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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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

Date of Report (date of earliest event reported): May 21, 2019

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**XEROX CORPORATION**

(Exact name of registrant as specified in its charter)

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**New York**  
(State or other jurisdiction  
of incorporation)

**001-04471**  
(Commission  
File Number)

**16-0468020**  
(IRS Employer  
Identification No.)

**201 Merritt 7**  
**Norwalk, Connecticut**  
**06851**  
(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)

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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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$1 par value	XRX	New York Stock Exchange NYSE Chicago

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.03 Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.**

At the Annual Meeting of Shareholders held on May 21, 2019, Registrant's shareholders approved an amendment of its restated certificate of incorporation to add a new Article TENTH, which provides that the affirmative vote of a majority of the votes of all outstanding shares entitled to vote thereon shall be required to take any of the following actions: (1) to adopt a plan of merger or consolidation in accordance with Section 903 of the New York Business Corporation Law or any successor provision thereto; (2) to approve the sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation in accordance with Section 909 of the New York Business Corporation Law or any successor provision thereto; (3) to adopt a plan for the exchange of shares in accordance with Section 913 of the New York Business Corporation Law or any successor provision thereto; and (4) to authorize the dissolution of the corporation in accordance with Section 1001 of the New York Business Corporation Law or any successor provision thereto. The amendment to Registrant's restated certificate of incorporation became effective on May 22, 2019 upon acceptance by the Department of State of the State of New York of a certificate of amendment setting forth such amendment ("Certificate of Amendment"). A copy of the Certificate of Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing does not purport to be a complete description of the terms of the Certificate of Amendment, and is qualified in its entirety by reference to the Certificate of Amendment.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

- (a) On May 21, 2019, Registrant held its Annual Meeting of Shareholders.
- (b) Shareholders voted on the matters set forth below as follows:
  - 1. Approval of the holding company reorganization. The holding company reorganization was approved.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non Votes</u>
174,765,486	412,734	175,924	17,605,200

2. Election of directors. All nominees for director were elected.

<u>Name</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non Votes</u>
Jonathan Christodoro	142,437,117	32,746,136	170,845	17,605,200
Keith Cozza	151,097,797	23,295,059	961,066	17,605,200
Joseph J. Echevarria	168,201,269	6,959,205	193,703	17,605,200
Nicholas Graziano	165,938,273	9,227,023	188,881	17,605,200
Cheryl G. Krongard	152,991,543	22,183,055	179,499	17,605,200
Scott Letier	165,391,372	9,660,380	302,424	17,605,200
Giovanni (“John”) Visentin	174,362,965	804,254	186,958	17,605,200

3. Ratification of selection of PricewaterhouseCoopers LLP as Registrant’s independent registered public accounting firm for 2019. The selection of PricewaterhouseCoopers LLP was ratified.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non Votes</u>
190,175,081	2,535,211	248,853	0

4. Approval, on an advisory basis, of the 2018 compensation of Registrant’s Named Executive Officers, as disclosed in Registrant’s 2019 Proxy Statement. The 2018 compensation of Registrant’s Named Executive Officers, as disclosed in Registrant’s 2019 Proxy Statement, was not approved.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non Votes</u>
70,401,740	104,618,888	333,549	17,605,200

5. Proposal to amend the Restated Certificate of Incorporation to implement a majority voting standard for certain corporate actions. The proposal to amend the Restated Certificate of Incorporation to implement a majority voting standard for certain corporate actions was approved.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non Votes</u>
174,549,333	528,118	276,725	17,605,200

6. Authorization of adjournment of the Annual Meeting, if necessary, to solicit additional proxies if there are not sufficient votes to approve the foregoing proposals. The proposal to authorize adjournment of the Annual Meeting, if necessary, to solicit additional proxies was approved.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non Votes</u>
103,285,241	88,981,086	692,873	0

7. Shareholder proposal regarding a simple majority vote requirement. The proposal regarding a simple majority vote requirement was approved.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Non Votes</u>
125,321,714	46,541,454	3,060,205	18,015,494

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of Certificate of Incorporation filed with the Department of State of the State of New York on May 22, 2019.

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#"><u>Certificate of Amendment of Certificate of Incorporation filed with the Department of State of the State of New York on May 22, 2019.</u></a>

**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.

XEROX CORPORATION

By: /s/ Douglas H. Marshall

Douglas H. Marshall

Secretary

Date: May 23, 2019

**CERTIFICATE OF AMENDMENT  
OF  
THE CERTIFICATE OF INCORPORATION  
OF  
XEROX CORPORATION**

Under Section 805 of the Business Corporation Law

The undersigned, Douglas H. Marshall, Secretary of Xerox Corporation, a New York corporation (the "Corporation"), **HEREBY CERTIFIES** that:

**FIRST:** The name of the Corporation is XEROX CORPORATION. The name under which it was formed is "The Haloid Company".

**SECOND:** The original certificate of incorporation was filed in the Office of the Secretary of State of the State of New York on April 18, 1906 (such certificate of incorporation, as amended and restated and in effect thereafter, the "Certificate of Incorporation").

**THIRD:** The Certificate of Incorporation is hereby being amended by the addition of a new Article TENTH to implement a majority voting standard for specified corporate actions.

**FOURTH:** To effect the foregoing, a new Article TENTH shall be added to the Certificate of Incorporation as follows:

TENTH: At a meeting of shareholders following all requisite approvals under the Business Corporation Law of the State of New York, and subject to any rights granted to any holders of the Corporation's preferred stock that may be issued from time to time, the affirmative vote of a majority of the votes of all outstanding shares entitled to vote thereon shall be required to take any of the following actions:

- a. to adopt a plan of merger or consolidation in accordance with Section 903 of the New York Business Corporation Law or any successor provision thereto.
- b. to approve the sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation in accordance with Section 909 of the New York Business Corporation Law or any successor provision thereto.
- c. to adopt a plan for the exchange of shares in accordance with Section 913 of the New York Business Corporation Law or any successor provision thereto.
- d. to authorize the dissolution of the corporation in accordance with Section 1001 of the New York Business Corporation Law or any successor provision thereto.

**FIFTH:** The foregoing amendment to the Certificate of Incorporation was authorized by a resolution of the Board of Directors at a meeting thereof duly held on February 21, 2019, followed by the affirmative vote of two-thirds of the votes of all outstanding shares entitled to vote thereon at the annual meeting of shareholders of the Corporation duly called and held on May 21, 2019.

IN WITNESS WHEREOF, XEROX CORPORATION has caused this Certificate of Amendment to be signed by its authorized corporate officer this 22nd day of May, 2019.

**XEROX CORPORATION**

by /s/ Douglas H. Marshall

Name: Douglas H. Marshall

Title: Secretary