

XEROX CORP  
Form S-8 POS  
November 15, 2017

**Registration Nos. 333-142417**

**333-160264**

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

**POST-EFFECTIVE AMENDMENT NO.1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENTS**

**NOS. 333-142417 AND 333-160264**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

**XEROX CORPORATION**

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

**New York**  
**(State or other jurisdiction of**  
**incorporation)**

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

**Identification No.)**

**201 Merritt 7**

**Norwalk, Connecticut**

**06851**

**(Address of Principal Executive Offices, including Zip Code)**

**Xerox Corporation Savings Plan and the Savings Plan of Xerox Corporation**

**and the Xerographic Division, Rochester Regional Joint Board on**

**Behalf of Itself and Other Regional Joint Boards**

**(Full title of the plan)**

**Sarah Hlavinka McConnell**

**Executive Vice President, General Counsel and Secretary**

**Xerox Corporation**

**201 Merritt 7**

**Norwalk, CT 06851**

**(Name and address of agent for service)**

**(203) 968-3000**

**(Telephone number, including area code, for agent for service)**

Indicate by checkmark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

**REMOVAL OF SECURITIES FROM REGISTRATION**

Xerox Corporation, a New York corporation (the Registrant ), and Xerox Corporation Savings Plan and the Savings Plan of Xerox Corporation and the Xerographic Division, Rochester Regional Joint Board on Behalf of Itself and Other Regional Joint Boards (collectively, the Plan ) filed registration statements on Form S-8 (File Nos. 333-142417 and 333-160264) (the Registration Statements ) with the Securities and Exchange Commission on April 27, 2007 and June 26, 2009, respectively. The Registration Statements cover 23,000,000 shares of Common Stock, par value \$1.00 per share (the Common Stock ), of the Registrant to be issued under the Plan, and an indeterminate amount of plan interests.

The Company amended the Plan to terminate the Company Stock Fund within the Plan and no further offers or sales of Common Stock are being made through the Plan. In accordance with an undertaking made by the Registrant in the Registration Statements to remove by means of a post-effective amendment any securities that remain unsold at the termination of the offering, this Post-Effective Amendment is being filed to remove from registration the Common Stock and plan interests not heretofore sold pursuant to the Registration Statements. The Registration Statements are hereby amended, as appropriate, to reflect the deregistration of such Common Stock and plan interests.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norwalk, State of Connecticut, on this 15 day of November, 2017.

XEROX CORPORATION

By: /s/ Sarah Hlavinka McConnell  
Sarah Hlavinka McConnell  
Executive Vice President,  
General Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, the trustees (or other persons who administer the employee benefit plan) have duly caused this post-effective amendment to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norwalk, State of Connecticut, on this 15 day of November, 2017.

XEROX CORPORATION SAVINGS PLAN  
AND THE SAVINGS PLAN OF XEROX  
CORPORATION AND THE  
XEROGRAPHIC DIVISION, ROCHESTER  
REGIONAL JOINT BOARD ON BEHALF  
OF ITSELF AND OTHER REGIONAL  
JOINT BOARDS

By: /s/ Robert Birkenholz  
Robert Birkenholz  
Vice President and Treasurer,

Xerox Corporation

Chairman, Xerox Retirement Investment  
Committee