

UNITED STATES  
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) October 23, 2009

UNISYS CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

1-8729

38-0387840

(State or Other  
Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

Unisys Way  
Blue Bell, Pennsylvania 19424

(Address of Principal Executive Offices) (Zip Code)

(215) 986-4011

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- \ \ 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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On October 23, 2009, Unisys Corporation (the "Company") filed a Certificate of Amendment to the Company's Restated Certificate of Incorporation with the Secretary of State of Delaware, which became effective at 11:59 p.m., Eastern Time, on that date. The Certificate of Amendment effected the previously approved reverse stock split of the Company's issued and outstanding common stock at a ratio of one-for-ten (the "Reverse Stock Split").

As a result of the amendment to the Company's Restated Certificate of Incorporation, the Company's authorized share capital was reduced to 112,000,000 shares, consisting of (1) 72,000,000 shares of common stock, par value \$.01 per share, and (2) 40,000,000 shares of preferred stock, par value \$1 per share. As a result of the Reverse Stock Split, the number of outstanding shares of common stock was reduced to approximately 42.3 million. The new CUSIP number for the Company's common stock is 909214306.

A copy of the Certificate of Amendment as filed with the Secretary of State of

Delaware is filed as Exhibit 3.1 to this report. On October 23, 2009, the Company issued a news release announcing the Reverse Stock Split. The news release is filed as Exhibit 99.1 to this report.

Item 8.01. Other Events.

The Company currently has on file with the Securities and Exchange Commission (a) one registration statement on Form S-3 that relates to the resale from time to time by selling stockholders of shares of common stock issued by the Company on July 31, 2009 in private offers to exchange certain of the Company's senior notes for a combination of new secured notes, shares of common stock and cash and (b) ten registration statements on Form S-8 that register shares offered pursuant to awards under incentive compensation plans and pursuant to savings and employee stock purchase plans, as follows:

1. Registration Statement No. 333-161905 on Form S-3.
2. Registration Statement No. 333-51887 on Form S-8.
3. Registration Statement No. 333-87409 on Form S-8.
4. Registration Statement No. 333-40012 on Form S-8.
5. Registration Statement No. 333-56036 on Form S-8.
6. Registration Statement No. 333-103324 on Form S-8.
7. Registration Statement No. 333-107338 on Form S-8.
8. Registration Statement No. 333-114718 on Form S-8.
9. Registration Statement No. 333-145429 on Form S-8.
10. Registration Statement No. 333-155733 on Form S-8.
11. Registration Statement No. 333-156569 on Form S-8.

This report is automatically incorporated by reference into each of the registration statements listed above, thereby amending each of them. Pursuant to Rule 416(b) under the Securities Act of 1933, as amended, the amount of undistributed shares of common stock deemed to be covered by each of such registration statements is proportionately reduced to give effect to the Reverse Stock Split.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibits are being filed herewith:

- 3.1 Certificate of Amendment, dated October 23, 2009, to the Restated Certificate of Incorporation of Unisys Corporation filed with the Secretary of State of Delaware on October 23, 2009.
- 99.1 News Release, dated October 23, 2009, of Unisys Corporation.

SIGNATURE

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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 hereunto duly authorized.

UNISYS CORPORATION

Date: October 27, 2009

By: /s/ Nancy Straus Sundheim

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Nancy Straus Sundheim  
Senior Vice President,  
General Counsel and  
Secretary

EXHIBIT INDEX

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Exhibit  
No.  
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3.1 Certificate of Amendment, dated October 23, 2009, to the Restated Certificate of Incorporation of Unisys Corporation filed with the Secretary of State of Delaware on October 23, 2009.

99.1 News Release, dated October 23, 2009, of Unisys Corporation.

CERTIFICATE OF AMENDMENT  
OF THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
UNISYS CORPORATION

UNISYS CORPORATION, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: The name of the corporation is Unisys Corporation.

