
**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):
November 20, 2009**

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.)**

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

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

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:

- 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 8.01 Other Events.

On November 23, 2009, Xerox Corporation (“Xerox”) and Affiliated Computer Services, Inc. (“ACS”) issued a joint press release, a copy of which is attached as Exhibit 99.1 to this report on Form 8-K. A copy of the Stipulation dated November 20, 2009 referenced in the press release is attached as Exhibit 99.2 to this report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
99.1	Xerox Corporation and Affiliated Computer Services, Inc. Joint Press Release dated November 23, 2009.
99.2	Stipulation dated November 20, 2009.

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

Date: November 23, 2009

By: _____ /s/ DOUGLAS H. MARSHALL
Name: **Douglas H. Marshall**
Title: **Assistant Secretary**

EXHIBIT INDEX

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

tel +1-203-968-3000

News from Xerox and ACS

For Immediate Release

Claims Resolved In Texas Lawsuit Related to Xerox's Planned Acquisition of Affiliated Computer Services

NORWALK, Conn., and DALLAS, Nov. 23, 2009 – Xerox Corporation (NYSE: XRX) and Affiliated Computer Services, Inc. (NYSE: ACS) announced today that they have resolved claims made in a consolidated action filed by ACS shareholders in Dallas County, Texas, related to Xerox's proposed acquisition of ACS. In a stipulation agreed to by the parties, the plaintiffs have withdrawn their motion for a temporary and/or permanent injunction.

The parties agreed that if ACS's board of directors receives a superior proposal, and, as a result, withdraws its recommendation of the Xerox acquisition, Xerox will not enforce requirements in its voting agreement with ACS Chairman Darwin Deason that obligate Mr. Deason to vote any of his shares of ACS common stock in favor of the Xerox acquisition. In addition, Xerox, will not enforce any requirements of the Merger Agreement that compel ACS to hold the ACS stockholders' meeting to vote on the Xerox transaction and if requested by ACS, Xerox will terminate the Merger Agreement in accordance with its terms.

The plaintiffs have agreed to stay prosecution of the Texas action (*City of St. Clair Shores Police and Fire Retirement System, et al. v. ACS, et al.*, No. CC-09-07377-C). A class action by ACS stockholders related to Xerox's acquisition of ACS remains pending in the Delaware Court of Chancery (*In re ACS Shareholder Litigation, Consolidated C.A. No. 4940-VCP*).

About Affiliated Computer Services

Headquartered in Dallas, ACS's 76,000 professionals support thousands of multinational corporations and government agencies in over 100 countries from 500 locations. It offers business process outsourcing support in areas that include finance, human resources, information technology, transaction processing, and customer care. <http://www.acs-inc.com>

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. <http://www.xerox.com>

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Media Contacts:

Carl Langsenkamp, Xerox Corporation, +1-585-423-5782,
carl.langsenkamp@xerox.com
Kevin Lightfoot, ACS, +1-214-841-8191, Kevin.Lightfoot@acs-inc.com

Note: For more information on Xerox, visit <http://www.xerox.com> or <http://www.xerox.com/news>.
For open commentary, industry perspectives and views from events visit <http://twitter.com/xeroxcorp>,
<http://twitter.com/xeroxevents>, <http://www.facebook.com/pages/So-what-DOES-Xerox-do/62701299858>,
<http://www.xerox.com/blogs>, <http://www.xerox.com/podcasts> or <http://www.xerox.com/thoughtleaders>.

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Note: Information about the Transaction

The proposed merger transaction involving Xerox and ACS will be submitted to the respective stockholders of Xerox and ACS for their consideration. In connection with the proposed merger, Xerox filed with the SEC a registration statement on Form S-4 that included a preliminary joint proxy statement of Xerox and ACS that also constitutes a preliminary prospectus of Xerox and each of the companies may be filing with the SEC other documents regarding the proposed transaction. Xerox will mail the definitive joint proxy statement/prospectus to its stockholders. **Xerox and ACS urge investors and security holders to read the definitive joint proxy statement/prospectus regarding the proposed transaction before making any voting or investment decision when it becomes available because it will contain important information.** You may obtain a free copy of the joint proxy statement/prospectus, as well as other filings containing information about Xerox and ACS, without charge, at the SEC's Internet site (<http://www.sec.gov>). Copies of the definitive joint proxy statement/prospectus and the filings with the SEC that will be incorporated by reference in the definitive joint proxy statement/prospectus can also be obtained, when available, without charge, from Xerox's website, www.xerox.com, under the heading "Investor Relations" and then under the heading "SEC Filings". You may also obtain these documents, without charge, from ACS's website, www.acs-inc.com, under the tab "Investor Relations" and then under the heading "SEC Filings".

