XEROX CORP Form 8-K April 28, 2008

## 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): April 28, 2008

# **XEROX CORPORATION**

 $(Exact\ name\ of\ registrant\ as\ specified\ in\ its\ charter)$ 

New York (State or other jurisdiction

001-04471 (Commission File Number) 16-0468020 (IRS Employer

**Identification No.)** 

of incorporation)

P. O. Box 4505

**45 Glover Avenue** 

Norwalk, Connecticut

06856-4505

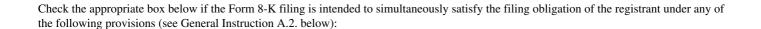
### Edgar Filing: XEROX CORP - Form 8-K

(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)



- " 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))

### Edgar Filing: XEROX CORP - Form 8-K

#### Item 8.01. Other Events.

On April 28, 2008, Registrant closed a \$1 billion offering of 6.35% Senior Notes due 2018 and a \$400 million offering of 5.65% Senior Notes due 2013.

#### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

5 Opinion of Cravath, Swaine & Moore LLP relating to Registrant s 6.35% Senior Notes due 2018 and 5.65% Senior

Notes due 2013.

# Edgar Filing: XEROX CORP - Form 8-K

#### **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.

Date: April 28, 2008

### XEROX CORPORATION

By: /s/ RHONDA L. SEEGAL Rhonda L. Seegal

Vice President and Treasurer

#### **EXHIBIT INDEX**

Exhibit No.

5

**Description**Opinion of Cravath, Swaine & Moore LLP relating to Registrant s 6.35% Senior Notes due 2018 and 5.65% Senior Notes due 2013.