
**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): February 5, 2010

XEROX CORPORATION

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

001-04471
(Commission File Number)

16-0468020
(I.R.S. Employer
Identification No.)

45 Glover Avenue
P.O. Box 4505
Norwalk, Connecticut
(Address of principal executive offices)

06856-4505

(Zip Code)

Registrant's telephone number, including area code: (203) 968-3000

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))
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Item 2.01 Completion of Acquisition or Disposition of Assets.

On February 5, 2010, Affiliated Computer Services, Inc. (“ACS”) merged with and into Boulder Acquisition Corp. (“Merger Sub”), a wholly owned subsidiary of Xerox Corporation (“Xerox”) (the “Merger”).

Under the terms of the Agreement and Plan of Merger (the “Merger Agreement”), dated as of September 27, 2009, as amended, by and among Xerox, Merger Sub and ACS, each share of ACS Class A common stock, subject to certain exceptions, was converted into the right to receive 4.935 shares of Xerox common stock and \$18.60 in cash, and each share of ACS Class B common stock was converted into the right to receive 4.935 shares of Xerox common stock, \$18.60 in cash and a fraction of a share of a new series of Xerox preferred stock designated as Series A Convertible Perpetual Preferred Stock (“Preferred Stock”).

Item 3.02 Unregistered Sales of Equity Securities.

Pursuant to the Merger Agreement, on February 5, 2010, 300,000 shares of Preferred Stock were issued as part of the consideration for the outstanding shares of ACS Class B common stock to the holder of ACS Class B Common Stock in an offering exempt from the Securities Act registration requirements under Section 4(2) of the Securities Act of 1933.

Each share of the Preferred Stock may be converted at any time, at the option of the holder, into 89.8876 shares of Xerox common stock, subject to customary anti-dilution adjustments. In addition, the holder will have the right to convert, under certain circumstances, each share of Preferred Stock into shares of Xerox common stock at an increased conversion rate. On or after the fifth anniversary of the issue date, Xerox will have the right, at its option, to cause, under certain circumstances, any or all of the Preferred Stock to be converted into shares of Xerox Common Stock at the then applicable conversion rate. The rights, preferences and privileges of the Preferred Stock are described in the Certificate of Amendment to the Certificate of Incorporation of Xerox (the “Certificate of Amendment”), a summary of which is available in Item 5.03 of Xerox’s Current Report on Form 8-K, filed with the Securities and Exchange Commission on September 28, 2009, and is incorporated herein by reference.

The foregoing does not purport to be a complete description of the terms of the Preferred Stock, and is qualified in its entirety by reference to Xerox’s Restated Certificate of Incorporation as amended through February 3, 2010, a copy of which is filed as Exhibit 3.1 to Xerox’s Current Report on Form 8-K, filed with the Securities and Exchange Commission on February 5, 2010, and is incorporated herein by reference.

Item 3.03 Material Modification to Rights of Security Holders.

The information set forth above in Item 3.02 is hereby incorporated by reference into this Item 3.03.

Item 8.01 Other Events.

On February 5, 2010, Xerox and ACS issued a joint press release announcing that Xerox stockholders had approved the issuance of shares of Xerox common stock required to be issued pursuant to the Merger Agreement and ACS stockholders had adopted the Agreement and Plan of Merger, dated as of September 27, 2009, as amended, by and among Xerox, Merger Sub and ACS. A copy of the joint press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On February 8, 2010, Xerox issued a press release announcing the consummation of the Merger. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

In connection with the Merger, Merger Sub assumed \$250 million aggregate principal amount of ACS’s 4.70% Senior Notes due June 1, 2010 and \$250 million aggregate principal amount of ACS’s 5.20% Senior Notes due June 1, 2015. Xerox is not a guarantor of these notes.

