

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

**FORM 8-K**

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

**Date of Report (date of earliest event reported): March 4, 2021**

**xerox™**

**XEROX HOLDINGS CORPORATION**

**XEROX CORPORATION**

(Exact name of registrant as specified in its charter)

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

001-39013  
001-04471  
(Commission  
File Number)

83-3933743  
16-0468020  
(IRS Employer  
Identification No.)

P. O. Box 4505, 201 Merritt 7  
Norwalk, Connecticut  
06851-1056  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: 203-849-5216**

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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:

Title of each class	Trading Symbol	Name of each exchange on which registered
Xerox Holdings Common Stock, \$1.00 par value	XRX	New York Stock Exchange

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.

**Item 7.01 Regulation FD Disclosure.**

On March 4, 2021, Xerox Holdings Corporation (the “Company”) announced that will expand the size of its Board of Directors from seven members to nine members effective at the Annual Meeting of Shareholders (the “Meeting”) currently scheduled to be held on May 20, 2021.

The Board of Directors of Xerox Corporation, a wholly-owned subsidiary of the Company, will also be expanded from seven to nine members and the members of that Board will be the same as the members of the Company’s Board of Directors following the Meeting.

A copy of Xerox’s news release announcing expansion of the Board of Directors and the changes in Director nominees is being furnished as Exhibit 99.1 to this Current Report on Form 8-K and is herein incorporated by reference.

The information contained in Item 7.01 of this Report and in Exhibit 99.1 to this Report shall not be deemed “filed” with the Commission for purposes of Section 18 of the Exchange Act of 1934, as amended, or otherwise subject to the liability of that section.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	<a href="#">Xerox press release regarding expansion of the size of the Board of Directors and changes in Director nominees</a>
104	Cover Page Interactive Data File (the cover page tags are embedded within the Inline XBRL document)

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

XEROX HOLDINGS CORPORATION

By: /s/ Douglas H. Marshall

Name: Douglas H. Marshall

Title: Secretary

Date: March 4, 2021

XEROX CORPORATION

By: /s/ Douglas H. Marshall

Name: Douglas H. Marshall

Titles: Secretary

Date: March 4, 2021

News from Xerox Holdings Corporation



Xerox Holdings Corporation  
201 Merritt 7  
Norwalk, CT 06851-1056

tel +1-203-968-3000

#### Xerox to Expand Board, Nominate Nichelle Maynard-Elliott and Margarita Paláu-Hernández for Election at 2021 Annual Meeting

NORWALK, Conn., March 4, 2021 — Xerox Holdings Corporation (NYSE: XRX), a global workplace technology company, announced the addition of Nichelle Maynard-Elliott and Margarita Paláu-Hernández to the slate of nominees to be elected to its board of directors at its annual shareholders meeting on May 20, 2021. The additions will bring the total number of directors to nine.

“Xerox strives to mirror the markets we serve and that extends to our business leaders and board of directors,” said Xerox Vice Chairman and CEO John Visentin. “Nichelle’s experience evaluating and negotiating complex transactions as a principal and Margarita’s experience starting, scaling and investing in new businesses will support Xerox’s growth strategy. We look forward to benefitting from the knowledge and insights they’ll bring to our company.”

Maynard-Elliott spent more than 25 years as a corporate dealmaker, sourcing, structuring and executing acquisitions, joint ventures and strategic partnerships, most recently for Praxair, Inc., one of the world’s largest industrial gas companies, where she helped lead the company to its \$90 billion merger with Linde PLC in 2019. She also serves on the board of directors of Element Solutions, a global diversified specialty chemicals company.

“Xerox is a global brand best known for inventions that change how people work,” said Maynard-Elliott. “Having gotten to know the Xerox team over the last year, I am excited to join the board and contribute to its mission of creating value for all Xerox stakeholders.”

Margarita Paláu-Hernández is a pioneer in several fields including Spanish media, business and real estate, having founded and managed multiple domestic and international companies. From 2018 to 2019, Paláu-Hernández served as U.S. Representative to the United Nations General Assembly, with the personal rank of Ambassador. She also serves on the board of directors of each of Herbalife Nutrition, a global nutrition company, Conduent Incorporated, a global technology-led business processing services company, and Occidental Petroleum, a global oil and gas exploration and production company.

“Xerox and its leaders are taking bold steps to redefine this important company and how it serves global customers,” said Paláu-Hernández. “I am delighted to have the opportunity to utilize my experience to help accelerate Xerox’s transformation.”

Xerox also announced that, pursuant to its Nomination and Standstill Agreement with Carl C. Icahn and certain of his affiliates, James L. Nelson, chief executive officer of Global Net Lease, Inc., and Steven D. Miller, portfolio manager of Icahn Capital LP, will replace Jonathan Christodoro and Nicholas Graziano, respectively, on the slate of nominees to be elected to its board of directors at its annual shareholders meeting on May 20, 2021.

### **About Xerox**

**Xerox Holdings Corporation makes every day work better.** We are a workplace technology company building and integrating software and hardware for enterprises large and small. As customers seek to manage information across digital and physical platforms, Xerox delivers a seamless, secure and sustainable experience. Whether inventing the copier, Ethernet, the laser printer or more, Xerox has long defined the modern work experience. Learn how that innovation continues at [xerox.com](http://xerox.com).

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### **Media Contact:**

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### **Investor Contact:**

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**Note:** To receive RSS news feeds, visit <https://www.news.xerox.com>. For open commentary, industry perspectives and views, visit <http://www.linkedin.com/company/xerox>, <http://twitter.com/xerox>, <http://www.facebook.com/XeroxCorp>, <https://www.instagram.com/xerox/>, <http://www.youtube.com/XeroxCorp>.

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