

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <b>ICAHN CARL C</b>  (Last) (First) (Middle) 16690 COLLINS AVENUE - PH-1  (Street) SUNNY ISLES BEACH FL 33160  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Xerox Holdings Corp [ XRX ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) _____ Other (specify below) _____
	3. Date of Earliest Transaction (Month/Day/Year) <b>04/29/2021</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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, \$1 par value ("Shares")	04/29/2021		J(6)(7)(8)(9)(10)(11)		2,373,446	A	\$20	31,142,681	I	Please see footnotes(1)(2)(3)(4)(5)(12)

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
Forward Contract (obligation to purchase)	(6)(7)(8)(9)(10)(11)	04/29/2021		J(6)(7)(8)(9)(10)(11)		1(6)(7)(8)(9)(10)(11)		(6)(7)(8)(9)(10)(11)	02/22/2023	Shares	2,373,446	(6)(7)(8)(9)(10)(11)	0	I	Please see footnotes(1)(2)(3)(4)(5)(12)

1. Name and Address of Reporting Person\*  
**ICAHN CARL C**  
 (Last) (First) (Middle)  
 16690 COLLINS AVENUE - PH-1  
 (Street)  
 SUNNY ISLES BEACH FL 33160  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**ICAHN PARTNERS LP**  
 (Last) (First) (Middle)  
 16690 COLLINS AVENUE - PH-1  
 (Street)  
 SUNNY ISLES BEACH FL 33160  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**ICAHN PARTNERS MASTER FUND LP**  
 (Last) (First) (Middle)  
 16690 COLLINS AVENUE - PH-1  
 (Street)  
 SUNNY ISLES BEACH FL 33160  
 (City) (State) (Zip)

Explanation of Responses:

- This Form 4 is being filed by, and on behalf of, Mr. Carl C. Icahn, Icahn Partners LP ("Icahn Partners") and Icahn Partners Master Fund LP ("Icahn Master," and, collectively with Mr. Icahn and Icahn Partners, the "Reporting Persons").
- Beckton Corp. ("Beckton") is the sole stockholder of Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is the general partner of Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings is the sole member of IPH GP LLC ("IPH"), which is the general partner of Icahn Capital LP ("Icahn Capital"). Icahn Capital is the general partner of each of Icahn Onshore LP ("Icahn Onshore") and Icahn Offshore LP ("Icahn Offshore"). Icahn Onshore is the general partner of Icahn Partners. Icahn Offshore is the general partner of Icahn Master.
- Beckton is 100 percent owned by Mr. Icahn. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of Icahn Partners and Icahn Master.
- Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton, and Mr. Icahn may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under Securities Exchange Act of 1934, as amended), the common stock, \$1 par value per share, of Xerox Holdings Corporation ("Shares") which Icahn Partners owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton, and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein, if any.
- Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton, and Mr. Icahn may be deemed to indirectly beneficially own the Shares which Icahn Master owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton, and Mr. Icahn disclaims beneficial ownership of such Shares except to the extent of their pecuniary interest therein, if any.
- On or about the date of this Form 4 (the "Reporting Date"), the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) Icahn Partners of 225,340 Shares and (iii) Icahn Master of 174,660 Shares, in each case at a forward price of \$20.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$4.47 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) Icahn Partners of 2,221 Shares and (iii) Icahn Master of 1,579 Shares, in each case at a forward price of \$20.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$4.92 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) Icahn Partners of 584,570 Shares and (iii) Icahn Master of 415,421 Shares, in each case at a forward price of \$20.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$5.30 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) Icahn Partners of 72,168 Shares and (iii) Icahn Master of 51,284 Shares, in each case at a forward price of \$20.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$5.40 per Share at the inception of the forward contract.
- On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) Icahn Partners of 478,077 Shares and (iii) Icahn Master of 338,999 Shares, in each case at a forward price of \$20.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$5.25 per Share at the inception of the forward contract.

11. On or about the Reporting Date, the Reporting Persons obtained direct ownership of Shares previously purchased pursuant to a forward contract. The forward contract provided for the purchase by (i) Icahn Partners of 17,021 Shares and (iii) Icahn Master of 12,097 Shares, in each case at a forward price of \$20.00 per Share, plus a financing charge. In addition, the Reporting Persons paid the counterparty to the forward contract \$5.41 per Share at the inception of the forward contract.

12. On or about the Reporting Date and after all of the transactions reported on this Form 4, Icahn Partners directly beneficially owns 18,205,785 Shares and Icahn Master directly beneficially owns 12,936,896 Shares.

/S/ Carl C. Icahn 04/30/2021

/S/ Icahn Partners L.P 04/30/2021

/S/ Icahn Partners Master Fund L.P 04/30/2021

\*\* 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.**