
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Form S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

New York
(State or other jurisdiction of
incorporation or organization)

83-3933743
(I.R.S. Employer
Identification No.)

401 Merritt 7
Norwalk, Connecticut 06851-1059
(203) 849-5216
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Flor M. Colón
Chief Legal Officer and Corporate Secretary
Xerox Holdings Corporation
401 Merritt 7
Norwalk, Connecticut 06851-1059
(203) 849-5216
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Joshua N. Korff, P.C.
Jennifer L. Lee, P.C.
Zoey Hitzert
Kirkland & Ellis LLP
601 Lexington Avenue
New York, New York 10022
(212) 446-4800

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of Securities Act.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to Section 8(a), may determine.

SUBJECT TO COMPLETION, DATED January 20, 2026



XEROX HOLDINGS CORPORATION

\$250,000,000 Common Stock Warrants

We may offer from time to time, in one or more offerings, up to \$250,000,000 aggregate principal amount of the securities described above. This prospectus describes the general terms of these securities and the general manner in which we will offer them. We will provide the specific terms and prices of these securities in supplements to this prospectus. The prospectus supplements will also describe the specific manner in which we will offer these securities and may also supplement, update or amend information contained in this prospectus. You should read this prospectus and the applicable prospectus supplement carefully before you invest.

Unless otherwise stated in a prospectus supplement, none of these securities other than our common stock will be listed on any securities exchange. Xerox Holdings Corporation's common stock is listed on the Nasdaq Global Select Market under the symbol "XRX." On January 16, 2026, the last reported sales price for our common stock was \$2.72 per share.

We may offer and sell these securities through one or more underwriters, dealers or agents, through underwriting syndicates managed or co-managed by one or more underwriters, or directly to purchasers, on a continuous or delayed basis. The prospectus supplement for each offering of securities will describe in detail the plan of distribution for that offering.

Investing in the offered securities involves risks. See "[Risk Factors](#)" beginning on page 4 and carefully consider the discussion of risk and uncertainties described in any applicable prospectus supplement and in the documents we incorporate by reference.

Neither the Securities and Exchange Commission ("SEC") nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus or any applicable prospectus supplement. Any representation to the contrary is a criminal offense.

The date of this prospectus _____, 2026

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities, and it is not soliciting an offer to buy these securities, in any jurisdiction where the offer or sale is not permitted.

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We are responsible for the information contained and incorporated by reference in this prospectus. We have not authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. We are not making an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained or incorporated by reference in this prospectus or any prospectus supplement is accurate as of any date other than the date of the document containing the information.

ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the SEC utilizing a “shelf” registration process. Under this shelf process, we may periodically sell the securities described in this prospectus in one or more offerings.

This prospectus provides a general description of our common stock and warrants that we may offer. Each time we offer securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. We may also provide a prospectus supplement to add information to, or update or change information contained in, this prospectus. To the extent there is a conflict between the information contained in this prospectus and the prospectus supplement, you should rely on the information in the prospectus supplement, provided that if any statement in one of these documents is inconsistent with a statement in another document having a later date—for example, a document incorporated by reference in this prospectus or any prospectus supplement—the statement in the later-dated document modifies or supersedes the earlier statement.

We have not authorized anyone to provide you with any information or to make any representations other than those contained in this prospectus, any applicable prospectus supplement or any free writing prospectuses prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We will not make an offer to sell these securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and the applicable prospectus supplement to this prospectus is accurate only as of the date on its respective cover, that the information appearing in any applicable free writing prospectus is accurate only as of the date of that free writing prospectus, and that any information incorporated by reference is accurate only as of the date of the document incorporated by reference, unless we indicate otherwise. Our business, financial condition, results of operations and prospects may have changed since those dates. This prospectus incorporates by reference, and any prospectus supplement or free writing prospectus may contain and incorporate by reference, market data and industry statistics and forecasts that are based on independent industry publications and other publicly available information. The market and industry data and forecasts that may be included or incorporated by reference in this prospectus, any prospectus supplement or any applicable free writing prospectus may involve estimates, assumptions and other risks and uncertainties and are subject to change based on various factors, including those discussed under the heading “Risk Factors” contained in this prospectus, the applicable prospectus supplement and any applicable free writing prospectus, and under similar headings in other documents that are incorporated by reference into this prospectus. Accordingly, investors should not place undue reliance on this information.

Before making your investment decision, you should carefully read:

- this prospectus;
- any applicable prospectus supplement, which (a) explains the specific terms of the securities being offered and (b) updates and changes information in this prospectus; and
- the documents referred to in “Where You Can Find More Information” on page 12 of this prospectus for information about us, including our financial statements.

References to “we,” “us,” “our,” “Xerox” or the “Company” refer to Xerox Holdings Corporation and its consolidated subsidiaries, unless the context otherwise requires.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference contain statements which are not historical facts, including statements relating to the Company's outlook, that are considered forward-looking statements under federal securities laws and may be identified by words such as "anticipates," "believes," "estimates," "expects," "intends," "plans," "potential," "predicts," "projects," "seeks," "should," "will," "would," "could," "can," "should," "targeting," "projecting," "driving," "future," "plan," "predict," "may" or words of similar meaning and include, but are not limited to, statements regarding the outlook for our future business and financial performance. Such forward-looking statements are based on the current beliefs of our management as well as assumptions made by and information currently available to them, which are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict.

Forward-looking statements are not guarantees of future performance and the Company's actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in "Item 1.A. Risk Factors" in Part I of Xerox Holdings Corporation's and Xerox Corporation's most recent combined Annual Report on Form 10-K, or any updates under the caption "Item IA. Risk Factors" in Part II of Xerox Holdings Corporation's and Xerox Corporation's most recent combined Quarterly Report on Form 10-Q, together with all of the other information appearing in or incorporated by reference into this prospectus. All forward-looking statements are qualified by these cautionary statements and speak only as of the date they are made. We undertake no obligation to update any forward-looking statement, whether as a result of new information, future events, or otherwise.

ABOUT THE COMPANY

Xerox is a workplace technology company, building and integrating service-led, software-enabled workplace solutions for enterprises large and small. As customers seek to manage information and document workflows across digital and physical platforms, we deliver a seamless, secure, and sustainable experience. Whether inventing the copier, the Ethernet, the laser printer or more, Xerox has long defined the modern work experience and continues to do so with investments in IT infrastructure, artificial intelligence (AI), augmented reality (AR)-driven service experiences, robotic process automation (RPA) and other technologies that enable Xerox to deliver essential products and services to address the productivity challenges of a hybrid workplace and distributed workforce.

Xerox serves customers globally in North America, Europe, Latin America, Brazil, Asia, the Middle East, Africa, and India. This geographic span allows Xerox to deliver its technology and solutions to customers of all sizes, regardless of complexity or number of customer locations.

Xerox Holdings Corporation is a New York corporation, organized in 2019, with its principal executive offices located at 401 Merritt 7, Norwalk, Connecticut 06851-1059. Our telephone number is (203) 849-5216.

RISK FACTORS

Investment in the offered securities involves risks. Before deciding to invest in our securities, you should carefully consider the risk factors incorporated into this prospectus by reference to Xerox Holdings Corporation's and Xerox Corporation's most recent combined Annual Report on Form 10-K and most recent combined Quarterly Report on Form 10-Q, and the other information contained in this prospectus, as updated by our subsequent filings under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and risk factors and other information contained in any applicable prospectus supplement before acquiring any of our securities. For a description of these reports and documents, and information about where you can find them, see the section of this prospectus entitled "Where You Can Find More Information." The occurrence of any of the events described in the risk factors might cause you to lose all or part of your investment in our securities. Please also refer to the section above entitled "Cautionary Statement Regarding Forward-Looking Statements."

