**United States Securities and Exchange Commission**

**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

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**1. Name and Address of Reporting Person**

ICAHN CARL C

(C/O ICAHN ENTERPRISES L.P.
16690 COLLINS AVE., PH-1)

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**2. Issuer Name and Ticker or Trading Symbol**

Xerox Holdings Corp [ XRX ]

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**5. Relationship of Reporting Person(s) to Issuer**

Director X 10% Owner

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**3. Date of Earliest Transaction**

09/28/2023

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**Rule 10b5-1(c) Transaction Indication**

X

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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| Common Stock, $1 par value | 09/28/2023 | 34,245,314 | D | $15.84 | 0 | 1 |

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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**1. Name and Address of Reporting Person**

ICAHN CARL C

(C/O ICAHN ENTERPRISES L.P.
16690 COLLINS AVE., PH-1)

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**2A. Deemed Execution Date**

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Explanation of Responses:

1. 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").

2. 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 L.P. ("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.

3. 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.

4. 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 ("Shares"), of Xerox Holdings Corporation 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.

5. 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.

6. After all of the transactions reported on this Form 4, Icahn Partners directly beneficially owns 0 Shares and Icahn Master directly beneficially owns 0 Shares.

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).


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.