SECOND: Section 1 of Article FOURTH of the Corporation's Restated Certificate of Incorporation is hereby amended to read in its entirety as set forth below:

"ARTICLE IV

Section 1. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 112,000,000 shares, divided into two classes consisting of 72,000,000 shares of Common Stock, par value \$.01 per share ("Common Stock"), and 40,000,000 shares of Preferred Stock, par value \$1 per share ("Preferred Stock"). The Board of Directors shall have authority by resolution to issue the shares of Preferred Stock from time to time on such terms as it may determine and to divide the Preferred Stock into one or more series and, in connection with the creation of any such series, to determine and fix by the resolution or resolutions providing for the issuance of shares thereof:

A. the distinctive designation of such series, the number of shares which shall constitute such series, which number may be increased or decreased (but not below the number of shares then outstanding) from time to time by action of the Board of Directors, and the stated value thereof, if different from the par value thereof;

B. the dividend rate, the times of payment of dividends on the shares of such series, whether dividends shall be cumulative, and, if so, from what date or dates, and the preference or relation which such dividends will bear to the dividends payable on any shares of stock of any other class or any other series of this class;

C. the price or prices at which, and the terms and conditions on which, the shares of such series may be redeemed;

D. whether or not the shares of such series shall be entitled to the benefit of a retirement or sinking fund to be applied to the purchase or redemption of such shares and, if so entitled, the amount of such fund and the terms and provisions related to the operation thereof;

E. whether or not the shares of such series shall be convertible into, or exchangeable for, any other shares of stock of the Corporation or any other securities and, if so convertible or exchangeable, the conversion price or prices, or the rates of exchange, and any adjustments thereof, at which such conversion or exchange may be made, and any other terms and conditions of such conversion or exchange;

F. the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up or upon any distribution of the assets, of the Corporation;

G. whether or not the shares of such series shall have priority over or parity with or be junior to the shares of any other class or series in any respect, or shall be entitled to the benefit of limitations restricting (i) the creation of indebtedness of the Corporation, (ii) the issuance of shares of any other class or series having priority over or being on a parity with the shares of such series in any respect, or (iii) the payment of dividends on, the making of other distributions in respect of, or the purchase or redemption of shares of any other class or series on parity with or ranking junior to the shares of such series as to dividends or assets, and the terms of any such restrictions, or any other restriction with respect to shares of any other class or series on parity with or ranking junior to the shares of such series in any respect;

H. whether such series shall have the voting rights, in addition to any voting rights provided by law and, if so, the terms of such voting rights, which may be general or limited; and

I. any other powers, preferences, privileges, and relative participating, optional, or other special rights of such series, and the qualifications, limitations or restrictions thereof, to the full extent now or hereafter permitted by law.

The powers, preferences and relative participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. All shares of any one series of Preferred Stock shall be identical in all respects with all other shares of such series, except that shares of any one series issued at different times may differ as to the dates from which dividends thereon shall be cumulative.

Upon the filing and effectiveness (the "Effective Time") of this amendment to the Restated Certificate of Incorporation of the Corporation pursuant to the General Corporation Law of the State of Delaware, each ten (10) shares of the Corporation's Common Stock, par value \$.01 per share, issued and outstanding immediately prior to the Effective Time shall automatically be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock without any further action by the Corporation or the holder thereof, subject to the treatment of fractional share interests as described below (such combination, the "Reverse Stock Split"). No fractional shares of Common Stock shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall be entitled to receive cash (without interest) from the Corporation's transfer agent in lieu of such fractional shares in an amount equal to the proceeds attributable to the sale of such fractional shares following the aggregation and sale by the Corporation's transfer agent of all fractional shares otherwise issuable. Stockholders who hold certificates that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates") shall be entitled to receive such cash payment in lieu of fractional shares upon receipt by the Corporation's transfer agent of the stockholders' properly completed and duly executed transmittal letter and the surrender of the stockholder's Old Certificates. After the Effective Time, each Old Certificate that has not been surrendered shall represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above."

