

XEROX CORP  
Form 8-K  
March 15, 2012

**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 15, 2012**

**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 15, 2012, Registrant closed a \$600 million offering of Floating Rate Senior Notes due 2013 and a \$500 million offering of 2.950% Senior Notes due 2017.

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
5	Opinion of Cravath, Swaine & Moore LLP relating to Registrant's Floating Rate Senior Notes due 2013 and 2.950% Senior Notes due 2017.

**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 15, 2012

**XEROX CORPORATION**

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

**EXHIBIT INDEX**

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