USE OF PROCEEDS

We intend to use the net proceeds from the sale of the securities as set forth in the applicable prospectus supplement.

DESCRIPTION OF COMMON STOCK

As of the date of this prospectus, Xerox Holdings Corporation had one class of securities registered pursuant to Section 12 of the Exchange Act: common stock, par value \$1.00 per share (the "Common Stock"). The following summary of the terms of the Common Stock is not meant to be complete and is qualified by reference to the relevant provisions of New York law and the Restated Certificate of Incorporation (the "Charter") and Amended and Restated By-Laws (the "Bylaws") of Xerox Holdings Corporation.

Dividend Rights and Restrictions

Holders of Common Stock are entitled to dividends as and when declared by the board of directors of Xerox Holdings Corporation out of the net assets legally available therefor. All shares of Common Stock are entitled to participate equally in such dividends. There are no restrictions on the payment of dividends or purchase or redemption of Common Stock under the Charter or the Bylaws, provided that all dividends for past periods and the dividends for the current quarter on any outstanding preferred stock and retirement, purchase or sinking fund requirements thereon, if any, will have been paid or provided for.

Voting Rights

Each share of Common Stock is entitled to one vote per share subject to the right of the holders of any outstanding preferred stock, if six quarterly dividends (whether or not consecutive) thereon are in default, to elect, voting as a class, two additional members to Xerox Holdings Corporation's board of directors, which right continues until the default is cured. In addition, the separate vote or consent of the holders of outstanding preferred stock is required to authorize certain corporate action.

Liquidation Rights

Holders of Common Stock are entitled to receive Xerox Holdings Corporation's net assets, on a pro-rata basis, upon the dissolution, liquidation or winding up of Xerox Holdings Corporation, after the payment in full of all preferential amounts to which the holders of any then-outstanding shares of preferred stock shall be entitled.

Preemptive Rights

Holders of Common Stock do not possess preemptive rights or subscription rights to any additional issues of any class of the capital stock or any of Xerox Holdings Corporation's other securities.

Liability to Further Calls or Assessments

Based on the advice of counsel, all the issued and outstanding Common Stock is fully paid and non-assessable.

Transfer Agent and Registrar

The transfer agent and registrar for the Common Stock is Computershare Trust Company, N.A., and any successor appointed in such capacity.

Listing

The Common Stock is listed and traded on the Nasdaq Global Select Market under the symbol "XRX."

DESCRIPTION OF WARRANTS

The following description contains a summary of the general terms and provisions of warrants to which any prospectus supplement may relate. The particular terms of the warrants offered by any prospectus supplement and the extent, if any, to which such general provisions may not apply to the warrants so offered will be described in the prospectus supplement relating to such warrants. For more information, please refer to the provisions of the warrant agreement and warrant, forms of which we will file with the SEC at or prior to the time of the sale of the warrants. For information on incorporation by reference, and how to obtain copies of these documents, see the section in this prospectus entitled “Where You Can Find More Information.”

We may offer, by means of this prospectus and the accompanying prospectus supplements, warrants for the purchase of our common stock, any other rights or any combination thereof, including rights to receive payment in cash or securities based on the value, rate or price of one or more specified commodities, currencies, securities or indices, or any combination of the foregoing. We may issue warrants independently or together with other securities by means of this prospectus, and the warrants may be attached to or separate from such securities. Each series of warrants will be issued under a separate warrant agreement to be entered into between us and a warrant agent specified therein or the applicable prospectus supplement. The warrant agent will act solely as our agent in connection with the warrants of such series and will not assume any obligation or relationship of agency or trust for or with any holders or beneficial owners of warrants.

The prospectus supplement relating to any warrants we offer will include specific terms relating to the offering. These terms may include some or all of the following, as applicable:

- the title of the warrants;
- the price or prices at which the warrants will be issued;
- the currencies in which the price or prices of the warrants may be payable;
- the designation, amount and terms of the securities purchasable upon exercise of the warrants;
- the designation and terms of the other securities, if any, with which the warrants are to be issued and the number of warrants issued with each other security;
- the aggregate number of warrants;
- any provisions for adjustment of the number or amount of securities receivable upon exercise of the warrants or the exercise price of the warrants;
- the price or prices at which the securities purchasable upon exercise of the warrants may be purchased;
- if applicable, the date on and after which the warrants and the securities purchasable upon exercise of the warrants will be separately transferable;
- the date on which the right to exercise the warrants will commence, and the date on which the right will expire;
- the maximum or minimum number of warrants that may be exercised at any time;
- a discussion of material U.S. federal income tax considerations;
- information with respect to book-entry procedures, if any; and
- any other terms of the warrants, including terms, procedures and limitations relating to the exchange and exercise of the warrants.

Exercise of Warrants

Each warrant will entitle the holder of the warrant to purchase the amount of our common stock, any other rights or any combination thereof, as the case may be, at the exercise price stated or determinable in the

applicable prospectus supplement for the warrants. Warrants may be exercised as described in the applicable prospectus supplement at any time up to the close of business on the expiration date stated therein, unless otherwise specified in such prospectus supplement. After the close of business on the expiration date, unexercised warrants will become void. When the warrant holder makes the payment and properly completes and signs the warrant certificate at the corporate trust office of the warrant agent or any other office indicated in the prospectus supplement, we will, as soon as practicable, forward or cause to be forwarded the common stock, any other rights or any combination thereof that the warrant holder has purchased, as the case may be. If the warrant holder exercises the warrant for less than all of the warrants represented by the warrant certificate, we will issue a new warrant certificate for the remaining warrants.

PLAN OF DISTRIBUTION

Initial Offering and Sale of Securities

We may sell the securities covered by this prospectus from time to time, in one or more or any combination of the following transactions:

- to or through underwriters or dealers;
- directly to a limited number of purchasers or to a single purchaser;
- in “at the market offerings,” within the meaning of Rule 415(a)(4) under the Securities Act, to or through a market maker or into an existing trading market, on an exchange or otherwise;
- through agents; or
- any other method permitted by applicable law.

We may enter into derivative transactions with third parties, or sell securities not covered by this prospectus to third parties in privately negotiated transactions. If the applicable prospectus supplement so indicates, in connection with those derivatives, the third parties may sell securities covered by this prospectus and the applicable prospectus supplement, including in short sale transactions. If so, the third party may use securities pledged by us or borrowed from us or others to settle those sales or to close out any related open borrowings of stock and may use securities received from us in settlement of those derivatives to close out any related open borrowings of stock. The third party in such sale transactions will be an underwriter and, if not identified in this prospectus, will be identified in the applicable prospectus supplement (or a post-effective amendment to the registration statement of which this prospectus forms a part).

The applicable prospectus supplement will set forth the terms of the offering of the securities covered by this prospectus, including:

- the name or names of any underwriters, dealers or agents and the amounts of securities underwritten or purchased by each of them;
- the initial public offering price of the securities, if a fixed priced offering, and the proceeds to us and any discounts, commissions or concessions allowed or reallocated or paid to dealers; and
- any securities exchanges on which the securities may be listed.

Any initial public offering price and any discounts or concessions allowed or reallocated or paid to dealers may be changed from time to time.

Underwriters or the third parties described above may offer and sell the offered securities from time to time in one or more transactions, including negotiated transactions, at a fixed public offering price or at varying prices determined at the time of sale. If we use underwriters in the sale of any securities, the securities will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions described above. The securities may be offered to the public either through underwriting syndicates represented by managing underwriters or directly by underwriters. Generally, the underwriters' obligations to purchase the securities will be subject to customary conditions. The underwriters will be obligated to purchase all of the offered securities if they purchase any of the offered securities.

We may sell the securities at prices then prevailing or related to the then current market price or at negotiated prices. The offering price of the securities from time to time will be determined by us, as applicable, and, at the time of the determination, may be higher or lower than the market price of the securities on any securities exchanges on which the securities may be listed.

