Instruction 1(b).

FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C.	20549	
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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

OMB APPROVAL								
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Estimated average burden								
hours per response. 0.5								

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

(Middle)		2. Issuer Name and Ticker or Trading Symbol Xerox Holdings Corp [ XRX ]								X		tor er (give title	g Person(s) to Iss 10% Ow Other (s		wner	
		3. Date of Earliest Transaction (Month/Day/Year) 01/11/2022							Λ	EVP and CFO						
06851 (Zip)		Line) X Form filed by								filed by On	led by One Reporting Person led by More than One Reporting					
able I - No	on-Deriva	ative S	Secui	rities	Acq	uired	, Dis	posed of	, or B	enefic	cially	Own	ed			
Date		Execution Date,		Transaction Di		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5)			4 and Securiti Benefic Owned		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership		
						Code	v	Amount	(A) c (D)	r Pric	e	Transa	ction(s)			(Instr. 4)
	01/11/2	2022				М		11,263 D			\$ <del>0</del>	48,681(1)		D		
	01/11/2	2022			M		11,263 <sup>(2)</sup> A			\$ <mark>0</mark>	0 79,372 <sup>(1)</sup>		D			
	01/11/2	2022	2		F		6,206(3)	(3) <b>D</b> \$		3.82	.82 73,166		D			
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																
Execu Year) if any	ition Date,	Code (	(Instr.	of Deriv Secu Acqu (A) o Dispo of (D) (Instr and 5	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		Expiration Date (Month/Day/Year)  Date Expirati		Amount of Securities Underlying Derivative Security (Ins 3 and 4)  Expiration  Amount of Security (Ins 3 and 4)		Dei Sec (Ins	rivative curity	derivative Securities Beneficiall Owned Following Reported	y O Fo O (I)	Ownership Form: Direct (D) or Indirect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
ic	(Zip)  Table I - No  Table II  ion 3A. De Executy (Year) if any	(Zip)  Cable I - Non-Deriva  2. Transac Date (Month/Da)  01/11/2  01/11/2  Table II - Derivat (e.g., pution)  3A. Deemed Execution Date,	(Zip)  Table I - Non-Derivative State (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  01/11/2022  01/11/2022  01/11/2022  Table II - Derivative Se (e.g., puts, cation Secution Date, if any (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)  4. Transac Code (8)	(Zip)  Table I - Non-Derivative Security (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  01/11/2022  01/11/2022  01/11/2022  Table II - Derivative Security (e.g., puts, calls, vicion Execution Date, If any Iransaction Code (Instr.	Table II - Derivative Securities  01/11/2022  01/11/2022  01/11/2022  Table II - Derivative Securities (e.g., puts, calls, warra (Month/Day/Year))  3A. Deemed Execution Date, if any (Month/Day/Year)  (ion (Month/Day/Year))  3A. Deemed Execution Date, if any (Month/Day/Year)  (ion (Month/Day/Year))  3A. Deemed Execution Date, if any (Month/Day/Year)  (ion (Month/Day/Year))  (ion (Month/Day/Year))  3A. Deemed Execution Date, if any (Month/Day/Year)  (ion (Month/Day/Year))  (ion (Month/Day/Year))	Table II - Derivative Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (Month/Day/Year)  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, fany (Month/Day/Year)  3A. Deemed Execution Date, if any (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)	Table I - Non-Derivative Securities Acquired  2. Transaction Date (Month/Day/Year)  2. Transaction Date if any (Month/Day/Year)  2. Transaction Date, if any (Month/Day/Year)  01/11/2022  M  01/11/2022  M  01/11/2022  F  Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, option Code (Instr. 8)  3. Transaction Date, if any (Month/Day/Year)  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date	Table II - Derivative Securities Acquired, Dister (Month/Day/Year)    2. Transaction Date (Month/Day/Year)   2A. Deemed Execution Date, if any (Month/Day/Year)   3. Transaction Code (Instr. 8)   Code   V	Table II - Derivative Securities Acquired, Disposed of Execution Date (Month/Day/Year)    2. Transaction Date (Month/Day/Year)   2A. Deemed Execution Date, if any (Month/Day/Year)   3. Transaction Code (Instr. 8)   3. Transaction Code (Instr. 8)   4. Securitie Disposed Of (Instr. 8)   Code   V   Amount   11,263   M   11,263   M	Code   V   Amount   Code   C	Table II - Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year)    2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   2. Transaction Date (Month/Day/Year)   3. Transaction Code (Instr. 8)   4. Securities Acquired (A) or Code (Instr. 8)   5.	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Code V Amount (A) or Disposed Of (D) (Instr. 3, 4 and 5)  Amount (A) or Price (D) (Instr. 3, 4 and 5)  Date (Month/Day/Year)  M 11,263 D \$0  11,263 D \$0	Code   V   Amount   Code   Code   V   Amount   Code   Co	Code   V   Amount   Code   Code   V   Amount   Code   Co	Cip   X   Form filed by One Report Form filed by More than   Securities   Securit	Czip   X   Form filed by One Reporting Pers Form filed by More than One Reporting Person

## **Explanation of Responses:**

- 1. Reflects adjustment of balance due to Restricted Stock Units converting to Common Stock.
- 2. Restricted Stock Units vested and converted into Common Stock.
- 3. Shares withheld to pay for taxes on Restricted Stock Units that have vested.

/s/ Douglas H. Marshall,

01/13/2022

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.