
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): September 9, 2005

XEROX CORPORATION

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

1-4471
(Commission File Number)

16-0468020
(IRS Employer
Identification No.)

800 Long Ridge Road
P. O. Box 1600
Stamford, Connecticut 06904-1600
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (203) 968-3000

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

Reference is made to the MPI matter in Note 13 "Contingencies" to the Condensed Consolidated Financial Statements contained in Registrant's Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2005.

As was previously disclosed, a dispute between MPI Technologies, Inc. (MPI) and Registrant and Xerox Canada Ltd. (XCL) arising under a license agreement made as of March 15, 1994, between MPI and XCL has been in arbitration in Ontario, Canada. On September 9, 2005, the arbitration tribunal rendered its decision, awarding MPI approximately \$89 million, plus interest thereon. Registrant expects to accrue a pre-tax charge of approximately \$89 million, plus interest thereon, in the third quarter 2005. However, Registrant is reviewing the decision and expects to seek judicial review and intends to vigorously defend this matter.

The matter discussed above is not reflected in Registrant's previously issued earnings guidance. Apart from the matter addressed in this Form 8-K filing, Registrant is not updating or reaffirming its previously issued earnings guidance.

Forward Looking Statements

From time to time we and our representatives, may provide information, whether orally or in writing, including certain statements in this Current Report on Form 8-K, that are forward-looking. These forward-looking statements and other information are based on our beliefs as well as assumptions made by us using information currently available. We are making investors aware that such forward-looking statements, because they relate to future events, are by their very nature subject to many important factors that could cause actual results to differ materially from those contemplated by the forward-looking statements contained in this Current Report on Form 8-K and other public statements we make. The words "anticipate," "believe," "estimate," "expect," "intend," "will," "should" and similar expressions, as they relate to us, are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events and are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected or intended. Information concerning certain factors that could cause actual results to differ materially is included in our Quarterly Report on Form 10-Q for the Quarter ended June 30, 2005 filed with the Securities and Exchange Commission. We do not intend to update these forward-looking statements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly authorized this Report to be signed on its behalf by the undersigned duly authorized.

Date: September 9, 2005

XEROX CORPORATION

By: */s/ J. Michael Farren*

J. Michael Farren
Vice President – External and Legal Affairs,
General Counsel and Corporate Secretary