We may sell the securities through agents from time to time. The applicable prospectus supplement will name any agent involved in the offer or sale of the securities and any commissions we pay to them. Generally, any agent will be acting on a best efforts basis for the period of its appointment.

We may authorize underwriters, dealers or agents to solicit offers by certain purchasers to purchase the securities from us at the public offering price set forth in the applicable prospectus supplement pursuant to delayed delivery contracts providing for payment and delivery on a specified date in the future. The contracts will be subject only to those conditions set forth in the applicable prospectus supplement, and the applicable prospectus supplement will set forth any commissions we pay for solicitation of these contracts.

Certain persons participating in an offering may engage in transactions that stabilize, maintain or otherwise affect the price of the securities. Specifically, in connection with underwritten offerings of the offered securities and in accordance with applicable law and industry practice, the underwriters may over-allot and may bid for, and purchase, the securities in the open market.

Agents, underwriters and other third parties described above that participate in the distribution of the offered securities may be underwriters as defined in the Securities Act, and any discounts or commissions they receive from us and any profit on their resale of the securities may be treated as underwriting discounts and commissions under the Securities Act. We may have agreements with the agents, underwriters and those other third parties to indemnify them against specified civil liabilities, including liabilities under the Securities Act, or to contribute to payments they may be required to make in respect of those liabilities. Agents, underwriters and those other third parties may engage in transactions with or perform services for us in the ordinary course of their businesses.

To comply with applicable state securities laws, the securities offered by this prospectus will be sold, if necessary, in such jurisdictions only through registered or licensed brokers or dealers. In addition, securities may not be sold in some states absent registration or pursuant to an exemption from applicable state securities laws.

VALIDITY OF THE SECURITIES

The validity of the securities described in this prospectus will be passed upon for us by Kirkland & Ellis LLP, New York, New York. Additional legal matters may be passed on for us, or any underwriters, dealers or agents, by counsel we will name in the applicable prospectus supplement.

EXPERTS

Xerox Holdings Corporation

The financial statements of Xerox Holdings Corporation and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this prospectus by reference to the Annual Report on Form 10-K of Xerox Holdings Corporation for the year ended December 31, 2024 have been so incorporated in reliance on the report (which contains a paragraph relating to the effectiveness of internal control over financial reporting due to the exclusion of ITSavvy Acquisition Company, Inc. because it was acquired by the Company in a purchase business combination during 2024) of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

Lexmark

The consolidated financial statements of Lexmark International II, LLC as of and for the years ended December 31, 2024 and 2023 incorporated by reference in this prospectus and in the registration statement have been so incorporated in reliance on the report of BDO USA, P.C., independent auditors, given on the authority of said firm as experts in auditing and accounting.

ITSavvy

The consolidated financial statements of ITSavvy Acquisition Company, Inc. as of December 31, 2023 and for the year ended December 31, 2023 have been audited by RSM US LLP, an independent auditor, as stated in their report thereon, incorporated herein by reference, and have been incorporated and included in this Prospectus and Registration Statement in reliance upon such report and upon the authority of such firm as experts in accounting and auditing.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's website at <http://www.sec.gov>. Please note that the SEC's website is included in this prospectus and any applicable prospectus supplement as an inactive textual reference only. The information contained on the SEC's website is not incorporated by reference into this prospectus and should not be considered to be part of this prospectus, except as described in the following paragraph.

We "incorporate by reference" into this prospectus and any applicable prospectus supplement certain information we file with the SEC, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus. Certain information that we subsequently file with the SEC will automatically update and supersede information in this prospectus and in our other filings with the SEC. We incorporate by reference the documents listed below, which we have already filed with the SEC, and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, until all the securities offered by this prospectus have been sold and all conditions to the consummation of such sales have been satisfied, except that we are not incorporating any information included in a Current Report on Form 8-K that has been or will be furnished (and not filed) with the SEC, unless such information is expressly incorporated herein by a reference in a furnished Current Report on Form 8-K or other furnished document:

- our Annual Report on [Form 10-K](#) for the year ended December 31, 2024, filed with the SEC on February 24, 2025;
- the portions of the Definitive Proxy Statement on [Schedule 14A](#) for the 2025 annual meeting of stockholders, filed with the SEC on April 9, 2025, that are incorporated by reference into our Annual Report on [Form 10-K](#) for the year ended December 31, 2024;
- our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2025, June 30, 2025 and September 30, 2025, filed with the SEC on [May 12, 2025](#), [August 7, 2025](#) and [November 10, 2025](#), respectively;
- our Current Reports on Form 8-K, filed with the SEC on [January 21, 2025](#), [February 5, 2025](#), [April 11, 2025](#), [May 9, 2025](#), [May 27, 2025](#), [July 2, 2025 \(as amended on July 31, 2025\)](#) (other than Exhibit 99.4), [August 15, 2025](#), [November 19, 2025](#), [December 9, 2025](#) and January 20, 2026;
- the description of our Common Stock contained in the Registration Statement on [Form 8-A12B](#), filed with the SEC on September 20, 2021, [Exhibit 4\(d\)](#) to our Annual Report on Form 10-K for the fiscal year ended December 31, 2019, and any amendment or report filed for the purpose of updating that description; and
- all documents filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the initial filing of the registration statement of which this prospectus forms a part until all of the securities being offered under this prospectus or any prospectus supplement are sold (other than reports, documents or information that are furnished and not filed with the SEC).

Notwithstanding the foregoing, information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K, including the related exhibits under Item 9.01, is not incorporated by reference in this prospectus or any prospectus supplement.

We will furnish without charge to you, on written or oral request, a copy of any or all of such documents that has been incorporated herein by reference (other than exhibits to such documents unless such exhibits are specifically incorporated by reference into the documents that this prospectus incorporates). Written or oral requests for copies should be directed to us at the following address or telephone number:

Xerox Holdings Corporation
401 Merritt 7
Norwalk, Connecticut 06851-1059
telephone (203) 849-5216
Attention: Chief Legal Officer and Corporate Secretary.

PART II**INFORMATION NOT REQUIRED IN PROSPECTUS****Item 14. Other Expenses of Issuance and Distribution.**

The following table sets forth all costs and expenses, other than underwriting discounts and commissions, payable by us in connection with the securities being registered hereby. Except as otherwise noted, all of the fees set forth below are estimates.

	Amount Paid*
SEC Registration Fee	\$ 34,525
FINRA Fee	38,000
Printing Fees and Expenses	10,000
Accounting Fees and Expenses	125,000
Legal Fees and Expenses	100,000
Total	\$ 307,525

* Excludes the cost of future takedowns.

Item 15. Indemnification of Directors and Officers.

Section 721 of the New York Business Corporation Law (the "NYBCL") provides that, in addition to indemnification provided in Article 7 of the NYBCL, a corporation may indemnify a director or officer by a provision contained in the certificate of incorporation or by-laws or by a duly authorized resolution of its shareholders or directors or by agreement, provided that no indemnification may be made to or on behalf of any director or officer if a judgment or other final adjudication adverse to the director or officer establishes that his acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action, or that such director or officer personally gained in fact a financial profit or other advantage to which he was not legally entitled.

Section 722(a) of the NYBCL provides that a corporation may indemnify a director or officer made, or threatened to be made, a party to any action other than a derivative action, whether civil or criminal, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action or proceeding or any appeal therein, if such director or officer acted in good faith, for a purpose which he reasonably believed to be in, or not opposed to, the best interests of the corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful.

