

XEROX CORP  
Form SD  
May 29, 2014

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

**FORM SD**

**SPECIALIZED DISCLOSURE REPORT**

**XEROX CORPORATION**

**(Exact name of registrant as specified in its charter)**

**New York**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-04471**  
**(Commission**  
  
**File Number)**  
**P. O. Box 4505**  
  
**45 Glover Avenue**  
  
**Norwalk, Connecticut**

**16-0468020**  
**(IRS Employer**  
  
**Identification No.)**

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**06856-4505**

**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 to indicate the rule pursuant to which this form is being filed and provide the period to which the information in this form applies:

- Rule 13p-1 under the Securities Exchange Act (17 CFR 240.13p-1) for the reporting period from January 1 to December 31, 2013.

**ITEM 1.01 Conflicts Minerals Disclosure**

This Form SD and the Conflict Minerals Report, filed as Exhibit 1.02 hereto, are publicly available on our website at [www.xerox.com](http://www.xerox.com) and under Chairman's Message - Conducting business with integrity at [www.xerox.com/about-xerox/citizenship/miss-enus.html](http://www.xerox.com/about-xerox/citizenship/miss-enus.html) as well as the SEC's EDGAR database at [www.sec.gov](http://www.sec.gov). The content of any website referred to in this Form SD is included for general information only and is not incorporated by reference in this Form SD.

**ITEM 1.02 Exhibit**

See Exhibit 1.02 to this specialized disclosure report, incorporated herein by reference.

**ITEM 2.01 Exhibits**

Exhibit 1.02 - Conflict Minerals Report as required by Items 1.01 and 1.02 of this Form.

**Forward Looking Statements**

This Specialized Disclosure Report on Form SD and any exhibits to this Form SD contain 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 us, 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: changes in economic conditions, political conditions, trade protection measures, licensing requirements and tax matters in the United States and in the foreign countries in which we do business; changes in foreign currency exchange rates; actions of competitors; our ability to obtain adequate pricing for our products and services and to maintain and improve cost efficiency of operations, including savings from restructuring actions and the relocation of our service delivery centers; the risk that multi-year contracts with governmental entities could be terminated prior to the end of the contract term; the risk in the hiring and retention of qualified personnel; the risk that unexpected costs will be incurred; the risk that subcontractors, software vendors and utility and network providers will not perform in a timely, quality manner; our ability to recover capital investments; the risk that our Services business could be adversely affected if we are unsuccessful in managing the start-up of new contracts; development of new products and services; our ability to protect our intellectual property rights; our ability to expand equipment placements; the risk that individually identifiable information of customers, clients and employees could be inadvertently disclosed or disclosed as a result of a breach of our security; service interruptions; interest rates, cost of borrowing and access to credit markets; reliance on third parties, including subcontractors, for manufacturing of products and provision of services; our ability to drive the expanded use of color in printing and copying; the outcome of litigation and regulatory proceedings to which we may be a party; 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 Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 and our 2013 Annual Report on Form 10-K 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.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned duly authorized.

Date: May 28, 2014

XEROX CORPORATION

By: */s/ Hervé Tessler*  
Hervé Tessler  
Senior Vice President