

XEROX CORP  
Form 8-K  
May 22, 2014

**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 20, 2014**

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

(a) On May 20, 2014 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         | 835,921,116.64 | 8,528,965.98   | 5,646,131.86  | 130,421,474 |
| Ursula M. Burns        | 783,860,993.30 | 49,977,146.47  | 16,258,074.70 | 130,421,474 |
| Richard J. Harrington  | 835,906,439.91 | 8,562,576.89   | 5,627,197.67  | 130,421,474 |
| William Curt Hunter    | 833,193,194.05 | 11,175,090.00  | 5,727,930.43  | 130,421,474 |
| Robert J. Keegan       | 834,415,329.17 | 10,152,806.90  | 5,528,078.40  | 130,421,474 |
| Robert A. McDonald     | 833,771,128.10 | 10,936,760.25  | 5,388,326.12  | 130,421,474 |
| Charles Prince         | 716,948,827.99 | 127,697,615.36 | 5,449,771.12  | 130,421,474 |
| Ann N. Reese           | 720,766,577.26 | 123,879,103.31 | 5,450,533.90  | 130,421,474 |
| Sara Martinez Tucker   | 831,054,967.13 | 13,762,611.90  | 5,278,635.44  | 130,421,474 |
| Mary Agnes Wilderotter | 813,175,924.49 | 31,699,817.86  | 5,220,472.13  | 130,421,474 |

2. Ratification of selection of PricewaterhouseCoopers LLP as Registrant's independent registered public accounting firm for 2014. The selection of PricewaterhouseCoopers LLP was ratified.

| For            | Against       | Abstain      | Non Votes |
|----------------|---------------|--------------|-----------|
| 963,961,943.06 | 11,048,281.17 | 5,507,464.24 | 0         |

3. Approval, on an advisory basis, of the 2013 compensation of Registrant's Named Executive Officers, as disclosed in Registrant's 2014 Proxy Statement. The 2013 compensation of Registrant's Named Executive Officers, as disclosed in Registrant's 2014 Proxy Statement, was approved on an advisory basis.

| For            | Against       | Abstain      | Non Votes   |
|----------------|---------------|--------------|-------------|
| 806,681,503.49 | 37,231,797.67 | 6,182,913.31 | 130,421,474 |

(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 22, 2014