
**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): September 7, 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.)

201 Merritt 7
Norwalk, Connecticut
06851
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

On September 7, 2017, Registrant announced that it had priced \$1.0 billion of 3.625% Senior Unsecured Notes due in 2023 and that the net proceeds from the offering will be used for general corporate purposes, including to make a \$500 million voluntary cash contribution to its U.S. defined benefit pension plans.

Registrant updated its full year 2017 cash flow from operations guidance to reflect the additional pension contribution. Guidance for operating cash flow from continuing operations was \$700 to \$900 million; the updated guidance is \$200 to \$400 million. Registrant's ending cash target remains unchanged at \$1 billion.

The information contained in Item 7.01 of this Report and in Exhibit 99.1 to this Report shall not be deemed "filed" with the Commission for purposes of Section 18 of the Exchange Act of 1934, as amended, or otherwise subject to the liability of that section.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following is included as an exhibit to this report:

Exhibit No.	Description
99.1	Press release of Xerox Corporation, dated September 7, 2017.

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 hereunto duly authorized.

XEROX CORPORATION

By: /s/ Douglas H. Marshall

Name: Douglas H. Marshall

Title: Assistant Secretary

Date: September 8, 2017

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release of Xerox Corporation, dated September 7, 2017.



News from Xerox
For Immediate Release

Xerox Corporation
201 Merritt 7
Norwalk, CT 06851-1056

Xerox Prices \$1 Billion Senior Notes Offering

NORWALK, Conn., Sept. 7, 2017 — Xerox Corporation (NYSE: XRX) today announced that it has priced \$1.0 billion of 3.625% Senior Unsecured Notes due in 2023. The offering is expected to close on Sept. 11, 2017, subject to customary closing conditions.

Net proceeds from the offering will be used by Xerox for general corporate purposes, including to make a \$500 million voluntary cash contribution to its U.S. defined benefit pension plans and to refinance a portion of its 6.35% Senior Notes due May 2018.

The \$500 million pension funding will significantly reduce mandatory cash contributions to U.S. plans in future years beginning 2018 and is incremental to the \$350 million of global pension contributions planned in 2017.

In addition, the Company is updating its full year 2017 cash flow from operations guidance to reflect the additional pension contribution. Guidance for operating cash flow from continuing operations was \$700 to \$900 million, the updated guidance, to reflect the \$500 million incremental pension contribution, is \$200 to \$400 million. The Company's ending cash target remains unchanged at \$1 billion.

BNP Paribas, BofA Merrill Lynch, Citigroup, Goldman Sachs & Co. LLC and J.P. Morgan are the joint lead book-running managers for the offering.

The offering is being made pursuant to an effective shelf registration statement filed with the Securities and Exchange Commission ("SEC") and will be made only by means of a prospectus supplement relating to such Offering and the accompanying base shelf prospectus, copies of which may be obtained by contacting:

- BNP Paribas Securities Corp.
787 Seventh Avenue
New York, NY 10019
Tel: +1-212-841-2871, Toll Free: 1-800-854-5674
new.york.syndicate@bnpparibas.com
Attention: Syndicate Desk
- Merrill Lynch, Pierce, Fenner & Smith Incorporated NC1-004-03-43
200 North College Street, 3rd floor
Charlotte, NC 28255-0001
Attn: Prospectus Department
dg.prospectus_requests@baml.com
Toll Free: 1-800-294-1322

- Citigroup Global Markets Inc.
c/o Broadridge Financial Solutions
1155 Long Island Avenue
Edgewood, NY 11717
Toll-free 1-800-831-9146
prospectus@citi.com
- Goldman Sachs & Co. LLC
Prospectus Department
200 West Street
New York, NY 10282
Tel: 1-866-471-2526, Facsimile: 212-902-9316
prospectus-ny@ny.email.gs.com
- J.P. Morgan Securities LLC
383 Madison Avenue
New York, New York 10179
Attention: Investment Grade Syndicate Desk - 3rd floor
Tel: +1-212-834-4533

These documents have been filed with the SEC and are available at the SEC's website at www.sec.gov.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any of the securities, nor shall there be any sale of these securities, in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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 Contact:

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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