

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).

1. Name and Address of Reporting Person* <u>Visentin Giovanni</u>			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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Vice Chairman & CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/15/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>201 MERRITT 7</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>NORWALK CT 06851</u>								
(City) (State) (Zip)								

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/15/2021		M		183,546 ⁽¹⁾	A	\$0	468,014 ⁽²⁾	D	
Restricted Stock Units	05/15/2021		M		43,845 ⁽³⁾	D	\$0	715,242 ⁽⁴⁾	D	
Common Stock	05/15/2021		M		43,845	A	\$0	426,803 ⁽⁴⁾	D	
Common Stock	05/15/2021		F		85,056 ⁽⁵⁾	D	\$24.21	382,958	D	
Common Stock	05/15/2021		F		20,318 ⁽⁶⁾	D	\$24.21	406,485	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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Performance Shares	\$0	05/15/2021		M		183,546		(7)	(8)	Common Stock	183,546	\$0	696,086	D	

Explanation of Responses:

- Performance Shares vesting and converted to shares of Common Stock. 167,164 Performance Shares were awarded at target on May 15, 2018, but due to performance paid out at 109.8% of target. The total number of Performance Shares paid out is shown.
- Reflects adjustment of balance due to Performance Shares vesting and converting to Common Stock.
- Restricted Stock Units vested and converted to shares of Common Stock.
- Reflects adjustment of balance due to Restricted Stock Units converting to Common Stock.
- Shares withheld to pay for taxes on Performance Shares that have vested.
- Shares withheld to pay for taxes on the Restricted Stock Units that have vested.
- Not applicable
- Not applicable

/s/ Douglas H. Marshall,
Attorney-in-Fact

05/17/2021

** 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.