

AFFILIATED COMPUTER SERVICES INC

Form 425

October 05, 2009

Filed by Affiliated Computer Services, Inc.  
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Subject Company: Affiliated Computer Services, Inc.  
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F&A Team,

Earlier today, ACS and Xerox announced that we would be joining to create a new class of solutions provider with leading technology and expertise in document and business process management. By this time, you should have received emails outlining what this means for ACS. In addition, your team leaders are in the process of scheduling conference calls or in-person town hall meetings to discuss this exciting news and answer your questions.

I would like to share a little more about what this announcement means for the global Finance & Accounting team—in addition to the benefits that it brings us as a company. To sum it up in one word—opportunity. Xerox is drawn to our strength in Business Process Outsourcing. This is not a service that they currently offer, so there is no overlap of technology or people. Instead, there are huge opportunities in terms of cross-selling to Xerox's extensive list of clients and opportunities to leverage Xerox's resources and global presence to strengthen our reach. I look forward to continuing our momentum and working together as a team to leverage the huge opportunity ahead of us which should result in growth for our line of business—and consequently greater opportunity for professional growth for all of our team members.

Take a moment to visit the webpage created to address your questions and concerns at <http://www.acs-inc.com/acsquestions>. But, also do not hesitate to reach out to your managers and leaders if you have additional questions. We will continue to communicate via email, phone and whenever possible—in person. Many questions have already been addressed in the FAQ document—and this document will continue to be updated with new information. Feel free to write to [acsquestions@acs-inc.com](mailto:acsquestions@acs-inc.com) with any question you have.

Sincerely,

Ron Gillette

Senior Managing Director

ACS Finance & Accounting Outsourcing

Forward-Looking Statements

This document contains "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. The words "anticipate," "believe," "estimate," "expect," "intend," "will," "should" and similar expressions, as they relate to the Company, are intended to identify forward-looking statements. These statements reflect management's current beliefs, assumptions and expectations and are subject to a number of factors that may cause actual results to differ materially. These factors include but are not limited to: the unprecedented volatility in the global economy; the risk that the future business operations of the Company will not be successful; the risk that we will not realize all of the anticipated

benefits from our transaction with Xerox; the risk that customer retention and revenue expansion goals for the Xerox transaction will not be met and that disruptions from the Xerox transaction will harm relationships with customers, employees and suppliers; the risk that unexpected costs will be incurred; the outcome of litigation (including with respect to the Xerox transaction) and regulatory proceedings to which we may be a party; actions of competitors; changes and developments affecting our industry; quarterly or cyclical variations in financial results; development of new products and services; interest rates and cost of borrowing; our ability to protect our intellectual property rights; our ability to maintain and improve cost efficiency of operations, including savings from restructuring actions; changes in foreign currency exchange rates; changes in economic conditions, political conditions, trade protection measures, licensing requirements and tax matters in the foreign countries in which we do business; reliance on third parties for manufacturing of products and provision of services; and other factors that are set forth in the “Risk Factors” section, the “Legal Proceedings” section, the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” section and other sections of our 2009 Annual Report on Form 10-K and Xerox’s 2008 Annual Report on Form 10-K and Quarterly Report on Form 10-Q for the quarters ended March 31, 2009 and June 30, 2009 filed with the Securities and Exchange Commission. The Company assumes no obligation to update any forward-looking statements as a result of new information or future events or developments, except as required by law.

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#### Additional Information

The proposed merger transaction involving the Company and Xerox will be submitted to the respective stockholders of the Company and Xerox for their consideration. In connection with the proposed merger, the Company will file a joint proxy statement with the SEC (which such joint proxy statement will form a prospectus of a registration statement on Form S-4 that will be filed by Xerox with the SEC). The Company and Xerox will each mail the joint proxy statement/prospectus to its stockholders. The Company and Xerox urge investors and security holders to read the joint proxy statement/prospectus regarding the proposed transaction when it becomes available because it will contain important information. You may obtain a free copy of the joint proxy statement/prospectus, as well as other filings containing information about the Company and Xerox, without charge, at the SEC's Internet site (<http://www.sec.gov>). Copies of the joint proxy statement/prospectus and the filings with the SEC that will be incorporated by reference in the joint proxy statement/prospectus can also be obtained, when available, without charge, from the Company's website, [www.acs-inc.com](http://www.acs-inc.com), under the heading "Investor Relations" and then under the heading "SEC Filings". You may also obtain these documents, without charge, from Xerox's website, [www.xerox.com](http://www.xerox.com), under the tab "Investor Relations" and then under the heading "SEC Filings".

The Company, Xerox and their respective directors, executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from the respective stockholders of the Company and Xerox in favor of the merger. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective stockholders of the Company and Xerox in connection with the proposed merger will be set forth in the joint proxy statement/prospectus when it is filed with the SEC. You can find information about the Company's executive officers and directors in its definitive proxy statement filed with the SEC on April 14, 2009. You can find information about Xerox's executive officers and directors in its definitive proxy statement filed with the SEC on April 6, 2009. You can obtain free copies of these documents from the Company and Xerox websites using the contact information above.