Xerox, ACS and their respective directors, executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from the respective stockholders of Xerox and ACS in favor of

the merger. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective stockholders of Xerox and ACS in connection with the proposed merger are set forth in the preliminary joint proxy statement/prospectus filed with the SEC. You can find information about Xerox's executive officers and directors in its definitive proxy statement filed with the SEC on April 6, 2009. You can find information about ACS's executive officers and directors in its annual report on Form 10-K filed with the SEC on August 27, 2009. You can obtain free copies of these documents from Xerox and ACS websites using the contact information above.

**IN THE COUNTY COURT AT LAW NO. 3,
DALLAS COUNTY, TEXAS**

CITY of ST. CLAIR SHORES POLICE AND FIRE
RETIREMENT SYSTEM, Individually and On
Behalf of All Others Similarly Situated,

No. CC-09-07377-C

v.

AFFILIATED COMPUTER SERVICES, INC., et al.

— and —

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

In re ACS SHAREHOLDER LITIGATION

Consolidated C.A. No. 4940-VCP

STIPULATION

City of St. Clair Shores Police and Fire Retirement System, Mark Levy, Steward Large Cap Enhanced Index Fund, Edward Delgado, York County Employees Retirement Board, John Rahe and International Union of Operating Engineers Local 825 Pension Fund (collectively, the “Texas Plaintiffs”), who are the plaintiffs in the action captioned *City of St. Clair Shores Police and Fire Retirement System v. Affiliated Computer Services, Inc.*, No. CC-09-07377-C, in the County Court at Law No. 3, Dallas County, Texas and all actions consolidated therewith (the “Texas Action”), and New Orleans Employees’ Retirement System, Sheet Metal Workers Local 28, Federated Kaufman Fund, Federated Kaufman Growth Fund, Federated Kaufman Fund II and Federated Max-Cap Index Fund (collectively, the “Delaware Plaintiffs”, and together with the Texas Plaintiffs, the “Plaintiffs”), who are the plaintiffs and class representatives in the action captioned *In re ACS Shareholders Litigation*, C.A. No. 4940-VCP, in the

Chancery Court of the State of Delaware and all actions consolidated therewith (the "Delaware Action", and together with the Texas Action, the "Actions"), and Affiliated Computer Services, Inc. ("ACS"), Darwin Deason, Lynn R. Blodgett, Robert A. Druskin, Kurt R. Krauss, Ted B. Miller, Paul E. Sullivan, Frank Varasano, Boulder Acquisition Corp. and Xerox Corporation (collectively, "Defendants") hereby stipulate and agree as follows:

1. Capitalized terms used in this Stipulation have the same meanings ascribed to those terms in the Agreement and Plan of Merger, dated as of September 27, 2009, among Xerox Corporation, Boulder Acquisition Corp. and Affiliated Computer Services, Inc. (the "Merger Agreement"), and the Voting Agreement by and between Xerox Corporation and Darwin Deason, dated as of September 27, 2009 (the "Voting Agreement").

