

OMB APPROVAL	
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**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

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>Heiss Xavier</u> _____ (Last) (First) (Middle) XEROX HOLDINGS CORPORATION P.O. BOX 4505 201 MERRITT 7 _____ (Street) NORWALK CT 06851-1056 _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Xerox Holdings Corp [ XRX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">CFO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 01/18/2025	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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			
Restricted Stock Unit	01/18/2025		M		20,441 <sup>(1)</sup>	D	\$0	148,755	D	
Common Stock	01/18/2025		M		20,441 <sup>(1)</sup>	A	(2)	146,612	D	
Common Stock	01/18/2025		F		11,263	D	\$9.34	135,349 <sup>(3)</sup>	D	
Restricted Stock Unit	01/19/2025		M		20,996 <sup>(4)</sup>	D	\$0	127,759	D	
Common Stock	01/19/2025		M		20,996 <sup>(4)</sup>	A	(2)	156,345	D	
Common Stock	01/19/2025		F		11,569	D	\$9.34	144,776 <sup>(5)</sup>	D	

**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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- On January 18, 2023, the Reporting Person was granted an award of 61,942 Restricted Stock Units, which vests in three installments of 33%, 33% and 34% on the first, second and third anniversaries of the grant date.
- Restricted Stock Units convert into common stock on a one-for-one basis.
- Of the 20,441 Restricted Stock Units that vested, 11,263 were withheld and disposed of for taxes.
- On January 19, 2023, the reporting person was granted an award of 34,993 Restricted Stock Units, of which 13,997 vested on January 19, 2024 and 20,996 vested on January 19, 2025.
- Of the 20,996 Restricted Stock Units that vested, 11,569 were withheld and disposed of for taxes.

/s/ Eric Risi, as Attorney-in-Fact      01/22/2025

\*\* 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.