

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

(Check one):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  
 Form 10-D  Form N-CEN  Form N-CSR

For Period Ended: December 31, 2025

- Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q

For the Transition Period Ended:

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*  
**Nothing in this Form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I — REGISTRANT INFORMATION**

**XEROX HOLDINGS CORPORATION  
XEROX CORPORATION**

Full Name of Registrant

Former Name if Applicable

**P.O. Box 4505, 401 Merritt 7**  
Address of Principal Executive Office (Street and Number)

**Norwalk, CT 06851-1056**  
City, State and Zip Code

SEC 1344 (01-19) Potential persons who are to respond to the collection of information contained in this Form are not required to respond unless the Form displays a currently valid OMB control number.

Board of Governors of the Federal Reserve System

OMB Number 7100-0091

Approval expires August 31, 2026

**PART II — RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

(a) The reason described in reasonable detail in Part III of this Form could not be eliminated without unreasonable effort or expense;

- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-CEN or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III — NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-CEN, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Xerox Holdings Corporation and Xerox Corporation (together the "Company") are filing this combined Notification of Late Filing on Form 12b-25 with respect to its Combined Annual Report on Form 10-K for the fiscal year ended December 31, 2025 (the "Combined Form 10-K"). The Company has determined that it is unable to file the Combined Form 10-K within the prescribed time period without unreasonable effort or expense for the reasons described below.

On July 1, 2025, Xerox Corporation completed the acquisition of Lexmark International II, LLC (the "Acquisition"). In connection with the preparation of the consolidated December 31, 2025 financial statements, the Company is finalizing the accounting for the preliminary price allocation for the Acquisition, including the determination of goodwill. As part of this process, the Company is completing a detailed review of contract assets acquired and contract liabilities assumed in the Acquisition, including any related adjustments to the preliminary purchase price allocation.

Due to the complexity of the Acquisition and the additional time required to complete the accounting of contract assets, contract liabilities, and to finalize the resulting goodwill balance, the Company requires additional time to complete the Consolidated Financial Statements and related disclosures for the year ended December 31, 2025. In addition, the Company is completing its evaluation of control deficiencies identified related to the contract assets and contract liabilities of the Acquisition.

The Company expects to file the Combined Form 10-K no later than the fifteenth calendar day following the prescribed due date.

**PART IV — OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification

William Twomey	(203)	849-5216
(Name)	(Area Code)	(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).  Yes  No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company's financial results for the quarter and full year ended December 31, 2025 (as presented on an unaudited basis), compared to the financial results for the corresponding periods in the prior fiscal year, are set forth in the Company's press release dated January 29, 2026, which is filed as an exhibit to the Company's Form 8-K furnished with the Commission on January 29, 2026.

**Xerox Holdings Corporation**  
**Xerox Corporation**  
 (Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 2, 2026

By: /s/ William Twomey

INSTRUCTION: The Form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the Form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the Form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

**GENERAL INSTRUCTIONS**

1. This Form is required by Rule 12b-25 (17 CFR 240.12b-25) of the General Rules and Regulations under the Securities Exchange Act of 1934.
2. One signed original and four conformed copies of this Form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the Form will be made a matter of public record in the Commission files.

3. A manually signed copy of the Form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.
  4. Amendments to the notifications must also be filed on Form 12b-25 but need not restate information that has been correctly furnished. The Form shall be clearly identified as an amended notification.
  5. Electronic filers. This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit a report within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T (§232.201 or §232.202 of this chapter) or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T (§232.13(b) of this Chapter).
  6. Interactive data submissions. This Form shall not be used by electronic filers with respect to the submission or posting of an Interactive Data File (§232.11 of this chapter). Electronic filers unable to submit or post an Interactive Data File within the time period prescribed should comply with either Rule 201 or 202 of Regulation S-T (§232.201 and §232.202 of this chapter).
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