

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Xerox Corporation
(Exact name of registrant as specified in its charter)

New York 16-0468020
(State or other jurisdiction (I.R.S. Employer Identification No.)
of incorporation or organization)

P.O. Box 1600, 800 Long Ridge Road, Stamford, Connecticut 06904-1600
(Address of Principal Executive Offices) (Zip Code)

XEROX EUROPE (IRELAND) SHARESAVE PLAN
(Full title of the plan)

Martin S. Wagner
Assistant Secretary
Xerox Corporation
P.O. Box 1600
Stamford, Connecticut 06904
(Name and address of agent for service)

(203) 968-3000
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount Of Registration Fee
Common Stock, \$1 par value	45,550 shares	\$24.375	\$1,110,282	\$294

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

(2) Estimated using the average of the high and low prices for Xerox Corporation Common Stock on the New York Stock Exchange on April 24, 2000 solely for purposes of determining the registration fee pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act.

PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Each of Xerox Corporation ("Xerox" or the "Company") and the Xerox Europe (Ireland) ShareSave Plan (the "Plan") hereby incorporates by reference in this registration statement the following documents and information heretofore filed with the Commission (File No. 1-4471):

(a) Xerox' Annual Report on Form 10-K for the fiscal year ended December 31, 1999;

(b) Current Reports on Form 8-K dated February 7, 2000, February 23, 2000 and March 31, 2000;

(c) Description of the Company's Shareholders Rights Plan (the "Rights Plan") contained in the Company's Form 8-A, as amended by Amendments No. 1 and No. 2 thereto, filed with the Commission on April 7, 1997, January 26, 1999 and February 8, 2000, respectively; and description of the Rights Agreement dated as of April 7, 1997, as amended by Amendment No. 1 thereto dated as of February 7, 2000, between the Company and BankBoston, N.A. (f/k/a The First National Bank of Boston), as Rights Agent (as amended, the "Amended Rights Agreement"), with respect to the Rights Plan. The form of the Rights Agreement is filed as Exhibit 4.10 to the Company's Current Report on Form 8-K dated April 7, 1997, and the form of Amendment No. 1 thereto is filed as Exhibit 4(b) to Amendment No. 2 to the Company's Form 8-A filed with the Commission on February 8, 2000. The Rights Plan and the Amended Rights Agreement relate to the rights to purchase the Company's Series A Cumulative Preferred Stock (the "Preferred Stock Purchase Rights"); and

(d) Description of the Company's Common Stock contained in Amendments No. 4 and No. 5 to the Company's Form 8-A filed with the Commission on January 26, 1999 and February 8, 2000, respectively, relating to the Company's Common Stock.

All documents filed by Xerox and the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereunder have been sold or which deregisters all securities covered hereby then remaining unsold shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Article VIII, Section 2 of the Company's By-Laws states:

"Indemnification of Directors and Officers: Except to the extent expressly prohibited by law, the Company 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 Company to procure a judgment in its favor 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 Company served in any capacity at the request of the Company, by reason of the fact that he, his testator or intestate is or was a Director or officer of the Company 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 Company shall have given its prior approval thereto. Such indemnification shall include the right to be paid advances of any expenses incurred by such person in connection with such action, suit or proceeding, consistent with the provisions of applicable law. In addition to the foregoing, the Company is authorized to extend rights to indemnification and advancement of expenses to such persons by i) resolution of the shareholders, ii) resolution of the Directors or iii) an agreement, to the extent not expressly prohibited by law."

Reference is made to Sections 721 through 726 of the Business Corporation Law of the State of New York.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following is a list of exhibits filed as part of this registration statement:

Exhibit No. Description

- 4(a) Restated Certificate of Incorporation of Xerox filed by the Department of State of New York on October 29, 1996, as amended by Certificate of Amendment of the Certificate of Incorporation of Xerox filed by the Department of State of New York on May 21, 1999 (incorporated by reference to Exhibit 3(a) to Amendment No. 5 to Xerox' Form 8-A Registration Statement filed with the Commission on February 8, 2000).
- (b) By-Laws of Xerox, as amended through April 6, 1999 (incorporated by reference to Exhibit 3(b) to Xerox' Quarterly Report on Form 10-Q for the Quarter Ended September 30, 1999).
- 23(a) Consent of Independent Auditors.
- 24(a) Certified Resolution.
 - (b)(1) Power of Attorney.
 - (b)(2) Power of Attorney by G. Tayler.

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales of the securities registered hereby 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 of 1933 (the "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 Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(ii) 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)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the 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.