Section 722(c) of the NYBCL provides that a corporation may indemnify a director or officer, made or threatened to be made, a party in a derivative action, against amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by the director or officer in connection with the defense or settlement of such action or in connection with an appeal therein if such director or officer acted, in good faith, for a purpose which he reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification will be available under Section 722(c) of the NYBCL in respect of a threatened or pending action which is settled or otherwise disposed of, or any claim as to which such director or officer shall have been adjudged liable to the corporation, unless and only to the extent that the court in which the action was brought, or, if no action was brought, any court of competent jurisdiction, determines, upon application, that, in view of all the circumstances of the case, the director or officer is fairly and reasonably entitled to indemnity for such portion of the settlement amount and expenses as the court deems proper.

Section 723 of the NYBCL specifies the manner in which payment of indemnification under Section 722 of the NYBCL or indemnification permitted under Section 721 of the NYBCL may be authorized by the corporation. It provides that indemnification may be authorized by the corporation. It provides that indemnification by a corporation is mandatory in any case in which the director or officer has been successful, whether on the merits or otherwise, in defending an action. In the event that the director or officer has not been successful or the action is settled, indemnification must be authorized by the appropriate corporate action as set forth in Section 723.

Section 724 of the NYBCL provides that, upon application by a director or officer, indemnification may be awarded by a court to the extent authorized. Section 722 and Section 723 of the NYBCL contain certain other miscellaneous provisions affecting the indemnification of directors and officers.

Section 726 of the NYBCL authorizes the purchase and maintenance of insurance to indemnify (1) a corporation for any obligation which it incurs as a result of the indemnification of directors and officers under the provisions of Article 7 of the NYBCL, (2) directors and officers in instances in which they may be indemnified by the corporation under the provisions of Article 7 of the NYBCL, and (3) directors and officers in instances in which they may not otherwise be indemnified by the corporation under the provisions of Article 7 of the NYBCL, provided the contract of insurance covering such directors and officers provides, in a manner acceptable to the New York State Superintendent of Financial Services, for a retention amount and for co-insurance.

The foregoing statements are subject to the detailed provisions of Sections 721-726 of the NYBCL and the Charter and Bylaws of Xerox Holdings Corporation and the Restated Certificate of Incorporation.

Articles of Incorporation

The Charter of Xerox Holdings Corporation contains no indemnification provisions.

Bylaws

The Bylaws of Xerox Holdings Corporation provide that the corporation shall indemnify any person made or threatened to be made a party in any civil or criminal action or proceeding, including an action or proceeding by or in the right of the corporation to procure a judgment in favor of the corporation or by or in the right of any other corporation of any type or kind, domestic or foreign, or any partnership, joint venture, trust, employee benefit plan or other enterprise, which any director or officer of the corporation served in any capacity at the request of the corporation, by reason of the fact that he or her, his or her testator or intestate is or was a director or officer of the corporation or serves or served such other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, in any capacity, against judgments, fines, penalties, amounts paid in settlement and reasonable expenses, including attorneys' fees, incurred in connection with such action or proceeding, or any appeal therein, provided that no such indemnification shall be required with respect to any settlement unless the corporation shall have given its prior approval thereto. The Amended and Restated By-Laws of Xerox Holdings Corporation also give the covered persons the right to be paid advances of any expenses they incurred in connection with such action, suit or proceedings, consistent with the applicable law, and allow the corporation to extend rights to indemnification and advancement of expenses to such covered persons by resolutions of shareholders or directors or through an agreement, to the extent not expressly prohibited by law.

Item 16. Exhibits.

See the "Exhibit Index," which follows the signature pages to this registration statement and is herein incorporated by reference.

Item 17. Undertakings.

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;
provided, however, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) do not apply if the registration statement is on Form S-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement
- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (4) That, for the purpose of determining liability under the Securities Act to any purchaser:
 - (i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and
 - (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of the registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which the prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. *Provided, however,* that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by

reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

- (5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:
- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
 - (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
 - (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
 - (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
1.1**	Form of Underwriting Agreement.
3.1	Restated Certificate of Incorporation of Xerox Holdings Corporation filed with the Department of State of New York on May 19, 2022 (incorporated by reference to Exhibit 3.2 to Xerox Holdings Corporation's Quarterly Report on Form 10-Q dated May 19, 2022).
3.2	Amended and Restated By-Laws of Xerox Holdings Corporation dated February 17, 2022 (incorporated by reference to Exhibit 3(b)(2) to the Xerox Holdings Corporation's Annual Report on Form 10-K dated February 23, 2022).
4.1	Description of Xerox Holdings Corporation's Capital Stock (incorporated by reference to the registration statement on Form 8-A12B filed with the SEC on September 20, 2021 and Exhibit 4(f) to our Annual Report on Form 10-K for the year ended December 31, 2024).
4.2**	Form of Warrant.
4.3**	Form of Warrant Agreement.
5.1*	Opinion of Kirkland & Ellis LLP.
21*	Subsidiaries List.
23.1*	Consent of PricewaterhouseCoopers LLP, an independent registered accounting firm of Xerox Holdings Corporation.
23.2*	Consent of BDO USA, P.C., independent auditors of Lexmark International II, LLC.
23.3*	Consent of RSM US LLP, an independent registered accounting firm of ITsavvy Acquisition Company, Inc.
23.4*	Consent of Kirkland & Ellis LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature pages to this registration statement).
107*	Filing Fee Table.

* Filed herewith.

** To be filed by post-effective amendment or pursuant to a Current Report on Form 8-K and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norwalk, State of Connecticut, on January 20, 2026.

XEROX HOLDINGS CORPORATION

By: /s/ Steven J. Bandrowczak
Name: Steven J. Bandrowczak
Title: Chief Executive Officer and Director
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Steven J. Bandrowczak, Chuck Butler, John G. Bruno and Flor M. Colón as such person's true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for such person in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement (or any registration statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act), and to file the same, with all exhibits thereto, and all documents in connection therewith, with the SEC, granting unto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that any said attorney-in-fact and agent, or any substitute or substitutes of any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated. This document may be executed in counterparts that when so executed shall constitute one registration statement, notwithstanding that all of the undersigned are not signatories to the original of the same counterpart.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Steven J. Bandrowczak</u> Steven J. Bandrowczak	Chief Executive Officer and Director (Principal Executive Officer)	January 20, 2026
<u>/s/ Chuck Butler</u> Chuck Butler	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	January 20, 2026
<u>/s/ William Twomey</u> William Twomey	Vice President and Chief Accounting Officer (Principal Accounting Officer)	January 20, 2026
<u>/s/ John G. Bruno</u> John G. Bruno	Director	January 20, 2026
<u>/s/ Tami A. Erwin</u> Tami A. Erwin	Director	January 20, 2026
<u>/s/ Priscilla Hung</u> Priscilla Hung	Director	January 20, 2026
<u>/s/ Scott Letier</u> Scott Letier	Director	January 20, 2026
<u>/s/ Nichelle Maynard-Elliott</u> Nichelle Maynard-Elliott	Director	January 20, 2026
<u>/s/ Edward G. McLaughlin</u> Edward G. McLaughlin	Director	January 20, 2026
<u>/s/ John J. Roese</u> John J. Roese	Director	January 20, 2026
<u>/s/ Amy Schwetz</u> Amy Schwetz	Director	January 20, 2026

KIRKLAND & ELLIS LLP

601 Lexington Avenue
New York, NY 10022
United States
+1 212 446 4800
www.kirkland.com

Facsimile:
+1 212 446 4900

January 20, 2026

Xerox Holdings Corporation
401 Merritt 7
Norwalk, Connecticut 06851

Re: Registration Statement on Form S-3

Ladies and Gentlemen:

We are issuing this opinion in our capacity as special legal counsel to Xerox Holdings Corporation, a New York corporation (the "Company"), in connection with the filing by the Company of a Registration Statement on Form S-3 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to the registration of up to \$250,000,000 aggregate offering amount of (i) shares of the Company's common stock, par value \$1.00 per share ("Common Stock"), and (ii) warrants to purchase Common Stock (the "Warrants" and, together with the Common Stock, the "Securities").

