
**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): January 26, 2017



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
(IRS Employer
Identification No.)

P. O. Box 4505
45 Glover Avenue
Norwalk, Connecticut
06856-4505
(Address of principal executive offices) (Zip Code)

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

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))
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Item 5.02. Election of Directors; Departure of Directors

Xerox Corporation (the “Company”) announced that it has increased the size of its Board from eleven to thirteen members and appointed each of Gregory Q. Brown and Jeffrey Jacobson to the Company’s Board effective January 26, 2017. Mr. Brown will receive the standard director compensation that the Company provides to its non-employee directors as described in the Company’s Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 4, 2016. Mr. Jacobson is the Chief Executive Officer of the Company and will not receive any additional compensation for his role as a director. A copy of the press release regarding Mr. Brown’s and Mr. Jacobson’s election is being furnished as Exhibit 99.1 hereto.

As of the date hereof there are no transactions between either Mr. Brown or Mr. Jacobson, on the one hand, and the Company, on the other hand, that would be reportable under Item 404(a) of Regulation S-K.

The Company also announced that two of its current directors, Ursula M. Burns and Richard J. Harrington, have decided to retire at the 2017 annual meeting of shareholders and will not stand for re-election. The size of the Board will be reduced from thirteen to eleven members at that time.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Registrant’s press release dated January 27, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly authorized this Report to be signed on its behalf by the undersigned duly authorized.

XEROX CORPORATION

By: /s/ D. H. Marshall
Douglas H. Marshall
Assistant Secretary

Date: January 27, 2017

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Registrant's press release dated January 27, 2017

News from Xerox

For Immediate Release



Xerox Corporation
45 Glover Avenue
P.O. Box 4505
Norwalk, CT 06856-4505

Tel +1-203-968-3000

Xerox Adds Two New Directors to Board

NORWALK, Conn., Jan. 27, 2017 – Xerox (NYSE: XRX) today announced that the company’s chief executive officer, Jeff Jacobson, and Greg Brown, chairman and chief executive officer of Motorola Solutions, Inc., have joined Xerox’s board of directors, effective January 26, 2017.

Mr. Brown serves on the board of directors of several other corporate and nonprofit entities, including Motorola Solutions, Inc., Federal Reserve Bank of Chicago, Rutgers University, Business Roundtable and Skills for Chicagoland’s Future.

As previously announced, Ursula Burns will retire as chairman of the board at the annual shareholders meeting in May. Richard J. Harrington, who has served on the board since 2004, will also retire and will not stand for re-election at the annual shareholders meeting in May.

About Xerox Xerox Corporation is an \$11 billion technology leader that innovates the way the world communicates, connects and works. Our expertise is more important than ever as customers of all sizes look to improve productivity, maximize profitability and increase satisfaction. We do this for small and mid-size businesses, large enterprises, governments, graphic communications providers, and for our partners who serve them.

We understand what’s at the heart of work – and all of the forms it can take. We embrace the increasingly complex world of paper and digital. Office and mobile. Personal and social. Every day across the globe – in more than 160 countries – our technology, software and people successfully navigate those intersections. We automate, personalize, package, analyze and secure information to keep our customers moving at an accelerated pace. For more information visit www.xerox.com.

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Media Contacts:

Carl Langsenkamp, Xerox, +1-585-423-5782, carl.langsenkamp@xerox.com

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

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