(b) The undersigned registrant hereby undertakes that, for purposes of

determining any liability under the Act, each filing of the registrant's annual report pursuant to Section 13(a) or 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 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 Commission such indemnification is against public policy as expressed in the 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 Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on the 27th day of April 2000.

XEROX CORPORATION (Registrant)

By: /s/ G. RICHARD THOMAN*

G. Richard Thoman
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of December 21, 1999.

(Signature)	(Title)
Principal Executive Officer: G. RICHARD THOMAN*	President, Chief Executive Officer and Director
Principal Financial Officer: BARRY D. ROMERIL*	Vice Chairman, Chief Financial Officer and Director
Principal Accounting Officer: PHILIP D. FISHBACH*	Vice President and Controller

Directors:
PAUL A. ALLAIRE)
WILLIAM F. BUEHLER)
B. R. INMAN)
ANTONIA AX:SON JOHNSON)
VERNON E. JORDAN, JR.)
YOTARO KOBAYASHI)
HILMAR KOPPER)
RALPH S. LARSEN)
GEORGE J. MITCHELL)
N. J. NICHOLAS, JR.)
JOHN E. PEPPER)
PATRICIA F. RUSSO)
MARTHA R. SEGER)
THOMAS C. THEOBALD)

*By: /s/ MARTIN S. WAGNER

Martin S. Wagner
Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan)

have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dublin, Ireland, on the 27th day of April 2000.

XEROX EUROPE (IRELAND) SHARES/AVE PLAN
(Plan)

By: MERCER TRUSTEES LIMITED
Plan Administrator

By: /s/ Paul O'Malley

Paul O'Malley
Partner

EXHIBIT INDEX

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- (b) By-Laws of Xerox, as amended through April 6, 1999 (incorporated by reference to Exhibit 3(b) to Xerox' Quarterly Report on Form 10-Q for the Quarter Ended September 30, 1999).
- 23(a) Consent of Independent Auditors.
- 24(a) Certified Resolution.
 - (b)(1) Power of Attorney.
 - (b)(2) Power of Attorney by G. Tayler.

CONSENT OF INDEPENDENT AUDITORS

The Board of Directors
Xerox Corporation:

We consent to the use of our reports incorporated herein by reference.

KPMG LLP

Stamford, Connecticut
April 27, 2000

CERTIFICATE

I, Martin S. Wagner, Assistant Secretary of Xerox Corporation, a New York corporation (the "Company"), DO HEREBY CERTIFY that Exhibit A is a true and correct copy of a resolution adopted at a meeting of the Board of Directors of the Company duly held and convened on October 14, 1996, and that such resolution has not been modified, rescinded or revoked and is at present in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate and affixed the corporate seal of the Company hereto this 27th day of April 2000.

/s/ MARTIN S. WAGNER

Martin S. Wagner
Assistant Secretary

Exhibit A

RESOLVED: that each of the officers and directors of the Company who may be required to execute (whether on behalf of the Company or as an officer or director thereof) one or more registration statements or any amendments thereto (including post-effective amendments) under the Securities Act of 1933, as amended (the "Act"), covering any offering of securities made or deemed to be made pursuant to (i) any purchase, savings, option, bonus, deferred compensation plan or arrangement, appreciation, profit sharing, thrift, incentive, pension or similar "employee benefit plan" (as defined in Rule 405 promulgated under the Act and any successor Rule or Rules) and (ii) any stock award, stock option, restricted stock, stock appreciation right, stock purchase, share incentive, or similar plan (including, in each case, any amendments and successor or replacement plans thereto (whether presently in effect or hereafter adopted), and any plans to which the Company has or may hereafter succeed) be and hereby is authorized to execute a power of attorney appointing E. M. Filter, M. S. Wagner and C. T. Morace, and each of them, as true and lawful attorneys and agents, to execute in his or her name, place and stead (in any such capacity) such registration statements and any and all amendments thereto (including post-effective amendments), and any and all documents in connection therewith, and to file the same, in electronic or paper form, with the Securities and Exchange Commission, each of said attorneys and agents to have power to act with or without the other and to have the full power and authority to do and perform in the name and on behalf of each of said officers and directors, or both, as the case may be, every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any such officer or director might or could do in person.