You have advised us that the Warrants will be issued pursuant to one or more warrant agreements (including a form of certificate evidencing the Warrants) (each, a "Warrant Agreement") to be entered into by and between the Company and a bank or trust company named therein as the warrant agent (each, a "Warrant Agent"), in a form that will be filed as an exhibit to the Registration Statement or incorporated by reference therein.

In connection with this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the organizational documents of the Company, (ii) minutes and records of the corporate proceedings of the Company with respect to the registration of the Securities and (iii) the Registration Statement and the exhibits thereto.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto, other than the Company, and the due authorization, execution and delivery of all documents by the parties thereto, other than the Company. We have not independently established or verified any facts relevant to the opinions expressed herein, but have relied upon statements and representations of officers and other representatives of the Company and others as to factual matters.

We have also assumed that:

- (i) the Registration Statement and any amendments thereto (including post-effective amendments) will have become effective under the Securities Act and will comply with all applicable laws at the time the Securities are offered or issued as contemplated by the Registration Statement;

Austin Bay Area Beijing Boston Brussels Chicago Dallas Frankfurt Hong Kong Houston London Los Angeles Miami Munich Paris Philadelphia Riyadh Salt Lake City Shanghai Washington, D.C.

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- (ii) a prospectus supplement (the "Prospectus Supplement") will have been prepared and filed with the Commission, along with any exhibits necessary under the rules and regulations of the Commission, describing the Securities offered thereby and will comply with all applicable laws;
- (iii) the Securities will be issued and sold in compliance with applicable federal and state securities laws and in the manner and for the consideration stated in the Registration Statement and the applicable Prospectus Supplement;
- (iv) the Securities will be issued and sold in the form and containing the terms set forth in the Registration Statement, the applicable Prospectus Supplement and the applicable Warrant Agreement, as applicable;
- (v) the Securities offered, as well as the terms of the applicable Warrant Agreement, as applicable, will not violate any law applicable to the Company or result in a default under or breach of any agreement or instrument binding upon the Company;
- (vi) the Company will have obtained any legally required consents, approvals, authorization and other orders of the Commission and any other regulatory authorities necessary to issue and sell the Securities being offered and to execute and deliver the applicable Warrant Agreement, as applicable;
- (vii) the Securities offered, as well as the terms of the applicable Warrant Agreement, as applicable, will comply with all requirements and restrictions, if any, applicable to the Company, whether imposed by any court or governmental or regulatory body having jurisdiction over the Company;
- (viii) a definitive distribution, purchase, underwriting, sales agency or similar agreement (each, a "Purchase Agreement") with respect to any Securities offered or issued will have been duly authorized and validly executed and delivered by the Company and the other parties thereto;
- (ix) any Securities issuable upon conversion, exchange or exercise of any Securities being offered or issued will be duly authorized, created and, if appropriate, reserved for issuance upon such conversion, exchange or exercise by all necessary corporate or organizational action;
- (x) the certificates, if any, representing the Securities will have been duly authorized and validly executed and delivered by the Company and the other parties thereto; and
- (xi) the Company will receive at least par value for the Securities issued, as applicable.

Based upon and subject to the qualifications, assumptions and limitations set forth herein, and having regard for such legal considerations as we have deemed relevant, we advise you that:

1. When, as and if (a) the shares of Common Stock to be offered and sold by the Company have been duly authorized by appropriate corporate action of the Company and (b) such shares of Common Stock have been issued, sold and delivered against payment therefor in accordance with such authorization, the applicable Purchase Agreement and applicable law, or upon the exercise, conversion or other fulfillment of the terms of the applicable Securities that have been duly authorized, issued, paid for and delivered pursuant to the terms thereof, such shares of Common Stock will be validly issued, fully paid and non-assessable.

2. When, as and if (a) any series of Warrants has been duly authorized and duly established in accordance with the applicable Warrant Agreement and applicable law, (b) the appropriate corporate action has been taken by the Company to authorize the form, terms, execution and delivery of such Warrants and such Warrant Agreement, and such Warrants and such Warrant Agreement have been duly executed and delivered by the applicable Warrant Agent and the Company in accordance with such authorization, and (c) such Warrants have been duly executed, attested, issued, authenticated and delivered by such Warrant Agent and/or duly authorized officers of the Company against payment therefor in accordance with such authorization, such Warrant Agreement, the applicable Purchase Agreement and applicable law, such Warrants will constitute binding obligations of the Company enforceable against the Company in accordance with their terms.

Our opinions expressed above are subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally, (ii) general principles of equity (regardless of whether enforcement is considered in a proceeding in equity or at law), (iii) public policy considerations which may limit the rights of parties to obtain certain remedies, and (iv) any laws except the laws of the State of New York.

We express no opinion with respect to the enforceability of (i) consents to, or restrictions upon, judicial relief or jurisdiction or venue; (ii) waivers of rights or defenses with respect to stay, extension or usury laws; (iii) advance waivers of claims, defenses, rights granted by law or notice, opportunity for hearing, evidentiary requirements, statutes of limitation, trial by jury or at law or other procedural rights; (iv) waivers of broadly or vaguely stated rights; (v) provisions for exclusivity, election or cumulation of rights or remedies; (vi) provisions authorizing or validating conclusive or discretionary determinations; (vii) grants of setoff rights; (viii) provisions for the payment of attorneys' fees where such payment is contrary to law or public policy; (ix) proxies, powers and trusts; (x) restrictions upon non-written modifications and waivers; (xi) provisions prohibiting, restricting or requiring consent to assignment or transfer of any right or property; (xii) any provision to the extent it requires any party to indemnify any other person against loss in obtaining the currency due following a court judgment in another currency; (xiii) provisions for liquidated damages, default interest, late charges, monetary penalties, make-whole premiums or other economic remedies to the extent such provisions are deemed to constitute a penalty; and (xiv) any rights to contribution or indemnification which may be violative of public policy underlying any law, rule or regulation (including federal or state securities law, rule or regulation) or the enforceability of any so called fraudulent conveyance or fraudulent transfer "savings clause" (and any similar provision in any other document or agreement) to the extent such provisions purport to limit the amount of the obligations of any party or the right to contribution of any other party with respect to such obligations.

To the extent that the obligations of the Company under any Warrant Agreement may be dependent on such matters, we assume for purposes of this opinion that the applicable Warrant Agent is duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; that the applicable Warrant Agent is duly qualified to engage in the activities contemplated by the applicable Warrant Agreement; that the applicable Warrant Agreement has been duly authorized, executed and delivered by the applicable Warrant Agent and constitutes the legally valid and binding obligations of such Warrant Agent, enforceable against such Warrant Agent in accordance with its terms; that the applicable Warrant Agent is in compliance, generally and with respect to acting as Warrant Agent under the applicable Warrant Agreement, with all applicable laws and regulations; and that the applicable Warrant Agent will have at all times the requisite organizational and legal power and authority to perform its obligations under the applicable Warrant Agreement.

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Our advice on every legal issue addressed in this opinion is based exclusively on the internal law of the State of New York, as currently in effect, and represents our opinion as to how that issue would be resolved were it to be considered by the highest court in the jurisdiction which enacted such law. The manner in which any particular issue relating to the opinions would be treated in any actual court case would depend in part on facts and circumstances particular to the case and would also depend on how the court involved chose to exercise the wide discretionary authority generally available to it. This opinion is not intended to guarantee the outcome of any legal dispute which may arise in the future.

None of the opinions or other advice contained in this opinion considers or covers any foreign or state securities (or "blue sky") laws or regulations.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. The Securities may be issued from time to time on a delayed or continuous basis, and this opinion is limited to the laws, including the rules and regulations, as in effect on the date hereof, which laws are subject to change with possible retroactive effect. This opinion speaks only as of the date hereof, and we assume no obligation to revise or supplement this opinion.

