**United States Securities and Exchange Commission**

**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

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1. Name and Address of Reporting Person
   - **NORWALK CT 06851**
     - **LETIER A. SCOTT**
       - **XEROX CORPORATION 201 MERRITT 7**

2. Issuer Name and Ticker or Trading Symbol
   - **XEROX HOLDINGS CORP [ XRX ]**

3. Date of Earliest Transaction (Month/Day/Year)
   - **09/29/2023**

4. If Amendment, Date of Original Filed (Month/Day/Year)
   - **09/29/2023**

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
   - **X** Director
   - **X** 10% Owner
   - **X** Officer (give title below)
   - **X** Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   - **X** Form filed by One Reporting Person
   - **X** Form filed by More than One Reporting Person

**Rule 10b5-1(c) Transaction Indication**

- **Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.**

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Date of Earliest Transaction (Month/Day/Year)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Deferred Stock Units(^{(1)})</td>
<td>09/29/2023</td>
<td></td>
<td>A</td>
<td>4,230(^{(2)})</td>
<td>95,468(^{(3)})</td>
<td>D</td>
<td>09/29/2023</td>
</tr>
</tbody>
</table>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
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</tbody>
</table>

**Explanation of Responses:**

1. Each Deferred Stock Unit (DSU) represents the right to receive one share of common stock upon the reporting person's termination of service as a director or death, subject to any applicable deferral period.
2. These DSUs will vest on May 25, 2024.
3. Balance adjusted to reflect 1,075 DSUs awarded June 30, 2023 and 1,024 DSUs awarded September 30, 2023 from dividend equivalents attributable to DSUs held as of the relevant record dates.

\(\text{x}\) Flor M. Colon, Attorney-In-Fact 10/03/2023

**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).


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.