THIRD: The foregoing amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: The foregoing amendment shall be effective as of 11:59 p.m., Eastern time, on the date of filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly executed as of the 23rd day of October, 2009.

UNISYS CORPORATION

By: /s/ Nancy Straus Sundheim

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Name: Nancy Straus Sundheim  
Title: Senior Vice President,  
General Counsel and  
Secretary

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UNISYS ANNOUNCES COMMON STOCK WILL BEGIN TRADING ON ADJUSTED BASIS ON  
OCTOBER 26 FOLLOWING ONE-FOR-TEN REVERSE STOCK SPLIT

BLUE BELL, Pa., October 23, 2009 - Unisys Corporation (NYSE: UIS) today announced that the previously announced one-for-ten reverse split of its common stock will become effective as of 11:59 p.m. tonight and that Unisys shares will trade on a post-split basis beginning on Monday, October 26, 2009 when the market opens. The new CUSIP number for the company's common stock will be 909214306.

The reverse stock split will automatically combine every ten shares of Unisys common stock into one share of common stock. As of today, there were approximately 423 million shares of Unisys common stock outstanding. After giving effect to the reverse stock split, there will be approximately 42.3 million shares outstanding. No fractional shares will be issued in connection with the reverse stock split. Instead, the company's transfer agent will aggregate all of the fractional shares that otherwise would have been issued as a result of the reverse stock split and sell those shares. Stockholders who would otherwise hold a fractional share of the company's common stock will receive a cash payment in lieu of such fractional share equal to their pro rata share of the proceeds received by the transfer agent.

Instructions and a letter of transmittal relating to the reverse stock split will be mailed to holders of certificates representing pre-split common stock.

ABOUT UNISYS

Unisys is a worldwide information technology company. We provide a portfolio of IT services, software, and technology that solves critical problems for clients. We specialize in helping clients secure their operations, increase the efficiency and utilization of their data centers, enhance support to their end users and constituents, and modernize their enterprise applications. To provide these services and solutions, we bring together offerings and capabilities in outsourcing services, systems integration and consulting services, infrastructure services, maintenance services, and high-end server technology. With more than 26,000 employees, Unisys serves commercial organizations and government agencies throughout the world. For more information, visit [www.unisys.com](http://www.unisys.com).

FORWARD-LOOKING STATEMENTS

Any statements contained in this release that are not historical facts are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, any statements of the company's plans, strategies or objectives for future operations; statements regarding future economic conditions or performance; and any statements of belief or expectation. All forward-looking statements rely on assumptions and are subject to various risks and uncertainties that could cause actual results to differ materially from expectations. Risks and uncertainties that could affect the company's future results include the company's ability to refinance its debt; the economic and business environment; the company's ability to access external credit markets; the company's significant pension obligations; the success of the company's turnaround program; aggressive competition in the information services and technology marketplace; volatility and rapid technological change in the company's industry; the company's ability to retain significant clients; the company's ability to grow outsourcing; the company's ability to drive profitable growth in consulting and systems integration; market demand for the company's high-end enterprise servers and maintenance on those servers; the risk that the company's contracts may not be as profitable as expected or provide the expected level of revenues and that contracts with U.S. governmental agencies may be subject to audits, criminal penalties, sanctions and other expenses and fines; the risk that the company may face damage to its reputation or legal liability if its clients are not satisfied with its services or products; the performance and capabilities of

third parties with whom the company has commercial relationships; the risks of doing business internationally; the business and financial risk in implementing future dispositions or acquisitions; the potential for infringement claims to be asserted against the company or its clients and the possibility that pending litigation could affect the company's results of operations or cash flow. Additional discussion of these and other factors that could affect the company's future results is contained in its periodic filings with the Securities and Exchange Commission. Unisys assumes no obligation to update any forward-looking statements.

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RELEASE NO.: 1023/9027

Unisys is a registered trademark of Unisys Corporation. All other brands and products referenced herein are acknowledged to be trademarks or registered trademarks of their respective holders.