As filed with the Securities and Exchange Commission on June 6, 2025

Registration No. 333-__

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

XEROX HOLDINGS CORPORATION
(Exact name of registrant as specified in its charter)

New York	**83-3933743**
(State or other jurisdiction of incorporation or organization)	**(IRS Employer Identification No.)**

401 Merritt 7
Norwalk, Connecticut 06851
(Address of Principal Executive Offices and Zip Code)

The Xerox Holdings Corporation 2024 Equity and Performance Incentive Plan
(Full title of the plan)

Flor M. Colón
Chief Legal Officer and Corporate Secretary
Xerox Holdings Corporation
401 Merritt 7
Norwalk, Connecticut 06851
(Name and address of agent for service)

(203) 849-5216
(Telephone number, including area code, of agent for service)

Copies to:

Russell L. Leaf, Esq.
Sean M. Ewen, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019
(212) 728-8000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		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 7(a)(2)(B) of the Securities Act. ☐

INTRODUCTORY STATEMENT

On May 21, 2025, at the 2025 Annual Meeting of Shareholders of Xerox Holdings Corporation (the "Registrant"), the Registrant's shareholders approved an amendment to the Xerox Holdings Corporation 2024 Equity and Performance Incentive Plan (as may be amended or restated from time to time, the "Plan") to increase the number of shares of the Registrant's common stock, par value $1.00 per share (the "Common Stock"), available for issuance under the Plan by 6,682,000 shares of Common Stock. The Registrant is filing this Registration Statement on Form S-8 (this "Registration Statement") for the purpose of registering under the Securities Act of 1933, as amended, such additional 6,682,000 shares of Common Stock for issuance under the Plan.

Pursuant to the Registration Statement on Form S-8 (Registration No. 333-280588) filed by the Registrant on June 28, 2024 (the "Prior Registration Statement"), the Registrant previously registered an aggregate of 13,174,756 shares of Common Stock for issuance under the Plan. The additional shares of Common Stock being registered by this Registration Statement are of the same class as those securities registered on the Prior Registration Statement and represent an increase in the total shares available for issuance under the Plan by 6,682,000. Pursuant to General Instruction E to Form S-8, the Registrant incorporates by reference into this Registration Statement the contents of the Prior Registration Statement, including all exhibits filed therewith or incorporated therein by reference, except as expressly modified herein.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are hereby incorporated by reference:

(i) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2024 (filed with the Commission on February 24, 2025);

(ii) The Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2025 (filed with the Commission on May 12, 2025);

(iii) The Company's Current Reports on Form 8-K filed with the Commission on January 21, 2025, April 11, 2025, and May 9, 2025; and

(iv) The description of our common stock, par value $1.00 per share contained in our Registration Statement on Form8-A12B, dated and filed with the SEC on September 20, 2021, contained in Exhibit 4(d) to Registrant's and Xerox Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2019, and any amendment or report filed for the purpose of updating that description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") (other than the portions of those documents furnished or otherwise not deemed to be filed) subsequent to the date of this Registration Statement, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of the filing of such documents.

The information incorporated by reference is considered to be a part of this Registration Statement, and later information that the Registrant files with the Commission will update and supersede this information.

Item 4. DESCRIPTION OF SECURITIES

Not applicable.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Not applicable.

Item 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

Item 8. EXHIBITS

Exhibit Number	Description
4.1	Restated Certificate of Incorporation of the Registrant filed with the Department of States of the State of New York on July 31, 2019 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on 8-K filed with the Commission on July 31, 2019).
4.2	Amended and Restated By-Laws of the Registrant dated February 17, 2022 (incorporated by reference to Exhibit 3(b)(2) to the Registrant's Annual Report on Form on Form 10-K filed with the Commission on February 23, 2022).
5.1*	Opinion of Willkie Farr & Gallagher LLP.
23.1*	Consent of PricewaterhouseCoopers LLP.
23.2*	Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.1 hereto).
24.1*	Power of Attorney (included on the signature page hereto).
99.1	The Xerox Holdings Corporation 2024 Equity and Performance Incentive Plan (incorporated by reference to Exhibit 99.1 to Registrant's Registration Statement on Form S-8 filed with the Commission on June 28, 2024).
99.2	First Amendment to the Xerox Holdings Corporation 2024 Equity and Performance Incentive Plan (incorporated by reference to Exhibit A to Registrant's Proxy Statement on Schedule 14A filed with the Commission on April 9, 2025).
107*	Filing Fee Table.

* Filed herewith

Item 9. Undertakings.

Not applicable.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norwalk, State of Connecticut, on June 6, 2025.