2. Xerox Corporation undertakes that:

(i) if the ACS Board of Directors determines that ACS has received a Superior Proposal, Xerox Corporation will not enforce any provision of the Voting Agreement, including, without limitation, § 2.1, that obliges Darwin Deason to vote any of the Covered Shares (a) in favor of the Merger or (b) against such Superior Proposal;

(ii) it will release Darwin Deason from the proxy granted under § 2.3 of the Voting Agreement in the event that the ACS Board of Directors determines that ACS has received a Superior Proposal;

(iii) it will not enforce any provision of the Merger Agreement, including, without limitation, § 4.02(d), that would have the effect of compelling ACS or its

Board of Directors to hold the Company Stockholders' Meeting if the ACS Board of Directors (a) determines that ACS has received a Superior Proposal, and (b) makes a Company Adverse Recommendation Change as a result thereof; and

(iv) if (a) the ACS Board of Directors determines that ACS has received a Superior Proposal, and (b) a Company Adverse Recommendation Change occurs as a result thereof, then, at the request of the ACS Board of Directors, Xerox Corporation shall terminate the Merger Agreement pursuant to § 7.01(f)(i) of the Merger Agreement.

3. The Texas Plaintiffs (a) contemporaneously with the execution of this Stipulation, have withdrawn their Motion for a Temporary and/or Permanent Injunction with prejudice, and (b) will stay prosecution of the Texas Action until agreed otherwise by the Defendants and ordered by the Court. All Plaintiffs agree that any further prosecution of the Actions, or any claims that could have been brought in the Actions, will proceed in the Delaware Action. Counsel for the Texas Plaintiffs may appear in the Delaware Action for that purpose.

4. The Plaintiffs in the Actions will not seek to enjoin or otherwise prevent the enforcement of the Challenged Provisions, as defined in the Stipulation and Order on Expedited Discovery and Expedited Proceedings on Plaintiff's Motion for Temporary and/or Permanent Injunction, entered in the Texas Action on October 29, 2009. This Stipulation shall be without prejudice to any other right, remedy or defense of the parties in the Actions.

5. Except as explicitly set forth herein, neither Xerox Corporation nor ACS shall be deemed to make any undertaking with respect to the Merger Agreement or the Voting Agreement.

DATED: November 20, 2009

BARON & BUDD, P.C.
BRUCE W. STECKLER
Texas State Bar No. 00785039
KELLY REDDELL
Texas State Bar No. 12618250

/s/ KELLY REDDELL

3102 Oak Lawn Avenue, Suite 1100
Dallas, TX 75219
Telephone: 214/521-3605
214/520-1181 (fax)

COUGHLIN STOIA GELLER RUDMAN & ROBBINS LLP
DARREN J. ROBBINS
RANDALL J. BARON
DAVID T. WISSBROECKER
655 West Broadway, Suite 1900
San Diego, CA 92101
Telephone: 619/231-1058
619/231-7423 (fax)

Lead Counsel for the Texas Plaintiffs

VANOVERBEKE MICHAUD & TIMMONY, P.C.
MICHAEL J. VANOVERBEKE
THOMAS C. MICHAUD
79 Alfred Street
Detroit, MI 48201
Telephone: 313/578-1200
313/578-1201 (fax)

By: _____ /s/ ORRIN HARRISON III

Orrin Harrison III
State Bar No. 09130700
M. Scott Barnard
State Bar No. 24001690
AKIN GUMP STRAUSS HAUER & FELD LLP
1700 Pacific Avenue, Suite 4100
Dallas, Texas 75201
Tel: (214) 969-2800 / Fax: (214) 969-4343

John D. Donovan, Jr. (*pro hac vice* pending)
Peter L. Welsh (*pro hac vice* pending)
ROPES & GRAY LLP
One International Place
Boston, Massachusetts 02110
Tel: (617) 951-7000 / Fax: (617) 951-7050

*Attorneys for ACS Special Committee Members Kurt R. Krauss, Paul E. Sullivan,
Ted B. Miller, Jr., and Frank Varasano*

By: _____ /s/ ROBERT ELKIN

Lewis T. LeClair
State Bar No. 12072500
Robert Elkin
State Bar No. 06522600
McKOOL SMITH P.C.
300 Crescent Court, Suite 1500
Dallas, Texas 75201
Tel: (214) 978-4000 / Fax: (214) 978-4044

Attorneys for Darwin Deason

By: _____ /s/ BOB MOW

Bob Mow
State Bar No. 14607000
Bart Sloan
State Bar No. 00788430
K&L GATES
1717 Main Street, Suite 2800
Dallas, Texas 75201
Tel: (214) 939-5500 / Fax: (214) 939-5849

Peter E. Kazanoff (*pro hac vice* pending)
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, New York 10017
Tel: (212) 455-2000 / Fax: (212) 455-2502

Attorneys for Xerox Corporation and Boulder Acquisition Corp.