This opinion is furnished to you in connection with the filing of the Registration Statement and in accordance with the requirements of Item 601 of Regulation S-K promulgated under the Securities Act, and is not to be used, circulated, quoted or otherwise relied upon or otherwise referred to by any person for any other purpose.

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We hereby consent to the filing of this opinion with the Commission as Exhibit 5.1 to the Registration Statement. We also consent to the reference to our firm under the heading "Validity of the Securities" in the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Sincerely,

/s/ KIRKLAND & ELLIS LLP
KIRKLAND & ELLIS LLP

List of Subsidiaries

Unless otherwise noted, a subsidiary is a company in which Xerox Holdings Corporation or a direct or indirect subsidiary of Xerox Holdings Corporation, or Xerox Corporation or a direct or indirect subsidiary of Xerox Corporation, as the case may be, holds 50% or more of the voting stock. The names of other subsidiaries have been omitted as they would not, if considered in the aggregate as a single subsidiary, constitute a significant subsidiary:

<u>Name of Subsidiary</u>	<u>Jurisdiction of Incorporation or Organization</u>
Xerox Holdings Corporation	New York
Sunshine Subsidiary Corp.	Delaware
XHC Acquisition Corp.	Delaware
Xerox Ventures LLC	Delaware
Xerox Ventures Fund I LLC	Delaware
Xerox Corporation	New York
Alloy Acquisition Corp. LLC	Delaware
CareAR Holdings LLC	Delaware
CareAR, Inc.	Delaware
MagicLens, Inc.	Delaware
DocuShare LLC	Delaware
XMPie, Inc.	Delaware
XMPie, Ltd.	Israel
Eloque Investor LLC	Delaware
Metawave Corporation	Delaware
Thin Films Electronics ASA	Norway
Xerox Business Solutions, LLC	Delaware
Chicago Office Technology Group, Inc.	Illinois
ImageQuest, Inc.	Kansas
ComDoc, Inc.	Ohio
Saxon Business Systems, Inc.	Florida
FITTLE LLC	Delaware
Gyricon, LLC	Delaware
Xerox IT Solutions, Inc.	Delaware
Xerox IT Solutions LLC	Illinois
Institute for Research on Learning	Delaware
NewField Information Technology, LLC	Pennsylvania
Pacific Services and Development Corporation	Delaware
Powerland Computers Ltd.	Canada
The Xerox Foundation	Delaware
Xerox DNH LLC	Delaware
Xerox Equipment Limited	Bermuda
Xerox Financial Services LLC	Delaware
XFS Secured Borrowing 2020-1 LLC	Delaware
Xerox Financial Services Holdings LLC	Delaware
Xerox Financial Services International Limited	United Kingdom
Xerox Financial Services Canada Holdings Limited	United Kingdom
Xerox Foreign Sales Corporation	Barbados
Xerox Healthcare LLC	Delaware
Xerox Holdings, Inc.	Delaware
Talegen Holdings, Inc.	Delaware
Xerox Investments Europe B.V.	Netherlands

Xerox Trading Company	Saudi Arabia
Xerox Equipment UK Limited (Dormant)*	United Kingdom
Xerox Holdings (Ireland) Limited	Ireland
Xerox (Europe) Limited	Ireland
Xerox XF Holdings (Ireland) DAC	Ireland
Xerox Israel Ltd.	Israel
Xerox Middle East Investments (Bermuda) Limited	Bermuda
Reprographics Egypt Limited (Dormant)*	Egypt
Xerox Egypt S.A.E.	Egypt
Xerox Finance Leasing S.A.E.	Egypt
Xerox Maroc S.A.(under liquidation)	Morocco
Xerox Products UK Limited	United Kingdom
Xerox UK Holdings Limited	United Kingdom
Triton Business Finance Limited (Dormant)*	United Kingdom
Xerox Trading Enterprises Limited (Dormant)*	United Kingdom
Xerox Overseas Holdings Limited	United Kingdom
Xerox Business Equipment Limited (Dormant)*	United Kingdom
Xerox Computer Services Limited (Dormant)*	United Kingdom
Xerox Mailing Systems Limited (Dormant)*	United Kingdom
Xerox Limited	United Kingdom
Continua Limited	United Kingdom
Continua Sanctum Limited	United Kingdom
The Xerox (UK) Trust	United Kingdom
Xerox AS	Norway
Xerox Austria GmbH	Austria
Xerox Leasing GmbH	Austria
Xerox Business Services Bulgaria EOOD	Bulgaria
Xerox Canada Inc.	Ontario
Xerox Canada Ltd.	Canada
2409835 Alberta ULC	Canada
Xerox Canada I Limited Partnership	Canada
Xerox Business Solutions Canada ULC	Canada
LaserNetworks Inc.	Canada
Xerox Financial Services Canada ULC	Canada
Xerox Financial Services Finland Oy	Finland
Xerox Italia Rental Services Srl	Italy
Xerox Finance Limited	United Kingdom
Xerox Financial Services Danmark A/S	Denmark
Xerox Financial Services B.V.	Netherlands
Veenman Financial Services B.V.	Netherlands
Xerox Financial Services Sverige AB	Sweden
Xerox Financial Services Belux BV	Belgium
Xerox Renting SLU	Spain
CREDITEX—Aluguer de Equipamentos Lda.	Portugal
Xerox Finance GmbH	Switzerland
Xerox Capital (Europe) Limited	United Kingdom
Xerox IBS NI Limited	Northern Ireland
Xerox IBS Limited	Republic of Ireland
Xerox (Ireland) Limited	Ireland
Xerox AG	Switzerland
Xerox A/S	Denmark
Xerox Manufacturing (Nederland) B.V.	Netherlands
Xerox (Nederland) BV	Netherlands
Xerox Sverige AB	Sweden
Xerox (UK) Limited	United Kingdom
Go Inspire Group Limited	United Kingdom

GI Insight Limited (Dormant)*	United Kingdom
GI Red Limited (Dormant)*	United Kingdom
GI Solutions Holdings Limited (Dormant)*	United Kingdom
GI Solutions Group Limited	United Kingdom
GI Solutions Limited (Dormant)*	United Kingdom
Eclipse Web Limited (Dormant)*	United Kingdom
Eclipse (Kettering) Limited (Dormant)*	United Kingdom
Eclipse Colour Print Limited	United Kingdom
4DMI Limited (Dormant)*	United Kingdom
4DM Holdings Limited (Dormant)*	United Kingdom
4DM Group Limited (Dormant)*	United Kingdom
D L Marketing (Direct Link) Limited	United Kingdom
Eclipse 4DM Limited (Dormant)*	United Kingdom
Go Inspire Limited (Dormant)*	United Kingdom
Altdigital Networks Limited	United Kingdom
Platinum Digital Print Solutions Limited (Dormant)*	United Kingdom
Arena Group Holdings Limited	United Kingdom
Advanced Group Holdings Limited	United Kingdom
Advanced Business Equipment Limited	United Kingdom
Acorn Business Machines (Holmfirth) Ltd (Dormant)*	United Kingdom
Arena Group Limited	United Kingdom
Concept Group Limited	United Kingdom
Copytrend Limited (Dormant)*	United Kingdom
Docucentric Holdings Limited (Dormant)*	United Kingdom
Business Systems (North Wales) Limited (Dormant)*	United Kingdom
B 2 Business Systems Limited	United Kingdom
Fovia (Innovation) Limited (Dormant)*	United Kingdom
ITEC Connect Limited	United Kingdom
Citrus Digital Limited (Dormant)*	United Kingdom
Copyrite Business Solutions (Holdings) Limited (Dormant)*	United Kingdom
Criterion IT Ltd. (Dormant)*	United Kingdom
Copyrite Business Solutions Limited (Dormant)*	United Kingdom
A B S Digital Limited (Dormant)*	United Kingdom
Osprey Business Systems Limited (Dormant)*	United Kingdom
Quilver Business Services Limited (Dormant)*	United Kingdom
Mail A Doc Limited	United Kingdom
Reflex Digital Solutions (UK) Ltd (Dormant)*	United Kingdom
Stem Networks Limited (Dormant)*	United Kingdom
Back2Business Limited (Dormant)*	United Kingdom
Time Business Systems Limited (Dormant)*	United Kingdom
Una-Stem Limited (Dormant)*	United Kingdom
M & S Reprographics Limited (Dormant)*	United Kingdom
Mitral Systems Limited (Dormant)*	United Kingdom
Bessemer Trust Limited (Dormant)*	United Kingdom
Text Comm Limited (in receivership)	United Kingdom
Xerox Distributor Operations Limited (Dormant)*	United Kingdom
Xerox Czech Republic s r.o.	Czech Republic
Xerox Espana, S.A.U.	Spain
Xerox Exports Limited (Dormant)*	United Kingdom
Xerox Financial Services Norway AS	Norway
Xerox Hellas S.A.	Greece
Xerox Holding Deutschland GmbH	Germany
Xerox GmbH	Germany
Xerox Dienstleistungsgesellschaft GmbH	Germany
Xerox Leasing Deutschland GmbH	Germany
Xerox India Limited	India