Item 9.01 Financial Statements and Exhibits.**(a) Financial statements of businesses acquired.**

(1) The audited consolidated balance sheets of ACS as of June 30, 2009 and June 30, 2008 and the consolidated statements of income, changes in stockholders' equity and cash flows for each of the three years in the period ended June 30, 2009, and the notes related thereto, which were included in ACS's Annual Report on Form 10-K for the fiscal year ended June 30, 2009 (filed on August 27, 2009), are filed as Exhibit 99.3 and incorporated herein by reference.

(2) The unaudited consolidated condensed balance sheet of ACS as of September 30, 2009 and the unaudited consolidated condensed statements of income, changes in stockholders' equity and cash flows for the three months ended September 30, 2009 and September 30, 2008, and the notes related thereto, which were included in ACS's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 (filed on October 22, 2009), are filed as Exhibit 99.4 and incorporated herein by reference.

(b) Pro forma financial information.

All required pro forma information with respect to ACS will be filed by amendment pursuant to Item 9.01(b)(2) within 71 calendar days after the date on which this Current Report on Form 8-K is required to be filed.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
(2.1)	Agreement and Plan of Merger, dated as of September 27, 2009, by and among Xerox Corporation, Boulder Acquisition Corp. and Affiliated Computer Services, Inc. (incorporated by reference to Exhibit 2.1 of Xerox's Current Report on Form 8-K, filed on September 28, 2009).
(2.2)	Amendment No. 1 to the Agreement and Plan of Merger, dated as of December 13, 2009, among Xerox Corporation, Boulder Acquisition Corp. and Affiliated Computer Services, Inc. (incorporated by reference to Exhibit 2.1 of Xerox's Current Report on Form 8-K, filed on December 14, 2009).
(99.1)	Joint Press Release of Xerox and ACS, dated February 5, 2010.
(99.2)	Press Release of Xerox, dated February 8, 2010.
(99.3)	The audited consolidated balance sheets of ACS as of June 30, 2009 and June 30, 2008 and the consolidated statements of income, changes in stockholders' equity and cash flows for each of the three years in the period ended June 30, 2009, and the notes related thereto (incorporated by reference to Part II, Item 8 of ACS's Annual Report on Form 10-K, filed on August 27, 2009).
(99.4)	The unaudited consolidated condensed balance sheet of ACS as of September 30, 2009 and the unaudited consolidated condensed statements of income, changes in stockholders' equity and cash flows for the three months ended September 30, 2009 and September 30, 2008, and the notes related thereto (incorporated by reference to ACS's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009, filed on October 22, 2009).
(99.5)	Consent of PricewaterhouseCoopers, dated February 5, 2010.
(99.6)	Consent of Value Incorporated, dated February 3, 2010.

SIGNATURES

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

Date: February 8, 2010

XEROX CORPORATION

By: _____ /s/ DON H. LIU
Name: **Don H. Liu**
Title: **Secretary**

EXHIBIT INDEX

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News from Xerox



For Immediate Release

Xerox Corporation
45 Glover Avenue
P.O. Box 4505
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Shareholders Approve Xerox Acquisition of Affiliated Computer Services

NORWALK, Conn., and DALLAS, Feb. 5, 2010 – Shareholders of Xerox Corporation (NYSE: XRX) and of Affiliated Computer Services, Inc. (NYSE: ACS) today approved Xerox’s acquisition of ACS. The transaction will be completed shortly, transforming Xerox into the leading global enterprise for business process and document management, and accelerating its growth in an expanding market.

More than 96 percent of the Xerox common shares that voted at the Xerox meeting voted “FOR” the acquisition.

More than 86 percent of the voting power of the outstanding shares of ACS Class A and Class B stock voted “FOR” the acquisition. In addition, the “majority of the minority” vote requirement was met.

“Our shareholders’ vote of confidence reflects the strategic and financial benefits of this acquisition,” said Ursula M. Burns, Xerox chief executive officer. “Through the acquisition of ACS, Xerox gains a growth catalyst that secures a strong, competitive future for our company and increasing value for our customers and shareholders.”

The world’s largest diversified business process outsourcing firm, ACS is a \$6.5 billion company with revenue growth of 6 percent and new business signings of \$1 billion in annual recurring revenue during its fiscal 2009.

