

Prospectus Supplement No. 8  
 (To Prospectus Dated August 10, 1998)

\$1,012,198,000  
 XEROX CORPORATION  
 CONVERTIBLE SUBORDINATED DEBENTURES DUE 2018

The information contained under the heading "Selling Security Holders" in the Prospectus dated August 10, 1998 relating to \$1,012,198,000 aggregate principal amount at maturity of Convertible Subordinated Debentures due 2018 ("Debentures") of Xerox Corporation, and such indeterminate number of shares of Common Stock, par value \$1.00 per share, of the Company as may be issuable upon the conversion of the Debentures, that may be offered and sold from time to time by the several holders thereof is hereby amended and supplemented as follows:

SELLING HOLDER	PRINCIPAL AMOUNT AT Maturity of Debentures Beneficially Owned and That May Be Offered Hereby	PRINCIPAL AMOUNT AT Maturity of Debentures Previously Specified in The Prospectus
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	(In U.S. Dollars)	
Argent Classic Convertible Arbitrage Fund L.P. . . . .	6,000,000	129,000,000
Argent Classic Convertible Arbitrage Fund (Bermuda) L.P. . . . .	130,000,000	115,000,000
DB Custody & Co. (1) . . . . .	8,000,000	NA

(1) Deutsche Bank Securities Inc. and affiliates have engaged, and may in the future engage, in commercial banking transactions, which include or may include foreign exchange, lending, credit and other financial transactions, with the Company and its affiliates.

The date of this Prospectus Supplement is October 16, 1998.