Xerox Kazakhstan Limited Liability Partnership	Kazakhstan
Xerox N.V.	Belgium
Xerox Luxembourg SA	Luxembourg
Xerox Oy	Finland
Xerox Pensions Limited (Dormant)*	United Kingdom
Xerox Polska Sp. z o. o	Poland
Xerox Portugal Equipamentos de Escritorio, Limitada	Portugal
Xerox Professional Services Limited	United Kingdom
Xerox (Romania) Echipamente si Servicii S.A.	Romania
Xerox S.A.S.	France
Xerox Financial Services SAS	France
Xerox Technology Services SAS	France
Xerox Comércio e Indústria Ltda	Brazil
Xerox Shared Services Romania SRL	Romania
Xerox S.p.A.	Italy
Xerox (Ukraine) Ltd LLC	Ukraine
Xerox XHB Limited (Dormant)*	United Kingdom
Xerox XIB Limited	United Kingdom
XRO Limited (Dormant)*	United Kingdom
Nemo (AKS) Limited (Dormant)*	United Kingdom
XRI Limited (Dormant)*	United Kingdom
RRXH Limited (Dormant)*	United Kingdom
RRXO Limited (Dormant)*	United Kingdom
RRXIL Limited (Dormant)*	United Kingdom
Veenman B.V.	Netherlands
Xerox Latinamerican Holdings, Inc.	Delaware
Xerox Mexicana, S.A. de C.V.	Mexico
Xerox Overseas, Inc.	Delaware
XC Asia LLC	Delaware
Xerox Foreign Holdings LLC	Delaware
Xerox Canada N.S. ULC	Canada
Xerox Servicios Compartidos Guatemala y Compañía Limitada	Guatemala
XC Global Trading B.V.	Netherlands
XC Trading Singapore Pte. Ltd.	Singapore
Xerox Technology Services India LLP	India
XC Trading Hong Kong Limited	Hong Kong
XC Trading Japan G.K.	Japan
XC Trading Malaysia Sdn. Bhd.	Malaysia
XC Trading Shenzhen Co., Ltd.	China
Xerox Realty Corporation	Delaware
Xerox Trinidad Limited	Trinidad & Tobago
XESystems Foreign Sales Corporation	Barbados
Apex HK Holdings Limited	Hong Kong
Apex KM Technology Limited	Cayman Islands
Apex Swiss Holdings Sàrl	Switzerland
Apex Tech Swiss Sàrl	Switzerland
Aquamer Medical Corp.	Delaware
CEEMARK—CS Limited	Jersey
CEEMARK Limited	Jersey
Ensurge Micropower ASA	Norway
Euro Burotic S.A.	Belgium
Kushner Locke, LLC	California
Lexington Care, LLC	Delaware
Lexington Tooling Corporation	Delaware
Lexmark (Schweiz) AG	Switzerland
Lexmark Asia Pacific Corporation, Inc.	Delaware

Lexmark Bilgi Islem Urunleri Ticaret Limited Sirketi	Turkey
Lexmark Canada Inc.	Canada
Lexmark Danmark Filial af Lexmark Nordic LLC	Denmark
Lexmark Deutschland GmbH	Germany
Lexmark España S.L.	Spain
Lexmark Espana, LLC	Delaware
Lexmark Europe Holding Company II, LLC	Delaware
Lexmark Europe Technology Sàrl	Switzerland
Lexmark Europe Trading Corporation, Inc.	Delaware
Lexmark Financial Services, LLC	Delaware
Lexmark Finland, Lexmark Nordic, LLC:n sivuliike Suomessa	Finland
Lexmark Group Company Limited	Hong Kong
Lexmark Handelsgesellschaft m.b.H.	Austria
Lexmark Holdings Company Limited	Hong Kong
Lexmark Information Technology (China) Co. Ltd.	China
Lexmark Internacional, S.A. de C.V.	Mexico
Lexmark International (ASIA) SÀRL	Switzerland
Lexmark International (Australia) Pty Ltd	Australia
Lexmark International (China) Limited	Hong Kong
Lexmark International (India) Private Limited	India
Lexmark International (Malaysia) Sdn. Bhd.	Malaysia
Lexmark International (Singapore) Pte Ltd	Singapore
Lexmark International (Thailand) Co., Ltd.	Thailand
Lexmark International Czech s.r.o.	Czechia
Lexmark International de Argentina, Inc.	Delaware
Lexmark International de Chile Limitada	Chile
Lexmark International de Mexico, S. de R.L. de C.V.	Mexico
Lexmark International de Peru S.R.L.	Peru
Lexmark International de Uruguay S.A.	Uruguay
Lexmark International do Brasil Ltda.	Brazil
Lexmark International Financial Services Designated Activity Company	Ireland
Lexmark International Holdings I Sàrl	Switzerland
Lexmark International Holdings II Sàrl	Switzerland
Lexmark International II, LLC	Delaware
Lexmark International K.K.	Japan
Lexmark International Ltd	United Kingdom
Lexmark International Middle East FZ LLC	United Arab
Lexmark International N.V.	Belgium
Lexmark International Netherlands B.V.	Netherlands
Lexmark International Polska Sp. z o.o.	Poland
Lexmark International Puerto Rico	Puerto Rico
Lexmark International S.A.S.	France
Lexmark International S.r.l.	Italy
Lexmark International Serviços de Assistência e Marketing, Unipessoal, Lda.	Portugal
Lexmark International Slovakia s.r.o.	Slovakia
Lexmark International South Africa (PTY) Ltd	South Africa
Lexmark International Technology Hungária Kft.	Hungary
Lexmark International Technology II Sàrl	Switzerland
Lexmark International Technology Romania Srl	Romania
Lexmark International Technology Sàrl	Switzerland
Lexmark International Trading Corp.	Delaware
Lexmark International, Inc.	Delaware
Lexmark Magyarország Kft.	Hungary
Lexmark Mexico Holding Company, Inc.	Delaware

