

XEROX CORP  
Form 8-K  
June 26, 2003

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**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):

**June 25, 2003**

**XEROX CORPORATION**

(Exact name of registrant as specified in its charter)

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

**1-4471**  
(Commission File Number)

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

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**800 Long Ridge Road**

**P. O. Box 1600**

**Stamford, Connecticut 06904-1600**

(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)

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Item 5. Other Events

The Registrant is filing this Current Report on Form 8-K to file the legal opinions required by Item 601(b)(5) of Regulation S-K in connection with the Registrant's offering and sale of 9.2 million shares of 6.25% Series C Mandatory Convertible Preferred Stock, 46 million shares of Common Stock and \$700 million of 7-1/8% Senior Notes due 2010 and \$550 million 7-5/8% Senior Notes due 2013, each of which closed on June 25, 2003.

Item 7. Financial Statements, Pro Form Financial Information and Exhibits

<u>Exhibit No</u>	<u>Description</u>
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP relating to the 6.25% Series C Mandatory Convertible Preferred Stock
5.2	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP relating to the Common Stock
5.3	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP relating to the 7-1/8% Senior Notes due 2010 and the 7-5/8% Senior Notes due 2013

**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.

XEROX CORPORATION

/s/ MARTIN S. WAGNER

By:

Martin S. Wagner

Assistant Secretary

Date: June 25, 2003

Exhibit Index

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