POWER OF ATTORNEY

Xerox Corporation (the "Company") and each person whose signature appears below authorize each of Eunice M. Filter and Martin S. Wagner (each an "appointee") to file, either in paper or electronic form, from time to time one or more registration statements and amendments thereto (including post-effective amendments), under the Securities Act of 1933, as amended, for the purpose of registering the offering and sale of securities made or deemed to be made pursuant to (i) any purchase, savings, option, bonus, deferred compensation plan or arrangement, appreciation, profit sharing, thrift, incentive, pension or similar "employee benefit plan" (as defined in Rule 405 promulgated under the Act and any successor Rule or Rules) and (ii) any stock award, stock option, restricted stock, stock appreciation right, stock purchase, share incentive, or similar plan (including, in each case, any amendments and successor or replacement plans thereto (whether presently in effect or hereafter adopted), and any plans to which the Company has or may hereafter succeed), which registration statements and amendments shall contain such information and exhibits as any such appointee deems advisable. Each such person hereby appoints each appointee as attorney-in-fact, with full power to act alone, to execute any such registration statements and any and all amendments thereto and any and all other documents in connection therewith, in the name of and on behalf of the Company and each such person, individually and in each capacity stated below, including the power to enter electronically such company identification numbers, passwords and other information as may be required to effect such filing as prescribed under the rules and regulations of the Securities and Exchange Commission (the "SEC"), and to file, either in paper or electronic form, with the SEC a form of this Power of Attorney. Each such person individually and in such capacities stated below hereby grants to said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing whatsoever that said attorney or attorneys may deem necessary or advisable to carry out fully the intent of the foregoing as the undersigned could do personally or in the capacities as aforesaid.

XEROX CORPORATION

Dated as of December 6, 1999

By: /s/ G. Richard Thoman

 G. Richard Thoman
 President and Chief Executive
 Officer

/s/ G. Richard Thoman

G. Richard Thoman

President and Chief Executive Officer
 and Director
 (Principal Executive Officer)

/s/ Barry D. Romeril

Barry D. Romeril

Vice Chairman and Chief Financial
 Officer and Director
 (Principal Financial Officer)

Vice President and Controller

/s/ Philip D. Fishbach

Philip D. Fishbach

(Principal Accounting Officer)

/s/ Paul A. Allaire

Paul A. Allaire

Chairman of the Board and Director

/s/ William F. Buehler

William F. Buehler

Director

/s/ B. R. Inman

- -----
B. R. Inman Director

/s/ Antonia Ax:son Johnson
- -----
Antonia Ax:son Johnson Director

/s/ Vernon E. Jordan, Jr.
- -----
Vernon E. Jordan, Jr. Director

/s/ Yotaro Kobayashi
- -----
Yotaro Kobayashi Director

/s/ Hilmar Kopper
- -----
Hilmar Kopper Director

/s/ Ralph S. Larsen
- -----
Ralph S. Larsen Director

/s/ George J. Mitchell
- -----
George J. Mitchell Director

/s/ N. J. Nicholas, Jr.
- -----
N. J. Nicholas, Jr. Director

/s/ John E. Pepper
- -----
John E. Pepper Director

/s/ Patricia F. Russo
- -----
Patricia F. Russo Director

/s/ Martha R. Seger
- -----
Martha R. Seger Director

/s/ Thomas C. Theobald
- -----
Thomas C. Theobald Director

POWER OF ATTORNEY

The undersigned authorizes each of Eunice M. Filter and Martin S. Wagner (each an "appointee") to file, either in paper or electronic form, from time to time one or more registration statements and amendments thereto (including post-effective amendments), under the Securities Act of 1933, as amended, for the purpose of registering the offering and sale of securities made or deemed to be made pursuant to (i) any purchase, savings, option, bonus, deferred compensation plan or arrangement, appreciation, profit sharing, thrift, incentive, pension or similar "employee benefit plan" (as defined in Rule 405 promulgated under the Act and any successor Rule or Rules) and (ii) any stock award, stock option, restricted stock, stock appreciation right, stock purchase, share incentive, or similar plan (including, in each case, any amendments and successor or replacement plans thereto (whether presently in effect or hereafter adopted), and any plans to which the Company has or may hereafter succeed), which registration statements and amendments shall contain such information and exhibits as any such appointee deems advisable. The undersigned hereby appoints each appointee as attorney-in-fact, with full power to act alone, to execute any such registration statements and any and all amendments thereto and any and all other documents in connection therewith, in the name of and on behalf of the undersigned, individually and in the capacity stated below, including the power to enter electronically such identification numbers, passwords and other information as may be required to effect such filing as prescribed under the rules and regulations of the Securities and Exchange Commission (the "SEC"), and to file, either in paper or electronic form, with the SEC a form of this Power of Attorney. The undersigned individually and in such capacity stated below hereby grants to said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing whatsoever that said attorney or attorneys may deem necessary or advisable to carry out fully the intent of the foregoing as the undersigned could do personally or in the capacity as aforesaid.

Dated as of April 27, 2000

/s/ Gregory B. Tayler

Gregory B. Tayler
Vice President and Controller
(Principal Accounting Officer)