

SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934 (Amendment No. __)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Consent Solicitation Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material Pursuant to § 240.14a-12

Xerox Corporation
(Name of Registrant as Specified In Its Charter)

CARL ICAHN
ICAHN PARTNERS LP
ICAHN PARTNERS MASTER FUND LP
ICAHN ENTERPRISES G.P. INC.
ICAHN ENTERPRISES HOLDINGS L.P.
IPH GP LLC
ICAHN CAPITAL L.P.
ICAHN ONSHORE LP
ICAHN OFFSHORE LP
BECKTON CORP.
HIGH RIVER LIMITED PARTNERSHIP
HOPPER INVESTMENTS LLC
BARBERRY CORP.
JONATHAN CHRISTODORO
KEITH COZZA
JAFFREY (JAY) A. FIRESTONE
RANDOLPH C. READ
DARWIN DEASON
MENDA CONSULTING LLC
GIOVANNI VISENTIN

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rule 14a-6(i)(4) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:



On April 20, 2018, Carl Icahn and affiliated entities filed an Amendment to their Schedule 13D relating to Xerox Corporation, a copy of which is filed herewith as Exhibit 1.

SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY CARL ICAHN, DARWIN DEASON AND THEIR RESPECTIVE AFFILIATES FROM THE SHAREHOLDERS OF XEROX CORPORATION IN CONNECTION WITH THE PROPOSED TRANSACTIONS BETWEEN XEROX CORPORATION AND FUJIFILM HOLDINGS CORPORATION (THE "TRANSACTION") AND/OR FOR USE AT THE 2018 ANNUAL MEETING OF SHAREHOLDERS OF XEROX CORPORATION (THE "ANNUAL MEETING") WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN SUCH PROXY SOLICITATION. WHEN COMPLETED, A DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY RELATED TO THE TRANSACTION AND/OR THE ANNUAL MEETING WILL BE MAILED TO SHAREHOLDERS OF XEROX CORPORATION AND WILL ALSO BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). INFORMATION RELATING TO THE PARTICIPANTS IN SUCH PROXY SOLICITATION IS CONTAINED IN THE SCHEDULE 14A FILED BY CARL ICAHN, DARWIN DEASON AND THEIR RESPECTIVE AFFILIATES WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 14, 2018 (THE "SCHEDULE 14A"). EXCEPT AS OTHERWISE DISCLOSED IN THE SCHEDULE 14A, THE PARTICIPANTS HAVE NO INTEREST IN XEROX CORPORATION OTHER THAN THROUGH THE BENEFICIAL OWNERSHIP OF SHARES OF COMMON STOCK, \$1.00 PAR VALUE, OF XEROX CORPORATION.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 13)*

Xerox Corporation
(Name of Issuer)

Common Stock, \$1 par value
(Title of Class of Securities)

984121 60 8
(CUSIP Number)

Jesse Lynn, Esq.
Icahn Capital LP
767 Fifth Avenue, 47th Floor
New York, New York 10153
(212) 702-4300
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

April 19, 2018
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box //.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

This statement constitutes Amendment No. 13 to the Schedule 13D relating to the shares of Common Stock, \$1 par value ("Shares"), issued by Xerox Corporation (the "Issuer"), and hereby amends the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on November 23, 2015 (as previously amended, the "Schedule 13D"), to furnish the additional information set forth herein. All capitalized terms contained herein but not otherwise defined shall have the meanings ascribed to such terms in the Schedule 13D.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended to add the following at the end thereof:

On April 19, 2018, the Reporting Persons sent a letter to the Issuer demanding, pursuant to Section 624 of the New York Business Corporation Law, the right to inspect certain books and records (including stockholder list materials) of the Issuer, a copy of which is filed herewith as an exhibit and incorporated herein by reference.

SECURITY HOLDERS ARE ADVISED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS RELATED TO THE SOLICITATION OF PROXIES BY CARL ICAHN, DARWIN DEASON AND THEIR RESPECTIVE AFFILIATES FROM THE SHAREHOLDERS OF XEROX CORPORATION IN CONNECTION WITH THE PROPOSED TRANSACTIONS BETWEEN XEROX CORPORATION AND FUJIFILM HOLDINGS CORPORATION (THE "TRANSACTION") AND/OR FOR USE AT THE 2018 ANNUAL MEETING OF SHAREHOLDERS OF XEROX CORPORATION (THE "ANNUAL MEETING") WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION, INCLUDING INFORMATION RELATING TO THE PARTICIPANTS IN SUCH PROXY SOLICITATION. WHEN COMPLETED, A DEFINITIVE PROXY STATEMENT AND A FORM OF PROXY RELATED TO THE TRANSACTION AND/OR THE ANNUAL MEETING WILL BE MAILED TO SHAREHOLDERS OF XEROX CORPORATION AND WILL ALSO BE AVAILABLE AT NO CHARGE AT THE SECURITIES AND EXCHANGE COMMISSION'S WEBSITE AT [HTTP://WWW.SEC.GOV](http://www.sec.gov). INFORMATION RELATING TO THE PARTICIPANTS IN SUCH PROXY SOLICITATION IS CONTAINED IN THE SCHEDULE 14A FILED BY CARL ICAHN, DARWIN DEASON AND THEIR RESPECTIVE AFFILIATES WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 14, 2018.

