FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C.	20549	
wasnington,	D.C.	20549	

Check this box if no longer subject
to Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL								
OMB Number: 3235-0287								
Estimated average burden								
hours per response:	0.5							

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person*     Collins Smee Joanne					2. Issuer Name and Ticker or Trading Symbol  Xerox Holdings Corp [ XRX ]								(Chec	k all app Direc Office	licable) tor er (give title		erson(s) to Issuer  10% Owner Other (specify	
CORPORA	,	Middle)			3. Date of Earliest Transaction (Month/Day/Year) 02/03/2021							A		,				
				Line)  X Form filed by One Reporting Per										orting Pers	son			
	Table	I - No	n-Deriva	tive S	Secui	rities	Acq	uired,	Dis	posed of	, or B	enefi	cially	/ Own	ed			
			Date	Exec ay/Year) if any		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction Code (Ins		4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)		ired (A) istr. 3, 4	4 and Secur Benef Owne		ties cially I Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount	(A) or Pric		ce	Transa	Transaction(s)			(Instr. 4)
Restricted Stock Units 02/03/2			2021	21		M		1,006	D		\$ <mark>0</mark>	65,484(1)			D			
Common Stock 02/03/2			2021	021		M		1,006(2)			\$0 1		10,748(1)		D			
Common Stock 02/03/2			021		F		307(3)	D \$23.		23.57	57 10,441			D				
	Tal													Owne	d			
Title of erivative ecurity nstr. 3)  2. Conversion or Exercise price of Derivative Security  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Conversion or Exercise (Month/Day/Year)		Code ( 8)	Instr. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				te ear)	Amount of Securities Underlying Derivative Security (Ins 3 and 4)  Amou or Numb of		De See (In:	rivative curity	derivative Securities Beneficiall Owned Following Reported	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficia Ownership (Instr. 4)			
	CORPORA RRITT 7  LK CT  (Sta  Security (Inst  Stock Stock  2. Conversion or Exercise Price of Derivative	CORPORATION RRITT 7  LK CT 0  (State) (Z  Table Security (Instr. 3)  d Stock Units Stock Stock  Tal  2. Conversion or Exercise Price of Derivative (Month/Day/Year)	CORPORATION RRITT 7  LK CT 06851  (State) (Zip)  Table I - No  Security (Instr. 3)  d Stock Units  Stock  Stock  Table II -  2. Conversion or Exercise Price of Derivative (Month/Day/Year) (Month)  Alignment of the price of Derivative (Month/Day/Year) (Month)	CORPORATION RRITT 7  LK CT 06851  (State) (Zip)  Table I - Non-Derivation (Month/Da)  Security (Instr. 3)  2. Transac Date (Month/Da)  Stock 02/03/2  Table II - Derivati (e.g., pt  Conversion or Exercise Price of Derivative (Month/Day/Year)  2. (Month/Day/Year)  3. Transaction Exercise (Month/Day/Year)	CORPORATION RRITT 7  LLK CT 06851  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Stock 02/03/2021  Table II - Derivative Security (e.g., puts, catherisative Security)  2. Table II - Derivative Security (e.g., puts, catherisative Security)  A. If A	CORPORATION  RRITT 7  LLK CT 06851  (State) (Zip)  Table I - Non-Derivative Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  d Stock Units  Stock  02/03/2021  Table II - Derivative Security (e.g., puts, calls, very comporer services Price of Derivative (Month/Day/Year)  2. Table II - Derivative Security (e.g., puts, calls, very code (Instr. 8)	CORPORATION RRITT 7  LLK CT 06851  (State) (Zip)  Table I - Non-Derivative Securities Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  d Stock Units  5tock  02/03/2021  Table II - Derivative Securities (e.g., puts, calls, warra  2. Transaction Date (Execution	CORPORATION RRITT 7  LLK CT 06851  (State) (Zip)  Table I - Non-Derivative Securities Acquescerity (Instr. 3)  2. Transaction Date (Month/Day/Year)  d Stock Units  Stock  02/03/2021  Table II - Derivative Securities Acquescerity, puts, calls, warrants, and family (Month/Day/Year)  Table II - Derivative Securities Acquescerity, puts, calls, warrants, and family (Month/Day/Year)  2. Table II - Derivative Securities Acquescerity, puts, calls, warrants, and family (Month/Day/Year)  2. Table II - Derivative Securities Acquescerity, puts, calls, warrants, and family (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  Conversion or Exercise Price of Derivative Security  Security  3. Transaction Date (Month/Day/Year)  (Month/Day/Year)  4. If Amendment, Date of Execution Date, if any (Month/Day/Year)  2. Table II - Derivative Securities Acquescerity (A) or Disposed of (D) (Instr. 8)  2. Transaction Date (Instr. 8)  3. Transaction Date (Instr. 8)  3. Transaction Date (Instr. 8)  Conversion or Exercise Price of Date (Instr. 8)  Conversion or Exercise Price of Date (Instr. 8)  Conversion Date (Ins	CORPORATION RRITT 7  LLK CT 06851  Table I - Non-Derivative Securities Acquired, Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Code  2. Transaction Date (Month/Day/Year)  Stock  1. Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, option or Exercise Price of Derivative Security  2. Table II - Derivative Securities Acquired, I (e.g., puts, calls, warrants, option of Exercise Price of Derivative Security  3. Transaction Date (e.g., puts, calls, warrants, option of Exercise Price of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date  Date	CORPORATION RRITT 7  LLK CT 06851  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Dis Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  Code V  d Stock 02/03/2021 M  Stock 02/03/2021 M  Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, compared to purivative Securities Acquired (A) or Disposed (Nonth/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, compared Execution Date, if any (Month/Day/Year)  4. Transaction Date (Execution Date, if any (Month/Day/Year)  Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  Date Date	CORPORATION RRITT 7  LLK CT 06851  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of Security (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  d Stock Units  02/03/2021  M 1,006  Stock  02/03/2021  M 1,006  Stock  02/03/2021  F 307(3)  Table II - Derivative Securities Acquired, Disposed of textual on the privative securities acquired, Disposed of the privative securities acquired, Disposed of the privative securities acquired, Disposed of the privative securities acquired (A) or Disposed of Disposed of the privative securities acquired (A) or Disposed of Disposed or Disposed of Disposed or Disposed or Disposed of Disposed or Disposed	CORPORATION RRITT 7  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or B Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of, or Be (e.g., puts, calls, warrants, options, convertible security  2. Transaction Date (Month/Day/Year)  3. Transaction Date (e.g., puts, calls, warrants, options, convertible security (nonth/Day/Year)  3. Transaction Date (p)  4. Stock  7. Title (Month/Day/Year)  2. Transaction Date (e.g., puts, calls, warrants, options, convertible security (nonth/Day/Year)  2. Transaction Date (month/Day/Year)  3. Transaction Date (nonth/Day/Year)  4. Stock  7. Title (Month/Day/Year)  9. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  1. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Stock  5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  1. Transaction Date (Month/Day/Year)  1. Title Mark (Month/Day/Year)  1. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Stock  5. Number of Derivative Securities Acquired (A) or Disposed (A) or Disposed (A) or Disposed (Month/Day/Year)  1. Transaction Date (Month/Day/Year)  1. Transaction Date (Month/Day/Year)  1. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  4. Stock	CORPORATION RRITT 7  LLK CT 06851  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Benefic (Month/Day/Year)    2. Transaction Date (Month/Day/Year)   2A. Deemed Execution Date, if any (Month/Day/Year)   3. Transaction Date (e.g., puts, calls, warrants, options, convertible securities Price of Derivative Securities Acquired, Disposed of, or Benefic (e.g., puts, calls, warrants, options, convertible securities Price of Derivative Securities Acquired (A) or Derivative Securities Odde (Instr. 8)   5. Number of Securities Derivative Securities Descurities Desc	CORPORATION RRITT 7  4. If Amendment, Date of Original Filed (Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially (Month/Day/Year)  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (I obsposed of (Disposed of (Di	(First) (Middle) (Middle) (Middle) (CORPORATION)  RRITT 7  LLK CT 06851  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own Execurity (Instr. 3)  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  d Stock Units  02/03/2021  Date (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of or Beneficially Own Execution Date, if any (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Table II - Derivative Securities Acquired, Disposed of (D) (Instr. 3, 4 and 5)  Stock  02/03/2021  M 1,006 D \$0 65  Stock  02/03/2021  M 1,006 D \$0 65  Stock  02/03/2021  F 307(3) D \$23.57 11  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owner (e.g., puts, calls, warrants, options, convertible securities)  2. Conversion Date Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)  2. Conversion Or Exercise Price of Derivative Securities Acquired (Month/Day/Year)  2. Conversion Or Exercise Price of Derivative Securities Acquired (Month/Day/Year)  Date Execution Date (Month/Day/Year) (Month/Day/Yea	(First) (Middle) CORPORATION RRITT 7  4. If Amendment, Date of Original Filed (Month/Day/Year)  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Security (Instr. 3)  2. Transaction Lexiculus (Month/Day/Year)  (Month/Day/Year)  2. Transaction Code (Instr. 4)  2. Transaction Code (Instr. 5)  2. Transaction Code (Instr. 5)  2. Transaction Code (Instr. 6)  3. Transaction Code (Instr. 6)  4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and Disposed Of (D) (Instr. 3, 4 an	Corporation   Corporation	CORPORATION RRITT 7  LLK CT 06851  (State) (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Single of Date (Month/Day/Year))  Security (Instr. 3)  2. Transaction Date (Month/Day/Year)  Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  A. If Amendment, Date of Original Filed (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Date (Month/Day/Year)  A. Deemed Date (Month/Day/Year)  Code V Amount (A) or Price (Date (Date) (Instr. 3, 4 and 5)  Securities Beneficially Owned

## **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 for taxes on the Restricted Stock Units that have vested.

/s/ Douglas H. Marshall, Attorney-in-Fact

02/05/2021

\*\* 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.