SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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* Gueden Jacques-Edouard (Last) (First) (Middle) XEROX CORPORATION 201 MERRITT 7 (Street) NORWALK CT 06851 (City) (State) (Zip)	2. Issuer Name **and** Ticker or Trading Symbol Xerox Holdings Corp [XRX] 3. Date of Earliest Transaction (Month/Day/Year) 04/06/2021 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director ___ 10% Owner X Officer (give title below) ___ Other (specify below) Executive Vice President 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			
Restricted Stock Units	04/06/2021		M		1,117	D	$0	31,920[1]	D	
Common Stock	04/06/2021		M		1,117[2]	A	$0	21,923[1]	D	
Common Stock	04/06/2021		F		559[3]	D	$25.05	21,364	D	
Common Stock	04/06/2021		M		4,676[4]	A	$0	26,040[5]	D	
Common Stock	04/06/2021		F		2,338[6]	D	$25.05	23,702	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	Amount or Number of Shares				
Performance Shares	[7]	04/06/2021		M			4,676	[7]	[7]	Common Stock	4,676	$0	42,152	D	

Explanation of Responses:

1. Reflects adjustment of balance due to Restricted Stock Units converting to Common Stock.

2. Restricted Stock Units vested and converted to shares of Common Stock.

3. Shares withheld to pay taxes for Restricted Stock Units that have vested.

4. The Performance Share Units were granted based on actual performance results for 2018, and target level performance (100%) for 2019 and 2020.

5. Reflects adjustment of balance due to Performance Shares vesting and converting to Common Stock.

6. Shares withheld to pay for taxes on Performance Shares that have vested.

7. Not applicable.

/s/ Douglas H. Marshall, Attorney-in-Fact	04/08/2021
** 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.