2002 have been distributed to the 57 lenders in the revolver. Following the approval from these lenders as well as the negotiation and execution of the definitive agreements, the refinancing is expected to be completed no later than the end of June.

Registrant today also reported a current worldwide cash balance of \$4.7 billion.

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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 CORPORATION

/s/ MARTIN S. WAGNER  
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By: MARTIN S. WAGNER  
Assistant Secretary

Dated: April 18, 2002