

XEROX CORP  
Form FWP  
March 08, 2012

Issuer Free Writing Prospectus

Dated March 8, 2012

Filed Pursuant to Rule 433

Registration Statement No. 333-166431

Xerox Corporation

Pricing Term Sheet and Information Supplement

|                              |  |  |
|------------------------------|--|--|
| Issuer:                      | Xerox Corporation  | Xerox Corporation  |
| Security Description:        | Floating Rate Senior Notes   | Senior Notes   |
| Distribution:                | SEC Registered   | SEC Registered   |
| Size:                        | \$600,000,000  | \$500,000,000  |
| Coupon:                      | LIBOR + 140 bps  | 2.950%   |
| Maturity:                    | September 13, 2013   | March 15, 2017   |
| Offering Price:              | 100.000%   | 99.875%  |
| Yield to Maturity:           | N/A  | 2.977%   |
| Spread to Benchmark:         | LIBOR + 140 bps  | T+ 210 bps   |
| Benchmark:                   | 3 month LIBOR  | 0.875% due February 28, 2017   |
| Ratings:                     | Baa2 / BBB- / BBB  | Baa2 / BBB- / BBB  |
| Interest Payment Dates:      | March 13, June 13, September 13 and<br>December 13   | March 15 and September 15  |
| Beginning:                   | June 13, 2012  | September 15, 2012   |
| Record Dates:                | March 1, June 1, September 1 and<br>December 1 preceding relevant Interest<br>Payment Date   | March 1 and September 1 preceding relevant<br>Interest Payment Date  |
| Make-Whole Call:             | None   | T + 35 bps   |
| Trade Date:                  | March 8, 2012  | March 8, 2012  |
| Settlement Date:             | March 15, 2012 (T+ 5)  | March 15, 2012 (T+ 5)  |
| CUSIP:                       | 984121 CE1   | 984121 CF8   |
| Joint Book-Running Managers: | BNP Paribas Securities Corp.<br><br>Citigroup Global Markets Inc.<br><br>J.P. Morgan Securities LLC<br><br>Merrill Lynch, Pierce, Fenner &<br><br>Smith Incorporated<br>Credit Suisse Securities (USA) LLC<br><br>Goldman, Sachs & Co.<br><br>HSBC Securities (USA) Inc.<br><br>Lloyds Securities Inc. | BNP Paribas Securities Corp.<br><br>Citigroup Global Markets Inc.<br><br>J.P. Morgan Securities LLC<br><br>Merrill Lynch, Pierce, Fenner &<br><br>Smith Incorporated<br>Credit Suisse Securities (USA) LLC<br><br>Goldman, Sachs & Co.<br><br>HSBC Securities (USA) Inc.<br><br>Lloyds Securities Inc. |

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Mizuho Securities USA Inc.

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UBS Securities LLC

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Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.

### **Underwriting**

This information updates and supersedes the information in our Preliminary Prospectus Supplement, Subject to Completion dated March 8, 2012 (To Prospectus Dated April 30, 2010).

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling BNP Paribas Securities Corp. toll free at 800-854-5674, Citigroup Global Markets Inc. toll free at 877-858-5407, J.P. Morgan Securities LLC collect at 212-834-4533 or Merrill Lynch, Pierce, Fenner & Smith Incorporated toll free at 800-294-1322.