

XEROX CORP  
Form 8-K  
May 23, 2013

**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): May 21, 2013

**XEROX CORPORATION**

(Exact name of registrant as specified in its charter)

New York  
(State or other Jurisdiction

of incorporation)

001-04471  
(Commission

File Number)

16-0468020  
(IRS Employer

Identification No.)

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45 Glover Avenue

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 5.07. Submission of Matters to a Vote of Security Holders.**

(a) On May 21, 2013 Registrant held its Annual Meeting of Shareholders.

(b) Shareholders voted on the matters set forth below as follows:

1. Election of directors. All nominees for director were elected.

Name	For	Against	Abstain	Non Votes
Glenn A. Britt	891,423,795.89	33,175,293.51	3,629,408.81	145,996,957
Ursula M. Burns	868,504,504.20	50,404,769.41	9,319,224.61	145,996,957
Richard J. Harrington	914,870,403.01	9,782,580.53	3,575,364.68	145,996,957
William Curt Hunter	914,486,099.22	10,115,115.34	3,627,283.66	145,996,957
Robert J. Keegan	912,506,677.86	12,138,842.90	3,582,977.46	145,996,957
Robert A. McDonald	912,798,407.16	12,423,651.09	3,006,439.97	145,996,957
Charles Prince	799,560,004.90	125,094,722.41	3,573,570.90	145,996,957
Ann N. Reese	796,160,781.09	128,723,513.43	3,344,203.69	145,996,957
Sara Martinez Tucker	913,308,678.14	11,379,864.03	3,539,956.04	145,996,957
Mary Agnes Wilderotter	891,322,623.48	33,381,026.61	3,524,648.13	145,996,957

2. Ratification of selection of PricewaterhouseCoopers LLP as Registrant's independent registered public accounting firm for 2013. The selection of PricewaterhouseCoopers LLP was ratified.

For	Against	Abstain	Non Votes
1,060,803,260.83	10,876,305.76	2,545,743.40	0

3. Approval, on an advisory basis, of the 2012 compensation of Registrant's Named Executive Officers, as disclosed in Registrant's 2013 Proxy Statement. The 2012 compensation of Registrant's Named Executive Officers, as disclosed in Registrant's 2013 Proxy Statement, was approved on an advisory basis.

For	Against	Abstain	Non Votes
895,174,292.99	29,371,624.87	3,680,620.35	145,998,917

4. Approval of the 2013 Amendment and Restatement of the 2004 Equity Compensation Plan for Non-Employee Directors. The 2013 Amendment and Restatement of the 2004 Equity Compensation Plan for Non-Employee Directors was approved.

For	Against	Abstain	Non Votes
855,034,596.07	68,752,521.74	4,439,420.40	145,998,917

(c) Not Applicable

**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: May 23, 2013