Item 7. Material to be Filed as Exhibits

1. Demand pursuant to Section 624 of the New York Business Corporation Law
-

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: April 20, 2018

ICAHN PARTNERS MASTER FUND LP

ICAHN OFFSHORE LP

ICAHN PARTNERS LP

ICAHN ONSHORE LP

BECKTON CORP.

HOPPER INVESTMENTS LLC

BARBERRY CORP.

HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, general partner

By: Barberry Corp.

By: /s/ Edward E. Mattner

Name: Edward E. Mattner

Title: Authorized Signatory

ICAHN CAPITAL LP

By: IPH GP LLC, its general partner

By: Icahn Enterprises Holdings L.P., its sole member

By: Icahn Enterprises G.P. Inc., its general partner

IPH GP LLC

By: Icahn Enterprises Holdings L.P., its sole member

By: Icahn Enterprises G.P. Inc., its general partner

ICAHN ENTERPRISES HOLDINGS L.P.

By: Icahn Enterprises G.P. Inc., its general partner

ICAHN ENTERPRISES G.P. INC.

By: /s/ SungHwan Cho

Name: SungHwan Cho

Title: Chief Financial Officer

/s/ Carl C. Icahn

CARL C. ICAHN

[Signature Page of Amendment No. 13 to Schedule 13D – Xerox Corporation]

EXHIBIT 1

**HIGH RIVER LIMITED PARTNERSHIP
ICAHN PARTNERS MASTER FUND LP
ICAHN PARTNERS LP
767 Fifth Avenue, 47th Floor
New York, New York 10153**

April 19, 2018

Via Email and Federal Express

Xerox Corporation
201 Merritt 7
Norwalk, Connecticut 06851-1056
E-mail: sarah.mcconnell@xerox.com

Attention: Sarah Elizabeth Hlavinka
Executive Vice President and General Counsel and Corporate Secretary

Re: Inspection of Stocklist Materials

Ladies and Gentlemen:

High River Limited Partnership ("High River") hereby demands, pursuant to Section 624 of the New York Business Corporation Law (the "NYBCL"), that Xerox Corporation (the "Corporation") produce certain stocklist materials to High River in the context of the Corporation's upcoming annual meeting of stockholders (the "Annual Meeting") and the proxy contest that High River, Icahn Partners LP and Icahn Partners Master Fund LP, each a Delaware limited partnership (collectively, the "Icahn Parties"), will be conducting (together with certain other participants named in the Icahn Parties' proxy materials filed with the U.S. Securities and Exchange Commission) at the Annual Meeting.

High River is the record holder of 100 shares of common stock, \$1 par value per share ("Common Stock"), of the Corporation (attached hereto as Exhibit A is a true and correct copy of a Direct Registration Advice Statement issued to High River by Computershare Trust Company, N.A. evidencing such record ownership). The Icahn Parties collectively are the beneficial holders of 23,456,087 shares of Common Stock (including the 100 shares of Common Stock of which High River is the stockholder of record), constituting approximately 9.21% of the shares of Common Stock outstanding. The Icahn Parties have been stockholders of the Corporation since July 16, 2015.

