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HIGH RIVER LIMITED PARTNERSHIP

Form 4 May 15, 2018

FORM 4

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

Check this box if no longer

subject to Form 4 or

Section 16. Form 5

obligations may continue. See Instruction STATEMENT OF CHANGES IN 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(b).

(Last)

(City)

1. Name and Address of Reporting Person * ICAHN CARL C

(Middle)

C/O ICAHN ASSOCIATES

(First)

HOLDING LLC, 767 FIFTH AVE., **SUITE 4700**

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

XEROX CORP [XRX]

3. Date of Earliest Transaction

(Month/Day/Year) 05/13/2018

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Director

Officer (give title

Issuer

below)

Applicable Line) Form filed by One Reporting Person

X Form filed by More than One Reporting Person

5. Relationship of Reporting Person(s) to

(Check all applicable)

Former Member of 10% group

below)

NEW YORK, NY 10153

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5)

(A)

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

6. Ownership Form: Direct (I) (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

10% Owner __X__ Other (specify

OMB APPROVAL

3235-0287

January 31,

2005

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OMB

Number:

Expires:

response...

Estimated average

burden hours per

or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if TransactionNumber

5.

(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and **Expiration Date**

7. Title and Amount of

8. Price of 9. Nu Derivative Deriv

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	s I	Year)	Underlying Securities (Instr. 3 and 4	Security (Instr. 5)	Secur Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
coporang o macrimano, manteno	Director	10% Owner	Officer	Other		
ICAHN CARL C C/O ICAHN ASSOCIATES HOLDING LLC 767 FIFTH AVE., SUITE 4700 NEW YORK, NY 10153				Former Member of 10% group		
HIGH RIVER LIMITED PARTNERSHIP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		X				
ICAHN PARTNERS LP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		X				
ICAHN PARTNERS MASTER FUND LP 445 HAMILTON AVENUE SUITE 1210 WHITE PLAINS, NY 10601		X				
Signatures						
Corl C Joshn 05/15/201	Q					

Carl C. Icahn	05/15/2018	
**Signature of Reporting Person	Date	
High River Limited Partnership	05/15/2018	
**Signature of Reporting Person	Date	
Icahn Partners LP	05/15/2018	
**Signature of Reporting Person	Date	
Icahn Partners Master Fund LP	05/15/2018	
**Signature of Reporting Person	Date	

Reporting Owners 2

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Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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).

Remarks:

On May 13, 2018, Carl C. Icahn and the reporting persons controlled by him (collectively, the "Reporting Persons") terminate 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.