

XEROX CORP  
Form 8-K  
August 18, 2011

**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): August 17, 2011**

**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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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 5.02. Election of Directors**

(d) Election of Directors

On August 17, 2011, Registrant's Board of Directors elected Sara Martinez Tucker to serve on Registrant's Board of Directors effective September 1, 2011. Ms. Tucker will receive the standard director compensation that Registrant provides to its non-employee directors. A description of Registrant's standard director compensation can be found on pages 18-19 of Registrant's 2011 Proxy Statement, dated April 12, 2011. A copy of the Press Release relating to Ms. Tucker's election is being furnished as Exhibit 99.1 hereto.

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release of Registrant dated August 18, 2011

**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: August 18, 2011

**XEROX CORPORATION**

By: */s/ DON H. LIU*  
**Don H. Liu**  
**Senior Vice President, General Counsel and Secretary**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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