XEROX HOLDINGS CORPORATION (Registrant)

By:	/s/ Eric Risi
Name:	Eric Risi
Title:	Assistant Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Steven J. Bandrowczak, Mirlanda Gecaj, Flor M. Colon and Eric W. Risi as his or her true and lawful attorneys-in-fact (with full power to each of them to act alone), with full power of substitution and re-substitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any and all c amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with the exhibits thereto, and other documents in connection herewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agent, full power and authority to do and perform each and every act and thing required and necessary to be done in and about the foregoing as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Steven J. Bandrowczak **Steven J. Bandrowczak**	Chief Executive Officer and Director (Principal Executive Officer)	June 6, 2025
/s/ Mirlanda Gecaj **Mirlanda Gecaj**	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	June 6, 2025
/s/ John G. Bruno **John G. Bruno**	President and Chief Operating Officer and Director	June 6, 2025
/s/ Tami A. Erwin **Tami A. Erwin**	Director	June 6, 2025
/s/ Priscilla Hung **Priscilla Hung**	Director	June 6, 2025
/s/ Scott Letier **Scott Letier**	Director	June 6, 2025
/s/ Nichelle Maynard-Elliott **Nichelle Maynard-Elliott**	Director	June 6, 2025
/s/ Edward G. McLaughlin **Edward G. McLaughlin**	Director	June 6, 2025
/s/ John J. Roese **John J. Roese**	Director	June 6, 2025
/s/ Amy Schwetz **Amy Schwetz**	Director	June 6, 2025

Exhibit 5.1

WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, NY 10019-6099

June 6, 2025

Xerox Holdings Corporation
401 Merritt 7
Norwalk, Connecticut 06851

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Xerox Holdings Corporation, a New York corporation (the “Company”), with respect to the Company’s Registration Statement on Form S-8 (the “Registration Statement”) to be filed by the Company with the Securities and Exchange Commission on or about the date hereof. The Registration Statement relates to the registration under the Securities Act of 1933, as amended (the “Securities Act”), by the Company of 6,682,000 shares of the Company’s common stock, par value $1.00 per share (“Shares”) which may be issued under the Company’s 2024 Equity and Performance Incentive Plan (as may be amended or restated from time to time, the “Plan”).

We have examined, among other things, originals and/or copies (certified or otherwise identified to our satisfaction) of such documents, papers, statutes, and authorities as we have deemed necessary to form a basis for the opinion hereinafter expressed. In our examination, we have assumed the genuineness of all signatures and the conformity to original documents of all copies submitted to us. As to various questions of fact material to our opinion, we have relied on statements and certificates of officers and representatives of the Company.

We have also assumed that:

(i) the Registration Statement will be effective and will comply with all applicable laws at the time the Shares are offered as contemplated by the Registration Statement; and

(ii) all Shares will be issued in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement.

Based on the foregoing, and subject to the limitations, qualifications, exceptions and assumptions expressed herein, we are of the opinion that, with respect to the Shares to be offered pursuant to the Registration Statement, after the Registration Statement becomes effective under the Securities Act, such Shares have been duly authorized and the Shares to be issued by the Company under the Incentive Plans, when duly issued and delivered pursuant to the terms of the Incentive Plans, will be validly issued, fully paid, and non-assessable.

This opinion is limited to the New York Business Corporation Law, and we express no opinion with respect to the laws of any other jurisdiction or any other laws of the State of New York.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.

This opinion letter is rendered as of the date first written above and we disclaim any obligation to advise you of facts, circumstances, events or developments that hereafter may be brought to our attention and that may alter, affect or modify the opinion expressed herein. Our opinion is expressly limited to the matters set forth above and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company or the Shares.

Very truly yours,

/s/ Willkie Farr & Gallagher LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Xerox Holdings Corporation of our report dated February 24, 2025 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Xerox Holding Corporation's Annual Report on Form 10-K for the year ended December 31, 2024.

PricewaterhouseCoopers LLP

Stamford, Connecticut
June 6, 2025

Calculation of Filing Fee Tables

S-8

Xerox Holdings Corp

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1	Equity	Common Stock, par value $1.00 per share	Other	6,682,000	$ 4.96	$ 33,142,720.00	0.0001531	$ 5,074.15
			Total Offering Amounts:			$ 33,142,720.00		$ 5,074.15
			Total Fee Offsets:					$ 0.00
			Net Fee Due:					$ 5,074.15

Offering Note

1 (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement on Form S-8 to which this exhibit relates also registers an indeterminable number of additional shares of common stock of Xerox Holdings Corporation, par value $1.00 per share ("Common Stock"), as may hereafter be offered or issued under the Xerox Holdings Corporation 2024 Equity and Performance Incentive Plan (as may be amended or restated from time to time, the "Plan") to prevent dilution resulting from any future stock splits, stock dividends or similar adjustments of the outstanding Common Stock. (2) Estimated solely for purposes of calculating the amount of the registration fee, pursuant to Rules 457(c) and 457(h) under the Securities Act based on the average of the high and low prices per share of Common Stock of $4.96 on June 2, 2025, as reported on the NASDAQ Global Select Market. (3) Represents the additional 6,682,000 shares of Common Stock reserved and available for issuance under the Plan as of June 2, 2025.