“By endorsing this acquisition, ACS shareholders have shown that the time is right to bring our business to the next level of global expansion,” said Lynn Blodgett, president and chief executive officer of ACS. “Xerox gives us the brand recognition, global scale and innovation to strengthen our industry leadership. We’ll now be able to create more opportunities for our clients to simplify the way they conduct their business.”

About ACS

ACS is the world’s largest diversified business process outsourcing and information technology services firm supporting client operations in more than 100 countries. Based in Dallas, the company’s 78,000 employees provide a broad array of professional services to world-class commercial and government clients. Learn more about ACS at <http://www.acs-inc.com> or connect with us on Facebook or Twitter.

About Xerox

Headquartered in Norwalk, Conn., Xerox Corporation's 54,000 people represent the world's leading document management, technology and services enterprise, providing the industry's broadest portfolio of color and black-and-white document processing systems and related supplies, as well as document management consulting and outsourcing services. For more information, visit <http://www.xerox.com> or <http://www.xerox.com/news>. For investor information, visit <http://www.xerox.com/investor>.

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Media Contacts:

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Carl.Langsenkamp@xerox.com

Kevin Lightfoot, ACS, +214-841-8191, kevin.lightfoot@acs-inc.com

NOTE TO EDITORS: This release contains "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. The words "anticipate," "believe," "estimate," "expect," "intend," "will," "should" and similar expressions, as they relate to us, are intended to identify forward-looking statements. These statements reflect management's current beliefs, assumptions and expectations and are subject to a number of factors that may cause actual results to differ materially. These factors include but are not limited to the unprecedented volatility in the global economy; the risk that unexpected costs will be incurred; the outcome of litigation and regulatory proceedings to which we may be a party; actions of competitors; changes and developments affecting our industry; quarterly or cyclical variations in financial results; development of new products and services; interest rates and cost of borrowing; our ability to protect our intellectual property rights; our ability to maintain and improve cost efficiency of operations, including savings from restructuring actions; changes in foreign currency exchange rates; changes in economic conditions, political conditions, trade protection measures, licensing requirements and tax matters in the foreign countries in which we do business; reliance on third parties for manufacturing of products and provision of services; the risk that we will not realize all of the anticipated benefits from the acquisition of Affiliated Computer Services, Inc.; and other factors that are set forth in the "Risk Factors" section, the "Legal Proceedings" section, the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section and other sections of our 2008 Annual Report on Form 10-K and Quarterly Reports on Form 10-Q for the quarters ended March 31, 2009, June 30, 2009 and September 30, 2009 and ACS's 2009 Annual Report on Form 10-K and Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 filed with the Securities and Exchange Commission. The Company assumes no obligation to update any forward-looking statements as a result of new information or future events or developments, except as required by law.

Xerox® and the sphere of connectivity design are trademarks of Xerox Corporation in the United States and/or other countries.



For Immediate Release

Xerox Corporation
45 Glover Avenue
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Xerox Completes Acquisition of Affiliated Computer Services

Creates \$22 billion global leader for business process and document management

NORWALK, Conn., and DALLAS, Feb. 8, 2010 – Xerox Corporation (NYSE: XRX) completed its acquisition of Affiliated Computer Services, Inc. (NYSE: ACS), transforming Xerox into the world's leader in business process and document management.

ACS is the largest diversified business process outsourcing (BPO) firm in the world. Its expertise is in automating work processes and providing BPO and IT outsourcing services that range from processing over 1 million credit card applications and 12 million student loans each year to providing HR services for more than 4.4 million employees and retirees annually.

“For the past 50 years, Xerox has fortified its leadership in document management, creating new markets through our renowned innovation,” said Ursula M. Burns, Xerox chief executive officer. “With ACS, we take another step forward, expanding our leadership to include business process outsourcing that helps simplify document-driven work. The new Xerox provides the technology and services to help our customers reach new levels of efficiency and effectiveness, giving them the freedom to focus on what matters most: their real business.”

