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UNISYS CORP
Form 8-K
April 28, 2011

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) April 27, 2011

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))

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Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) The Company's 2011 annual meeting of stockholders (the "Annual Meeting") was held on April 27, 2011.

(b) The following matters were voted upon at the Annual Meeting and received the following votes:

(1) Election of Directors as follows:

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|---------------------|------------|---------------|-------------|------------------|
| J. Edward Coleman | 29,587,084 | 775,574 | 117,617 | 7,858,264 |
| James J. Duderstadt | 26,619,848 | 3,716,784 | 143,643 | 7,858,264 |
| Henry C. Duques | 26,627,322 | 3,707,838 | 145,115 | 7,858,264 |
| Matthew J. Espe | 28,931,843 | 1,403,225 | 145,207 | 7,858,264 |
| Denise K. Fletcher | 29,770,496 | 563,789 | 145,990 | 7,858,264 |
| Leslie F. Kenne | 29,818,633 | 512,648 | 148,994 | 7,858,264 |
| Charles B. McQuade | 26,740,570 | 3,593,773 | 145,932 | 7,858,264 |
| Paul E. Weaver | 26,707,182 | 3,616,802 | 156,291 | 7,858,264 |

(2) A proposal to ratify the selection of KPMG LLP as the company's independent registered public accounting firm for 2011 - 37,784,606 votes for; 470,170 votes against; 83,763 abstentions.

(3) A proposal to approve an amendment to the Company's Restated Certificate of Incorporation to increase the number of authorized shares of the Company's common stock from 72,000,000 to 100,000,000 - 29,111,642 votes for; 9,116,946 votes against; 109,951 abstentions.

(4) An advisory vote on executive compensation - 21,814,041, votes for; 8,487,527 votes against; 178,707 abstentions; 7,858,264 broker non-votes.

(5) An advisory vote on the frequency of holding an advisory vote on executive compensation - 27,719,543 votes for one year; 129,665 votes for two years; 2,480,547 votes for three years; 150,520 abstentions; 7,858,264 broker non-votes.

(d) In light of the vote referred to in (b) (5) above, the Company expects to include an advisory vote on executive compensation in its proxy materials every year until the next advisory vote on frequency, which will be no later than the Company's 2017 Annual Meeting.

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Item 8.01. Other Events

At the Annual Meeting on April 27, 2011, the Company's stockholders approved an amendment (which was described in the Company's proxy statement for the Annual Meeting) to the Company's Restated Certificate of Incorporation to increase the number of authorized shares of the Company's common stock from 72,000,000 to 100,000,000. Accordingly, on April 27, 2011, the Company filed a Certificate of Amendment so amending the Company's Restated Certificate of Incorporation with the Secretary of State of the State of Delaware. A copy of this Certificate of Amendment is filed as Exhibit 3.1 to this report.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is being filed herewith:

- 3.1 Certificate of Amendment to Restated Certificate of Incorporation of Unisys Corporation filed with the Secretary of State of the State of Delaware on April 27, 2011.

SIGNATURE

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: April 28, 2011

By: /s/ Nancy Straus Sundheim

Nancy Straus Sundheim
Senior Vice President,
General Counsel and
Secretary

EXHIBIT INDEX

Exhibit

No.

- 3.1 Certificate of Amendment to Restated Certificate of Incorporation of Unisys Corporation, filed with the Secretary of State of the State of Delaware on April 27, 2011.