The Icahn Parties have agreed to act in concert with Mr. Darwin Deason and his affiliates with respect to the solicitation of proxies in connection with the proposed transactions between the Corporation and FUJIFILM Holdings Corporation and/or for use at the Annual Meeting. Based on the foregoing, the Icahn Parties and Mr. Deason and his affiliates have formed a "group" within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934. The group may be deemed to beneficially own all of the shares of Common Stock beneficially owned by the Icahn Parties and all of the shares of Common Stock beneficially owned by Mr. Deason and his affiliates. Such group may be deemed to beneficially own, in the aggregate, 38,778,428 shares of Common Stock (including 6,741,572 shares of Common Stock issuable upon the conversion of 180,000 shares of Xerox Series B Convertible Perpetual Preferred Stock, par value \$1.00 per share, owned by Mr. Deason and his affiliates), constituting approximately 15.23% of the shares of Common Stock outstanding. However, the Icahn Parties expressly disclaim beneficial ownership of the 15,322,341 shares of Common Stock beneficially owned by Mr. Deason and his affiliates (including the 6,741,572 shares of Common Stock issuable upon the conversion of 180,000 shares of Xerox Series B Convertible Perpetual Preferred Stock, par value \$1.00 per share, owned by Mr. Deason and his affiliates). The Icahn Parties expressly retain the sole voting and investment power of the shares of Common Stock that the Icahn Parties beneficially own.

As holders of the Common Stock of the Corporation, the Icahn Parties hereby demand, pursuant to Section 624 of the NYBCL and the common law of the State of New York, the right to inspect, no later than April 24, 2018, during normal business hours, the following documents and records of the Corporation, and to make copies or abstracts therefrom:

(a) A complete record or list of the Corporation's common stockholders, certified by the Corporation or its transfer agent, showing the names and addresses of each stockholder and the number of shares of stock registered in the name of each such stockholder as of the most recent date available, as well as the names, addresses and share amounts held by participants in any corporation dividend reinvestment plan, employee plan, and/or any similar plan as of the most recent date available;

(b) A magnetic computer tape or cartridge or other electronic medium containing the lists of the holders of Common Stock requested herein as of the most recent date available, showing the names, addresses and number of shares held by each stockholder, such computer processing data as is necessary for the Icahn Parties to make use of such magnetic computer tape or cartridge or other electronic medium, and a printout of such magnetic computer tape or cartridge or other electronic medium for verification purposes;

(c) All daily transfer sheets showing changes in the names, addresses and number of shares owned of the Corporation's common stockholders which are in or come into the possession of the Corporation or its transfer agent, or which can reasonably be obtained from brokers, dealers, banks, clearing agencies or voting trustees or their nominees, from the date of the stockholder lists referred to herein to the conclusion of the Annual Meeting (together with any adjournment, postponement or continuation thereof);

(d) All information in the Corporation's, its transfer agent's or its proxy solicitor's or any of their agents' possession, or which can reasonably be obtained from nominees of any central certificate depository systems or their nominees, brokers, dealers, banks, respondent banks, clearing agencies, voting trusts and their nominees or other nominees, concerning the number, identity of, and shares held by the actual beneficial owners of Common Stock as of the most recent date available and as of the close of business of each Friday thereafter until the Annual Meeting including an alphabetical breakdown of any holdings in the respective names of Cede & Co. and other similar depositories or nominees as well as any material request list provided by

Broadridge Financial Solutions, Inc. or Mediant Communications LLC and any omnibus proxies issued by such entities. If such information is not in the Corporation's possession, custody or control, such information should be requested from Broadridge Financial Solutions, Inc. or Mediant Communications LLC;

(e) All information in or which comes into the Corporation's possession or control, or which can reasonably be obtained from brokers, dealers, banks, clearing agencies, voting trustees or other nominees relating to the names of the beneficial owners of Common Stock ("NOBO's") pursuant to Rule 14b-1(c) or Rule 14b-2(c) under the Securities Exchange Act of 1934, as amended, in the format of a printout in descending order balance and magnetic computer tape or

cartridge or other electronic medium (together with such computer processing data as is necessary for the Icahn Parties to make use of such magnetic computer tape or cartridge or other electronic medium) and a printout of such magnetic computer tape or cartridge or other electronic medium for verification purposes. If such information is not in the Corporation's possession, custody or control, such information should be requested from Broadridge Financial Solutions, Inc. or Mediant Communications LLC;

(f) A list as of the most recent date available of common stockholders of the Corporation who are participants in any Corporation employee stock ownership, stock purchase, stock option, retirement, restricted stock, incentive, profit sharing, dividend reinvestment or any similar plan in which voting of Common Stock under the plan is controlled, directly or indirectly, individually or collectively, by such plan's participants, showing (i) the name and address of each such participant, (ii) the number of shares of Common Stock attributable to each such participant in any such plan, and (iii) the method by which the Icahn Parties or their agents may communicate with each such participant, as well as the name, firm and phone number of the trustee or administrator of such plan, and a detailed explanation of the voting treatment not only of shares for which the trustee or administrator receives instructions from participants, but also shares for which either they do not receive instructions or shares which are outstanding in the plan but are unallocated to any participant;

