
**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 7, 2017

UNISYS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

1-8729

38-0387840

(State or other jurisdiction of
incorporation or organization)

(Commission File Number)

(I.R.S. Employer
Identification No.)

**801 Lakeview Drive, Suite 100
Blue Bell, Pennsylvania 19422**

(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 7.01 Regulation FD Disclosure.

On April 7, 2017, Unisys Corporation issued a news release announcing the pricing of \$440 million aggregate principal amount of 10.75% Senior Secured Notes due 2022 (the “Notes”) in a private offering. A copy of the news release is attached hereto as Exhibit 99.1 to this Current Report.

The Notes have not been and will not be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements of the Securities Act or the securities laws of any other jurisdiction. Accordingly, the Notes are expected to be eligible for resale in the United States only to qualified institutional buyers and outside the United States to non-U.S. persons in compliance with Regulation S. This announcement shall not constitute an offer to sell or a solicitation of an offer to buy any of these securities nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The information in this Current Report, including the Exhibit attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information contained herein and in the accompanying Exhibit shall not be incorporated by reference into any registration statement or other document filed with the Securities and Exchange Commission by the Company, whether before or after the date hereof, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing

Item 9.01 Financial Statements and Exhibits.

The following exhibit is being furnished herewith:

[99.1](#) Press release, dated April 7, 2017, of Unisys Corporation.

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 7, 2017

By: /s/ Inder M. Singh

Inder M. Singh

Senior Vice President and Chief Financial Officer

News Release

Unisys Announces Pricing of \$440 Million Private Offering of Senior Secured Notes

BLUE BELL, Pa., April 7, 2017 - Unisys Corporation (NYSE: UIS) (“Unisys”) announced today the pricing of \$440 million aggregate principal amount of Senior Secured Notes due 2022 (the “notes”) through a private offering to qualified institutional buyers pursuant to Rule 144A and to certain persons outside of the United States pursuant to Regulation S, each under the Securities Act of 1933, as amended (the “Securities Act”). The sale of the notes is expected to close on April 17, 2017, subject to customary closing conditions.

The notes will initially be fully and unconditionally guaranteed on a senior secured basis by each of the material domestic subsidiaries of Unisys, which are Unisys Holding Corporation, Unisys AP Investment Company I and Unisys NPL, Inc., each a Delaware corporation (the “subsidiary guarantors”). In the future, the notes will be guaranteed by each material domestic subsidiary and each restricted subsidiary that guarantees the senior secured revolving credit facility and other indebtedness of Unisys or another subsidiary guarantor. The notes and the guarantees will rank equally in right of payment with all of the existing and future senior debt of Unisys and its subsidiary guarantors and senior in right of payment to any future subordinated debt of Unisys and its subsidiary guarantors. The notes and the guarantees will be structurally subordinated to all existing and future liabilities (including preferred stock, trade payables and pension liabilities) of its subsidiaries that are not subsidiary guarantors.

The notes will be Unisys’ senior secured obligations. The notes will bear interest at a rate of 10.75% per year until maturity, payable semiannually in arrears on April 15 and October 15 of each year, beginning on October 15, 2017.

Unisys intends to use the net proceeds from the offering of the notes: (i) to redeem its outstanding 6.25% Senior Notes due 2017 in full, including accrued and unpaid interest thereon, the required call premium and other fees and expenses related to such repayment and (ii) for general corporate purposes, which may include funding cost reduction and savings initiatives, obligations under its defined benefit plans and investments in next-generation services and technologies.

The notes have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements of the Securities Act or the securities laws of any other jurisdiction.

This press release is neither an offer to sell nor a solicitation of an offer to buy any of these securities nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

About Unisys

Unisys is a global information technology company that specializes in providing industry-focused solutions integrated with leading-edge security to clients in the government, financial services and commercial markets. Unisys offerings include security solutions, advanced data analytics, cloud and infrastructure services, application services and application and server software.

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, statements regarding the completion by Unisys of the offering, and the anticipated use of proceeds by Unisys. These forward-looking statements are based on current assumptions, expectations and beliefs of Unisys and involve substantial risks and uncertainties that may cause actual results and the timing of events to materially differ from those expressed or implied by these forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, risks related to market and other general economic conditions, the ability of Unisys to meet the closing conditions required for the consummation of the offering and other risks detailed in filings Unisys makes with the SEC from time to time, including under the heading "Risk Factors" in Unisys' Annual Report on Form 10-K for the fiscal year ended December 31, 2016. Unisys assumes no obligation to update any forward-looking statements.

Contacts:

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