

**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

| OMB APPROVAL                                 |           |
|--|-----------|
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|  |         |          |   |  |  |  |  |  |
|--|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><u>Tessler Herve</u> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><u>Xerox Holdings Corp [ XRX ]</u> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><u>Executive Vice President</u> |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>12/16/2019</u>             |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>Form filed by More than One Reporting Person                                    |  |  |
| <u>201 MERRITT 7</u>   |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                          |  |  |  |  |  |
| (Street)<br><u>NORWALK CT 06851</u>                              |         |          |   |  |  |  |  |  |
| (City) (State) (Zip)   |         |          |   |  |  |  |  |  |

**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   |   |  |   |
| Common Stock                    | 12/16/2019                           |  | M                              |   | 25,246 <sup>(1)</sup>   | A          | \$0     | 40,472 <sup>(2)</sup>   | D  |   |
| Restricted Stock Units          | 12/16/2019                           |  | M                              |   | 26,271 <sup>(3)</sup>   | D          | \$0     | 85,146 <sup>(4)</sup>   | D  |   |
| Common Stock                    | 12/16/2019                           |  | M                              |   | 26,271  | A          | \$0     | 66,743 <sup>(4)</sup>   | D  |   |
| Restricted Stock Units          | 12/16/2019                           |  | M                              |   | 8,757 <sup>(3)</sup>  | D          | \$0     | 76,389 <sup>(4)</sup>   | D  |   |
| Common Stock                    | 12/16/2019                           |  | M                              |   | 8,757   | A          | \$0     | 75,500 <sup>(4)</sup>   | D  |   |
| Common Stock                    | 12/16/2019                           |  | F                              |   | 13,911 <sup>(5)</sup>   | D          | \$36.81 | 61,589  | D  |   |
| Common Stock                    | 12/16/2019                           |  | F                              |   | 14,476 <sup>(5)</sup>   | D          | \$36.81 | 47,113  | D  |   |
| Common Stock                    | 12/16/2019                           |  | F                              |   | 4,826 <sup>(5)</sup>  | D          | \$36.81 | 42,287  | 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 |   |  |  |   |  |
| Performance Shares                         | \$0  | 12/16/2019                           |  | M                              |   |  | 25,246 | (6)  | (6)             | Common Stock  | \$0  | 114,268  | D   |  |

**Explanation of Responses:**

- Reflects vesting of performance shares granted on July 1, 2016 which converted to shares of Common Stock upon vesting.
- Reflects adjustment of balance due to performance shares vesting and converting to Common Stock.
- Restricted Stock Units vested and converted to shares of Common Stock.
- Reflects adjustment of balance due to Restricted Stock Units converting to Common Stock.
- Shares withheld to pay for taxes on performance shares and Restricted Stock Units that have vested.
- Not Applicable.

/s/ Douglas H. Marshall

01/24/2020

\*\* 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.