SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

				()		. ,				
1. Name and Addre	1 0	Person [*]		er Name and Ticke		ymbol		ationship of Reportin all applicable) Director	•	ssuer Owner
(Last) 875 THIRD AV 16TH FLOOR	(First) (ENUE	(Middle)	3. Date 02/12/	of Earliest Transac /2021	ction (Month/E	9ay/Year)	х	Officer (give title below) SVP a	Other below and CFO	(specify /)
(Street) NEW YORK	NY	10022	4. If An	nendment, Date of (Original Filed	(Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicab Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)								
	(First) (Middle) IRD AVENUE LOOR ORK NY 10022 (State) (Zip) Table I - Non- Security (Instr. 3)		-Derivative S	ecurities Acqu	uired, Disp	osed of, or Benefi	cially	Owned		
1. Title of Security	/ (Instr. 3)		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A Disposed Of (D) (Instr. 3, 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership

	(Month/Day/rear)	(Month/Day/Year)	8)		3)			Owned Following Reported	(I) (Instr. 4)	Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(instr. 4)
Common Stock	02/12/2021		М		2,700	A	\$ <mark>0</mark>	27,813	D	
Common Stock	02/12/2021		F		782	D	\$26.3	27,031	D	
Common Stock	02/12/2021		М		3,742	A	\$0	30,773	D	
Common Stock	02/12/2021		F		1,244	D	\$26.3	29,529	D	
Common Stock	02/12/2021		М		2,093	A	\$0	31,622	D	
Common Stock	02/12/2021		F		606	D	\$26.3	31,016	D	
Common Stock	02/12/2021		М		2,016	A	\$0	33,032	D	
Common Stock	02/12/2021		F		570	D	\$26.3	32,462	D	
Common Stock								4,197.26	I	By USP trust

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deri Sec Acq (A) (Disp of (I	oosed D) tr. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	02/12/2021		М			2,700	(2)	(2)	Common Stock	2,700	\$0	0	D	
Restricted Stock Units	(3)	02/12/2021		М			2,700	(4)	(4)	Common Stock	3,742	\$0	0	D	
Restricted Stock Units	(5)	02/12/2021		М			2,093	(6)	(6)	Common Stock	2,093	\$0	2,093	D	
Restricted Stock Units	(7)	02/12/2021		М			2,093	(8)	(8)	Common Stock	2,016	\$0	0	D	

Explanation of Responses:

1. Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.

2. Time-based restricted stock units ("TB-RSUs") granted on February 12, 2018 under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The TB-RSUs vest in three equal installments on February 12, 2019, 2020 and 2021, respectively (or is such date does not fall on a trading day, the immediately preceding trading day).

3. Each restricted stock unit represents a contingent right to receive 1.3858 shares of Unisys Corporation common stock.

4. Performance-based restricted stock units ("PB-RSUs") granted on February 12, 2018 under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are eligible to be earned in equal annual amounts over a three year period based on Unisys Corporation's relative total shareholder return compared to the Russell 2000 Index from January 1, 2018 through December 31, 2018, 2019 and 2020, respectively, and then such PB-RSUs vest on the later of February 12, 2019, 2020 and 2021, respectively (or is such date does not fall on a trading day, the immediately preceding trading day), and the date on which the Board of Directors verifies the vesting of the applicable tranche of the PB-RSU grant to Unisys Corporation's Chief Executive Officer. This report only relates to the PB-RSUs the reporting person earned during the 2020 performance period. All shares resulting from such earned PB-RSUs vested on February 12, 2021.

5. Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.

6. Time-based restricted stock units ("TB-RSUs") granted on February 15, 2019 under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The TB-RSUs vest in three equal installments on February 15, 2020, 2021 and 2022, respectively (or if such date does not fall on a trading day, the immediately preceding trading day).

7. Each restricted stock unit represents a contingent right to receive 0.9632 shares of Unisys Corporation common stock.

8. Performance-based restricted stock unit ("PB-RSUs") granted on February 15, 2019 under the Unisys Corporation 2016 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are eligible to be earned in equal annual amounts over a three year period based on Unisys Corporation's relative total shareholder return compared to the Russell 2000 Index from January 1, 2019 through December 31, 2019, 2020 and 2021, respectively, and then such PB-RSUs vest on the later of February 15, 2020, 2021 and 2022, respectively (or is such date does not fall on a trading day, the immediately preceding trading day), and the date on which the Board of Directors verifies the vesting of the applicable tranche of the PB-RSUs grant to Unisys Corporation's Chief Executive Officer. This report only relates to the PB-RSUs the reporting person earned during the 2020 performance period. All shares resulting from such earned PB-RSUs vested on February 12, 2021.

John M. Armbruster, attorney-02/17/2021

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** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 \ast If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.