

XEROX CORP  
Form 8-K  
August 24, 2010

# 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): August 24, 2010

## 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

P. O. Box 4505

16-0468020  
(IRS Employer

Identification No.)

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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.**

Reference is made to Note 16 Contingencies of Registrant's Quarterly Report on Form 10-Q for the Quarter Ended June 30, 2010 and the discussion therein of *Merger Agreement between Xerox and Affiliated Computer Services, Inc.* On August 24, 2010, a hearing was held in the Court of Chancery of the State of Delaware and the Court approved the Settlement.

**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.

**XEROX CORPORATION**

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

**Assistant Secretary**

Date: August 24, 2010