



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

March 5, 2020

Louis J. Pastor  
Executive Vice President & General Counsel  
Xerox Holdings Corporation  
201 Merritt 7  
Norwalk, CT 06851-1056

**Re: Xerox Holdings Corporation  
Form 8-K  
Exhibit Nos. 10.1- Amendment 1, dated as of November 5, 2019, to that certain  
Technology Agreement, dated as of April 1, 2006, by and between  
Fuji Xerox Co., Ltd. and Xerox Corporation  
10.2- Amendment 1, dated as of November 5, 2019, to that certain  
Master Program Agreement, dated as of September 9, 2013, by  
and between Fuji Xerox Co., Ltd. and Xerox Corporation  
Filed November 5, 2019  
File No. 001-39013**

Dear Mr. Pastor:

We have concluded our assessment of your redacted exhibits for compliance with applicable form requirements and will process your supplemental response and related materials in accordance with your request.

Sincerely,

Division of Corporation Finance