(g) A list of all holders of Common Stock and respondent banks (and their email addresses) who have elected to receive electronic copies of proxy materials with respect to meetings of stockholders of the Corporation pursuant to Rule 14(a)-16(j)(2) of the Exchange Act as of the most recent date available;

(h) A stop list or stop lists relating to any shares of Common Stock and any additions or deletions from the date of the list referred to in paragraph (a) above;

(i) A list of all stockholders owning 1,000 or more shares of Common Stock arranged in descending order as of the most recent date available;

(j) All omnibus proxies and related respondent bank proxies and listings issued pursuant to Rule 14b-2 under the Securities Exchange Act of 1934, as amended, which are now or hereafter in the Corporation's possession or control, or which can reasonable be obtained by the Corporation;

(k) A correct and complete copy of the Corporation's bylaws, and any and all changes of any sort to the bylaws hereafter made through the Annual Meeting, including without limitation, any amendment to existing bylaws, any adoption of new bylaws or deletions of existing bylaws, and any rules and regulations of the Corporation regarding the nomination and election of directors, stockholder proposals and conduct of the Annual Meeting; and

(1) The information and records specified in the foregoing paragraphs should also be provided for the record date for the Annual Meeting, and any other record date set by the Corporation's board of directors, by operation of law or otherwise for the Annual Meeting.

The undersigned further demands that modifications, additions or deletions to any and all information referred to in paragraphs (a) through (1) above be immediately furnished to the undersigned as such modifications, additions or deletions become available to the Corporation or its agents or representatives.

The purpose of this demand is to allow the Icahn Parties to conduct a proxy contest for the election of directors at the Annual Meeting and for the Icahn Parties to otherwise communicate their views on the management and direction of the Corporation to the stockholders.

As required by Section 624 of the NYBCL, the Icahn Parties hereby attest that: (i) the inspection demanded herein is not desired for a purpose which is in the interest of a business or object other than the business of the Corporation; and (ii) the Icahn Parties have not within five years sold or offered for sale any list of shareholders of any corporation of any type or kind, whether or not formed under the laws of the State of New York, or aided or abetted any person in procuring any such record of shareholders for any such purpose.

The undersigned will bear the reasonable costs incurred by the Corporation in connection with the production of the above information. The undersigned hereby authorizes Peter C. Harkins and Jordan M. Kovler, each a Managing Director of Harkins Kovler, LLC, One Rockefeller Plaza, New York, NY 10020, telephone +1 (212) 468-5380, the proxy solicitor for the Icahn Parties, acting together, singly or in combination, to conduct, as their agents, the inspection and copying requested herein and otherwise act on behalf of the undersigned pursuant to the attached power of attorney.

Please advise the undersigned's General Counsel, Mr. Jesse A. Lynn, at jlynn@sfire.com or (212) 702-4331 as promptly as practicable when and where the items demanded above will be made available to the undersigned. Please also advise Jesse Lynn immediately whether you voluntarily will supply the requested information.

Very truly yours,

ICAHN PARTNERS LP
ICAHN PARTNERS MASTER FUND LP

By: _____
Name: Keith Cozza
Its: Chief Operating Officer

HIGH RIVER LIMITED PARTNERSHIP
By: Hopper Investments LLC, its general partner
By: Barberry Corp., its sole member

By: _____
Name: Keith Cozza
Its: Secretary

SWORN TO AND SUBSCRIBED
before me this 19th day of April 2018

Notary Public

POWER OF ATTORNEY

KNOW ALL MEN that each of the undersigned does hereby make, constitute and appoint:

Peter C. Harkins and Jordan M. Kovler of Harkins Kovler, LLC; and their partners, associates, employees and any other persons designated by any of them, acting alone or together, its true and lawful attorneys-in-fact and agents for it in its name, place and stead, giving and granting unto said attorneys and agents full power and authority to act on its behalf, as a stockholder of Xerox Corporation, to seek the production, and to engage in the inspection and copying, of records and documents of every kind and description.

Each of the undersigned reserves all rights on its part to do any act which said attorneys hereby are authorized to do or perform. This Power of Attorney may be terminated by each of the undersigned or said attorneys by written notice to the other.

**ICAHN PARTNERS LP
ICAHN PARTNERS MASTER FUND LP**

By: _____
Name: Keith Cozza
Its: Chief Operating Officer

HIGH RIVER LIMITED PARTNERSHIP
By: Hopper Investments LLC, its general partner
By: Barberry Corp., its sole member

By: _____
Name: Keith Cozza
Its: Secretary

SWORN TO AND SUBSCRIBED
before me this 19th day of April 2018

Notary Public
