

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>DEASON DARWIN</u> _____ (Last) (First) (Middle) <u>3953 MAPLE AVE, SUITE 150</u> _____ (Street) <u>DALLAS TX 75219</u> _____ (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>09/28/2023</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>Xerox Holdings Corp [ XRX ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) _____ Other (specify below) _____	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b> _____ <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>8,542,085</u>	<u>D</u>	

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
<u>Series A Convertible Preferred Stock</u>	<u>09/28/2023</u>	<u>(1)</u>	<u>Common Stock</u>	<u>6,741,572</u>	<u>39</u>	<u>D</u>	

**Explanation of Responses:**

1. N/A

**Remarks:**

As of the date hereof, the Reporting Person may be deemed to beneficially own, in the aggregate, 15,283,657 Shares, including 6,741,572 Shares issuable upon the conversion of 180,000 shares of Series A Preferred Stock, representing approximately 11.8% of the Issuer's outstanding Shares (based upon the 157,120,028 Shares stated to be outstanding by the Issuer as of July 31, 2023 as reported by the Issuer in its Quarterly Report on Form 10-Q filed by the Issuer with the SEC on August 2, 2023 minus the 34,245,314 Shares acquired by the Issuer upon the consummation of the Repurchase Transaction plus the 6,741,572 Shares issuable up conversion of Mr. Deason's Series A Preferred Stock). The percentage of the Shares that may be deemed to be owned by the Reporting Person has changed since the prior Schedule 13D filing of the Reporting Person solely as a result of the consummation of the Repurchase Transaction.

/s/ Darwin Deason

10/02/2023

\*\* 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 5 (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.**