

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

| OMB APPROVAL | |
|----------------------------------------------|-----------|
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|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Name and Address of Reporting Person * <u>Mancini Joseph H.</u> (Last) (First) (Middle) 201 MERRITT 7 (Street) NORWALK CT 06851 (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>Xerox Holdings Corp [XRX]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X VP & Chief Accounting Officer |
| | 3. Date of Earliest Transaction (Month/Day/Year) 12/16/2019 | |
| 4. If Amendment, Date of Original Filed (Month/Day/Year) | | |

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|-------------------------------------------------------------------|------------|---------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/16/2019 | | M | | 7,574 ⁽¹⁾ | A | \$0 | 47,030 ⁽²⁾ | D | |
| Restricted Stock Units | 12/16/2019 | | M | | 7,881 ⁽³⁾ | D | \$0 | 22,956 ⁽⁴⁾ | D | |
| Common Stock | 12/16/2019 | | M | | 7,881 | A | \$0 | 54,911 ⁽⁴⁾ | D | |
| Common Stock | 12/16/2019 | | F | | 2,374 ⁽⁵⁾ | D | \$36.81 | 52,537 | D | |
| Common Stock | 12/16/2019 | | F | | 2,470 ⁽⁵⁾ | D | \$36.81 | 50,067 | D | |
| Common Stock | | | | | | | | 17,076 | I | Spouse |
| Restricted Stock Units | | | | | | | | 12,190 | I | Spouse |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|---|----------------------------------------------------------------------------------------|-------|----------------------------------------------------------|-----------------|-----------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | |
| Performance Shares | \$0 | 12/16/2019 | | M | | | 7,574 | (6) | (6) | Common Stock | \$0 | 24,114 | D | |

Explanation of Responses:

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

/s/ Douglas H. Marshall

01/24/2020

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.