

Morno-Wade Suzan
 Form 3/A
 January 16, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Morno-Wade Suzan | | (Month/Day/Year) | XEROX CORP [XRX] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 12/12/2018 | | 12/13/2018 |
| C/O XEROX CORPORATION,Â 201 MERRITT 7 | | | (Check all applicable) | |
| (Street) | | | ____ Director | ____ 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | ____ Other |
| | | | (give title below) | (specify below) |
| | | | EVP & CHRO | |
| NORWALK,Â CTÂ 06851-1056 | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | ____ 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) |
|---------------------------------------|---|--|---|
| Restricted Stock Units ⁽¹⁾ | 30,989 ⁽²⁾ | D | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|
| Stock Options ⁽¹⁾ | Â ⁽³⁾ | 04/06/2028 | Common Stock | 7,163 | \$ 27.98 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Morno-Wade Suzan C/O XEROX CORPORATION 201 MERRITT 7 NORWALK,Â CTÂ 06851-1056 | Â | Â | Â EVP & CHRO | Â |

Signatures

/s/ Douglas H. Marshall 01/16/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) This amendment is being filed to include beneficial ownership information that was inadvertently omitted from the original filing.
- (2) 2,333 units vest 25%, 25% and 50% on the first, second and third anniversaries of the grant date, April 6, 2018. 24,957 units vest on July 1, 2019. 3,699 units vest on July 1, 2020.
- (3) This award of stock options vests in three installments of 25%, 25% and 50% on the first, second and third anniversaries of the date of grant, April 6, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.