

HIGH RIVER LIMITED PARTNERSHIP  
 Form 4  
 May 15, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 ICAHN CARL C  
  
 (Last) (First) (Middle)  
 C/O ICAHN ASSOCIATES  
 HOLDING LLC, 767 FIFTH AVE.,  
 SUITE 4700

2. Issuer Name and Ticker or Trading Symbol  
 XEROX CORP [XRX]

5. Relationship of Reporting Person(s) to Issuer  
  
 (Check all applicable)

\_\_\_\_ Director  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below)  Other (specify below)  
 Former Member of 10% group

(Street)  
  
 NEW YORK, NY 10153

3. Date of Earliest Transaction (Month/Day/Year)  
 05/13/2018

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Security Bene Own Follo Repo Trans (Instr		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

ICAHN CARL C  
C/O ICAHN ASSOCIATES HOLDING LLC  
767 FIFTH AVE., SUITE 4700  
NEW YORK, NY 10153

Former Member of 10% group

HIGH RIVER LIMITED PARTNERSHIP  
445 HAMILTON AVENUE  
SUITE 1210  
WHITE PLAINS, NY 10601

X

ICAHN PARTNERS LP  
445 HAMILTON AVENUE  
SUITE 1210  
WHITE PLAINS, NY 10601

X

ICAHN PARTNERS MASTER FUND LP  
445 HAMILTON AVENUE  
SUITE 1210  
WHITE PLAINS, NY 10601

X

## Signatures

Carl C. Icahn 05/15/2018

\*\*Signature of Reporting Person

Date

High River Limited  
Partnership

05/15/2018

\*\*Signature of Reporting Person

Date

Icahn Partners LP

05/15/2018

\*\*Signature of Reporting Person

Date

Icahn Partners Master  
Fund LP

05/15/2018

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

### Remarks:

On May 13, 2018, Carl C. Icahn and the reporting persons controlled by him (collectively, the "Reporting Persons") terminated

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.