

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	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person * <u>Morno-Wade Suzan</u> (Last) (First) (Middle) C/O XEROX CORPORATION 201 MERRITT 7 (Street) NORWALK CT 06851-1056 (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 EVP & CHRO
	3. Date of Earliest Transaction (Month/Day/Year) 12/16/2019	
		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person 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			
Common Stock	12/16/2019		M		7,153 ⁽¹⁾	A	\$0	9,715 ⁽²⁾	D	
Restricted Stock Units	12/16/2019		M		7,443 ⁽³⁾	D	\$0	45,330 ⁽⁴⁾	D	
Common Stock	12/16/2019		M		7,443	A	\$0	17,158 ⁽⁴⁾	D	
Restricted Stock Units	12/16/2019		M		17,514 ⁽³⁾	D	\$0	27,816 ⁽⁴⁾	D	
Common Stock	12/16/2019		M		17,514	A	\$0	34,672 ⁽⁴⁾	D	
Common Stock	12/16/2019		F		2,430 ⁽⁵⁾	D	\$36.81	32,242	D	
Common Stock	12/16/2019		F		2,529 ⁽⁵⁾	D	\$36.81	29,703	D	
Common Stock	12/16/2019		F		7,657 ⁽⁵⁾	D	\$0	22,056	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Shares	\$0	12/16/2019		M		7,153		(6)	(6)	Common Stock	7,153	\$0	33,441	D	

Explanation of Responses:

1. Reflects vesting of performance shares granted on July 1, 2016 which converted to shares of Common Stock upon vesting.
2. Reflects adjustment of balance due to performance shares vesting and converting to Common Stock.
3. Restricted Stock Units vested and converted to shares of Common Stock.
4. Reflects adjustment of balance due to Restricted Stock Units converting to Common Stock.
5. Shares withheld to pay for taxes on the performance shares and Restricted Stock Units that have vested.
6. 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.