

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See 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

1. Name and Address of Reporting Person* <u>COZZA KEITH</u>  (Last) (First) (Middle) <u>C/O XEROX CORPORATION</u> <u>201 MERRITT 7</u>  (Street) <u>NORWALK CT 06851</u>  (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) <input checked="" type="checkbox"/> Director 10% Owner  Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <p style="text-align: center;"><b>Chairman</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/20/2021</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>05/24/2021</u>	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person

**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			
Deferred Stock Units <sup>(1)</sup>	05/20/2021		A		17,830 <sup>(2)(3)</sup>	A	\$0	36,909 <sup>(3)</sup>	D	
Common Stock								56,116	D	

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

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

**Explanation of Responses:**

- Each Deferred Stock Unit (DSU) represent the right to receive one share of common stock upon the reporting person's termination of service as a director.
- 16,839 of these DSUs vest one year following the May 20, 2021 award date. The remainder of these DSUs are vested and include 311 DSUs paid on July 31, 2020, 260 DSUs paid on October 30, 2020, 215 DSUs paid on January 29, 2021 and 205 DSUs paid on April 30, 2021 from reinvestment of dividend equivalents paid on DSUs held as of June 30, 2020.
- On May 24, 2021, the reporting person filed a Form 4 reporting the acquisition of DSUs ("Original Form 4"). This amendment is being filed solely to correct note 2 and the number of shares reported in column 4 of the Original Form 4, as well as the number of securities beneficially owned following the transaction as reported in column 5 of the Original Form 4.

/s/ Douglas H. Marshall,  
Attorney-in-Fact 06/04/2021

\*\* 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.