

XEROX CORP  
Form 8-K  
March 03, 2015

**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): March 3, 2015**

**XEROX CORPORATION**

**(Exact name of registrant as specified in its charter)**

**New York**  
**(State or other Jurisdiction**

**of incorporation)**

**001-04471**  
**(Commission**

**File Number)**  
**45 Glover Avenue**

**16-0468020**  
**(IRS Employer**

**Identification No.)**

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**P. O. Box 4505**

**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))

**Item 8.01. Other Events.**

On March 3, 2015, Registrant closed a \$400 million offering of 2.750% Senior Notes due 2020 and a \$250 million offering of 4.800% Senior Notes due 2035.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

<b>No.</b>	<b>Description</b>
5	Opinion of Cravath, Swaine & Moore LLP relating to Registrant's 2.750% Senior Notes due 2020 and 4.800% Senior Notes due 2035.

**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.

Date: March 3, 2015

**XEROX CORPORATION**

By:                /S/ DON H. LIU  
                      **Don H. Liu**  
                      **Secretary**

**EXHIBIT INDEX**

**Exhibit**

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