By: _____ /s/ MICHAEL P. LYNN

Michael P. Lynn
State Bar No. 12738500
Trey Cox
State Bar No. 24003722
LYNN TILLOTSON PINKER & COX, LLP
2100 Ross Avenue, Suite 2700
Dallas, Texas 75201
Tel: (214) 981-3800 / Fax: (214) 981-3839

Francis P. Barron (*pro hac vice* pending)
Gary A. Bornstein (*pro hac vice* pending)
CRAVATH, SWAINE & MOORE LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
Tel: (212) 474-1000 / Fax: (212) 474-3700

*Attorneys for Lynn R. Blodgett, Robert Allen Druskin and Affiliated
Computer Services, Inc.*

Of Counsel:

Mark Lebovitch
Amy Miller
BERNSTEIN LITOWITZ BERGER & GROSSMANN LLP
1285 Avenue of the Americas
New York, New York 10019
(212) 554-1400

Stephen Lowey
Thomas Skelton
LOWEY DANNENBERG COHEN & HART, P.C.
One North Broadway
White Plains, NY 10601-2310
(914) 997-0500

Of Counsel:

John D. Donovan, Jr.
Peter L. Welsh ROPES & GRAY LLP
One International Place
Boston, Massachusetts 02110
(617) 951-7000

Of Counsel:

Peter E. Kazanoff
SIMPSON THACHER & BARTLETT LLP
425 Lexington Avenue
New York, New York 10017-3954
(212) 455-2000

By: _____ /s/ CYNTHIA A. CALDER

Jay W. Eisenhofer (#2864)
Stuart M. Grant (#2526)
Cynthia A. Calder (#2978)
GRANT & EISENHOFER, P.A.
1201 North Market Street
Wilmington, Delaware 18901
(302) 622-7000

Attorneys for Co-Lead Plaintiffs and Class Representatives New Orleans Employees' Retirement System, the Federated Kaufman Fund, the Federated Kaufman Growth Fund, the Federated Kaufman Fund II and the Federated Max-Cap Index Fund

By: _____ /s/ KEVIN G. ABRAMS

Kevin G. Abrams (#2357)
Nathan A. Cook (#4841)
ABRAMS & BAYLISS LLP
20 Montchanin Road
Suite 200
Wilmington, Delaware 19807
(302) 778-1000

Attorneys for ACS Special Committee Members Kurt R. Krauss, Paul E. Sullivan, Ted B. Miller, Jr. and Frank Varasano

By: _____ /s/ RAYMOND J. DICAMILLO

Raymond J. DiCamillo (#3188)
Harry Tashjian, IV (#4609)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
(302) 651-7700

Attorneys for Xerox Corporation and Boulder Acquisition Corp.

Of Counsel:

Lewis T. LeClair
Robert Elkin
MCKOOL SMITH P.C.
300 Crescent Court, Suite 1500
Dallas, TX 75201
(214) 978-4000

By: _____ /s/ BRUCE L. SILVERSTEIN

David C. McBride (#408)
Bruce L. Silverstein (#2495)
YOUNG CONAWAY STARGATT & TAYLOR, LLP
1000 West Street – 17th Floor
P.O. Box 391
Wilmington, Delaware 19899-0391
(302) 571-6600

Attorneys for Darwin Deason

Of Counsel:

Francis P. Barron
Gary A. Bornstein
CRAVATH, SWAINE & MOORE LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
(212) 474-1000

By: _____ /s/ SAMUEL T. HIRZEL

Kenneth J. Nachbar (#2067)
MORRIS, NICHOLS, ARSHT & TUNNELL LLP
1201 North Market Street
P.O. Box 1347
Wilmington, Delaware 19899-1347
(302) 658-9200

*Attorneys for Lynn R. Blodgett, Robert Allen Druskin and Affiliated
Computer Services, Inc.*

Dated: November 20, 2009