“Xerox’s brand recognition, global presence, and superior innovation give us a powerful competitive position and offers our customers a trusted partner they can rely upon for the back office support that makes their front offices successful,” said Lynn Blodgett, president and chief executive officer, ACS. “We’re quickly taking full advantage of becoming part of Xerox with plans to expand our business to more global markets this year. And, through its proprietary categorization and advanced document imaging software, Xerox technology will help us differentiate our offerings by providing faster, more automated ways to manage our clients’ business processes. “

ACS will initially be branded ACS, A Xerox Company. It will continue to be led by Lynn Blodgett, who has been elected by the Xerox Board of Directors as an executive vice president of the corporation. Blodgett will report to Burns.

“The breadth of ACS’ offerings – from HR benefits management and IT support to automated toll collection and electronic health records – is a significant competitive advantage and one we will continue to leverage through investments, innovation and global expansion,” added Burns.

“Xerox is working aggressively toward becoming more focused on information management and business processes and less reliant on printed documents,” said Angele Boyd, group vice president/general manager, document solutions, IDC. “With this acquisition, Xerox becomes a significant player, and has an opportunity for growth, in the growing business process outsourcing market.”



Through a combination of services, technology and innovation, the combined company will pursue a \$500 billion market focused on document and process management for businesses and governments.

About Xerox

Xerox Corporation is a \$22 billion leading global enterprise for business process and document management. Through its broad portfolio of technology, services and outsourcing offerings, Xerox provides the essential back-office support that clears the way for clients to focus on what they do best: their real business. Headquartered in Norwalk, Conn., Xerox provides leading-edge document technology, services, software and supplies for production and office environments of any size. Through ACS, A Xerox Company, which Xerox acquired in February 2010, Xerox also offers extensive business process outsourcing and information technology outsourcing services, including data processing, HR benefits management, finance support, and customer relationship management services for commercial and government organizations worldwide. The 130,000 people of Xerox serve clients in more than 160 countries. For more information, visit <http://www.xerox.com> or <http://www.xerox.com/news>. For investor information, visit <http://www.xerox.com/investor>.

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2009 and September 30, 2009 and ACS's 2009 Annual Report on Form 10-K and Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 filed with the Securities and Exchange Commission. The Company assumes no obligation to update any forward-looking statements as a result of new information or future events or developments, except as required by law.

Xerox® and the sphere of connectivity design are trademarks of Xerox Corporation in the United States and/or other countries.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-155743 and 333-142900) and Form S-8 (Nos. 333-160264, 333-142417, 333-125250, 333-93269, 333-09821, 333-22313, 33-65269, 33-44314 and Forms S-8 related to Affiliated Computer Services, Inc.'s Equity Incentive Plan, Stock Incentive Plan and Savings Plan to be filed on February 8, 2010) of Xerox Corporation of our report dated August 27, 2009 relating to the financial statements and the effectiveness of internal control over financial reporting of Affiliated Computer Services, Inc., which appears in Affiliated Computer Services, Inc.'s Annual Report on Form 10-K for the year ended June 30, 2009, which is incorporated by reference in this Current Report on Form 8-K of Xerox Corporation.

/s/ PricewaterhouseCoopersLLP

PricewaterhouseCoopers LLP

Dallas, Texas

February 5, 2010

CONSENT OF VALUE INCORPORATED

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-155743 and 333-142900) and Form S-8 (filed with the Securities and Exchange Commission on February 8, 2010 and Nos. 333-162639, 333-160264, 333-142417, 333-125250, 333-93269, 333-09821, 333-22313, 33-65269 and 33-44314) of Xerox Corporation of all references to our firm and the reports issued by our firm to Affiliated Computer Services, Inc. which appear in the June 30, 2009 annual report on Form 10-K of Affiliated Computer Services, Inc., included in this Current Report on Form 8-K of Xerox Corporation.

/s/ David Fuller

Value Incorporated
Irving, Texas
February 3, 2010