Lexmark Nordic, LLC	Delaware
Lexmark Norge NUF (filial av utenlandsk foretak)	Norway
Lexmark Receivables, LLC	Delaware
Lexmark Research & Development Corporation	Philippines
Lexmark S.A. Korea, Ltd.	Korea, Republic of
Lexmark Ventures, LLC	Delaware
Ontario Midland Railroad Corp.	New York
Opto Generic Devices, Inc.	New York
Pacesetter/MVHC, Inc.	Texas
Solution Services Europe GmbH (Dormant)*	Germany
Xerox Middle East and North Africa Regional Headquarters LLC	Saudi Arabia
American Photocopy Equipment Company of Pittsburgh, LLC	United States of America
Argentina Branch Lexmark International de Argentina, Inc.	United States of America
Arizona Office Technologies, Inc.	United States of America
Arvalstu komersanta Xerox Limited parstavnieciba	Latvia
Australia Branch	New Zealand
Beijing Branch of Lexmark	China
Bessemer Insurance Limited	Bermuda
Boise Office Equipment, Inc.	United States of America
Capital Office Solutions, LLC	United States of America
Carolina Office Systems, Inc.	United States of America
Carr Business Systems, Inc.	United States of America
Ceemark CS Slovakia SRO	Slovakia
Chengdu Branch - SZ (S&M)	China
Competitive Computing, Inc.	United States of America
Connecticut Business Systems, LLC	United States of America
Conway Technology Group, LLC	United States of America
CTX Business Solutions, Inc.	United States of America
Dahill Office Technology Corporation	United States of America
Eastern Managed Print Network, LLC	United States of America
Ecuador Branch of Lexmark	Ecuador
Elan Marketing, Inc.	United States of America
Electronic Systems, Inc.	United States of America
EURL Lexmark Intl Algeria	Algeria
FITTLE Canada Financial Services ULC	Canada
GDP Technologies, Inc.	United States of America
G-Five, Inc.	United States of America
Global PR Corporation	United States of America
Guangzhou Branch - SZ (S&M)	China
Heritage Business Systems, Inc.	United States of America
Inland Business Machines, Inc.	United States of America
Integrity One Technologies, Inc.	United States of America
Intradyn, Inc.	United States of America
Lewan & Associates, Inc.	United States of America
Lexmark Information Tech. (China) Co., Ltd. SHENZEN Branch	China
Lexmark International Trading Corporation - Sucursal Colombia	Colombia
Lexmark Intl Tech S.A.	China
Lexmark Intl, Thailand Co., Ltd	Thailand
Lexmark Ptr SZ Co Ltd PRC	China
Lexmark Sverige	Sweden
LRI, LLC	United States of America
Luxembourg Branch	Luxembourg
Lxk Int'l SG Phil Rep Off	Philippines
MCP of California II, Inc.	United States of America
Merizon Group Incorporated	United States of America
Michigan Office Solutions, Inc.	United States of America
Minnesota Office Technology Group, Inc.	United States of America
Mr. Copy, Inc.	United States of America
MRC Smart Technology Solutions, Inc.	United States of America
MT Business Holdings, Inc.	United States of America
MT Business Technologies, Inc.	United States of America
MWB Copy Products, Inc.	United States of America
Northeast Office Systems, LLC	United States of America
Norway Branch of Lexmark	Norway
Palo Alto Research Center Incorporated	United States of America
Precision Copier Service, Inc.	United States of America
Quality Business Systems, Inc.	United States of America
R.K. Fixon Company	United States of America
Rabbit Copiers, Inc.	United States of America
Representative Office of Xerox Limited	Kazakhstan
Shanghai Branch - SZ(S&M)	China
SoCal Office Technologies, Inc.	United States of America
Stewart Business Systems, LLC	United States of America
Stewart of Alabama, Inc.	United States of America
Sweden Branch of Lexmark	Sweden
Taiwan Branch	Taiwan
XC Global Trading B.V. Singapore Branch	Singapore
Xerox (Europe) Limited – Sucursal	Portugal
Xerox Bulgaria EOOD	Bulgaria
Xerox Business Solutions Northeast, Inc.	United States of America
Xerox Business Solutions Southeast, LLC	United States of America
Xerox Emirates Limited Liability Company	UAE
Xerox Limited Branch Office	UAE
Zeno Office Solutions, Inc.	United States of America
Zoom Imaging Solutions, Inc.	United States of America

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of Xerox Holdings Corporation of our report dated February 24, 2025 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in the Xerox Holdings Corporation's Annual Report on Form 10-K for the year ended December 31, 2024. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP
Stamford, Connecticut
January 20, 2026

Consent of Independent Auditor

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of Xerox Holdings Corporation of our report dated February 28, 2025, relating to the consolidated financial statements of Lexmark International II, LLC, appearing in Xerox Holdings Corporation's Current Report on Form 8-K/A filed on July 30, 2025.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ BDO USA, P.C.

Cincinnati, Ohio

January 20, 2026

Consent of Independent Auditor

We consent to the incorporation by reference in this Registration Statement on Form S-3 of Xerox Holdings Corporation of our report dated February 5, 2025, relating to the consolidated financial statements of ITsavvy Acquisition Company, Inc., appearing in the Current Report on Form 8-K/A filed by Xerox Holdings Corporation on January 20, 2026.

We also consent to the reference of our firm under the heading "Experts" in such Registration Statement.

/s/ RSM US LLP

Rockford, Illinois
January 20, 2026

Calculation of Filing Fee Tables

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Xerox Holdings Corp

Table 1: Newly Registered and Carry Forward Securities

Not Applicable

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee	Carry Forward Form Type	Carry Forward File Number	Carry Forward Initial Effective Date	Filing Fee Previously Paid in Connection with Unsold Securities to be Carried Forward
Newly Registered Securities												
	Equity	Common Stock, par value \$1.00 per share	457(o)									
	Other	Warrants	457(o)									
Fees to be Paid	1	Unallocated (Universal) Shelf	457(o)		250,000,000.00		\$ 0.0001381	\$ 34,525.00				
Fees Previously Paid												
Carry Forward Securities												
Carry Forward Securities												
Total Offering Amounts:						\$ 250,000,000.00		\$ 34,525.00				
Total Fees Previously Paid:								\$ 0.00				
Total Fee Offsets:								\$ 0.00				
Net Fee Due:								\$ 34,525.00				

Offering Note

¹ (1) There are being registered hereunder an indeterminate number or amount, as the case may be, of the securities of each identified class as may from time to time be offered and sold at indeterminate prices, which together shall have a maximum aggregate offering price not to exceed \$250,000,000. Any securities registered hereunder may be sold separately or in combination with the other securities registered hereunder. The securities registered also include an indeterminate number or amount, as the case may be, of securities as may be issued in exchange for, or upon conversion or exercise of, as the case may be, the securities registered hereunder or pursuant to the anti-dilution provisions of any such securities. (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), the securities being registered hereunder include such indeterminate number of securities as may be issuable with respect to the securities being registered hereunder as a result of stock splits, stock dividends or similar transactions. (3) The proposed maximum offering aggregate price per class of security will be determined, from time to time, by the Registrant in connection with the issuance by the Registrant of the securities registered hereunder and is not specified as to each class of security pursuant to Instruction 2.A.iii.b. to the Calculation of Filing Fee Tables and Related Disclosure on Item 16(b) of Form S-3 under the Securities Act. (4) Calculated pursuant to Rule 457(o) under the Securities Act based on the proposed maximum aggregate offering price of all securities listed.

Table 2: Fee Offset Claims and Sources

Not Applicable

	Registrant or Filer Name	Form or Filing Type	File Number	Initial Filing Date	Filing Date	Fee Offset Claimed	Security Type Associated with Fee Offset Claimed	Security Title Associated with Fee Offset Claimed	Unsold Securities Associated with Fee Offset Claimed	Unsold Aggregate Offering Amount Associated with Fee Offset Claimed	Fee Paid with Fee Offset Source
Rules 457(b) and 0-11(a)(2)											
Fee Offset Claims	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Fee Offset Sources	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Rule 457(p)											
Fee Offset Claims	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Fee Offset Sources	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Table 3: Combined Prospectuses

Not Applicable

Security Type	Security Class Title	Amount of Securities	Maximum Aggregate Offering Price of	Form Type	File Number	Initial Effective Date

