UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2014

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________.

Commission file number 1-8729

UNISYS CORPORATION
(Exact name of registrant as specified in its charter)

Delaware **(State or other jurisdiction of incorporation or organization)**	**38-0387840** **(I.R.S. Employer Identification No.)**
801 Lakeview Drive, Suite 100 **Blue Bell, Pennsylvania** **(Address of principal executive offices)**	**19422** **(Zip Code)**

Registrant's telephone number, including area code: (215) 986-4011

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ☒ NO ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ☒ NO ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer	☒	Accelerated Filer	☐
Non-Accelerated Filer	☐ (Do not check if a smaller reporting company)	Smaller Reporting Company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

Number of shares of Common Stock outstanding as of September 30, 2014: 49,927,307.

Part I - FINANCIAL INFORMATION
Item 1. Financial Statements.

UNISYS CORPORATION
CONSOLIDATED BALANCE SHEETS (Unaudited)
(Millions)

	September 30, 2014	December 31, 2013
Assets		
Current assets		
Cash and cash equivalents	$ 476.5	$ 639.8
Accounts and notes receivable, net	570.2	683.1
Inventories:		
Parts and finished equipment	35.4	32.8
Work in process and materials	24.7	22.3
Deferred income taxes	16.0	24.1
Prepaid expenses and other current assets	133.9	138.7
Total	1,256.7	1,540.8
Properties	1,095.4	1,095.5
Less-Accumulated depreciation and amortization	921.6	920.8
Properties, net	173.8	174.7
Outsourcing assets, net	114.1	115.5
Marketable software, net	142.6	129.1
Prepaid postretirement assets	126.0	83.7
Deferred income taxes	110.0	112.3
Goodwill	186.6	188.7
Other long-term assets	169.6	165.2
Total	$ 2,279.4	$ 2,510.0
Liabilities and deficit		
Current liabilities		
Current maturities of long-term debt	$ 1.0	$ —
Accounts payable	241.0	246.7
Deferred revenue	319.4	402.4
Other accrued liabilities	351.4	375.7
Total	912.8	1,024.8
Long-term debt	214.1	210.0
Long-term postretirement liabilities	1,457.8	1,697.2
Long-term deferred revenue	109.5	122.7
Other long-term liabilities	106.4	119.2
Commitments and contingencies		
Deficit		
6.25% mandatory convertible preferred stock	—	249.7
Common stock, shares issued:		
2014; 52.3, 2013; 45.1	.5	.4
Accumulated deficit	(1,797.6)	(1,782.5)
Treasury stock, shares at cost:		
2014; 2.4, 2013; 1.1	(93.9)	(62.4)
Paid-in capital	4,488.4	4,227.7
Accumulated other comprehensive loss	(3,167.3)	(3,333.4)
Total Unisys stockholders’ deficit	(569.9)	(700.5)
Noncontrolling interests	48.7	36.6
Total deficit	(521.2)	(663.9)
Total	$ 2,279.4	$ 2,510.0

See notes to consolidated financial statements.

UNISYS CORPORATION
CONSOLIDATED STATEMENTS OF INCOME (Unaudited)
(Millions, except per share data)

	Three Months Ended September 30		Nine Months Ended September 30	
	2014	2013	2014	2013
Revenue				
Services	$763.0	$720.0	$2,166.8	$2,182.7
Technology	119.5	72.1	283.8	277.9
	882.5	792.1	2,450.6	2,460.6
Costs and expenses				
Cost of revenue:				
Services	608.6	580.3	1,801.0	1,797.1
Technology	39.0	40.3	116.5	130.5
	647.6	620.6	1,917.5	1,927.6
Selling, general and administrative	138.0	131.7	410.1	418.8
Research and development	20.3	15.8	50.5	50.6
	805.9	768.1	2,378.1	2,397.0
Operating profit	76.6	24.0	72.5	63.6
Interest expense	2.3	2.4	6.6	7.7
Other income (expense), net	3.3	1.9	(9.0)	11.1
Income before income taxes	77.6	23.5	56.9	67.0
Provision for income taxes	26.4	27.0	62.3	71.1
Consolidated net income (loss)	51.2	(3.5)	(5.4)	(4.1)
Net income attributable to noncontrolling interests	3.4	4.1	9.7	8.9
Net income (loss) attributable to Unisys Corporation	47.8	(7.6)	(15.1)	(13.0)
Preferred stock dividends	—	4.0	2.7	12.1
Net income (loss) attributable to Unisys Corporation common shareholders	$ 47.8	$ (11.6)	$ (17.8)	$ (25.1)
Earnings (loss) per common share attributable to Unisys Corporation				
Basic	$ .95	$ (.26)	$ (.36)	$ (.57)
Diluted	$ .95	$ (.26)	$ (.36)	$ (.57)

See notes to consolidated financial statements.

UNISYS CORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)
(Millions)

	Three Months Ended September 30		Nine Months Ended September 30	
	2014	2013	2014	2013
Consolidated net income (loss)	$ 51.2	$ (3.5)	$ (5.4)	$ (4.1)
Other comprehensive income				
Foreign currency translation	(61.5)	33.5	(19.9)	(41.7)
Postretirement adjustments, net of tax of $11.4 and $10.9 in 2014 and $(7.8) and $5.9 in 2013	132.0	(5.0)	186.9	130.4
Total other comprehensive income	70.5	28.5	167.0	88.7
Comprehensive income	121.7	25.0	161.6	84.6
Less comprehensive income attributable to noncontrolling interests	(1.4)	(4.3)	(10.6)	(9.8)
Comprehensive income attributable to Unisys Corporation	$ 120.3	$ 20.7	$ 151.0	$ 74.8

See notes to consolidated financial statements.

UNISYS CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
(Millions)

	Nine Months Ended September 30	
	2014	2013*
Cash flows from operating activities		
Consolidated net loss	$ (5.4)	$ (4.1)
Add (deduct) items to reconcile consolidated net loss to net cash provided by operating activities:		
Foreign currency transaction losses	7.4	6.5
Employee stock compensation	10.6	10.8
Depreciation and amortization of properties	38.6	35.1
Depreciation and amortization of outsourcing assets	44.5	39.4
Amortization of marketable software	42.5	46.4
Other non-cash operating activities	5.1	—
Disposal of capital assets	1.0	1.4
Gain on sale of business	(.7)	—
Pension contributions	(161.3)	(101.6)
Pension expense	55.5	69.4
Decrease in deferred income taxes, net	15.4	29.4
Decrease in receivables, net	81.2	66.3
Increase in inventories	(6.1)	(5.6)
Decrease in accounts payable and other accrued liabilities	(83.8)	(123.3)
Decrease in other liabilities	(39.1)	(19.0)
Decrease (increase) other assets	7.8	(4.8)
Other	2.7	(.1)
Net cash provided by operating activities	15.9	46.2
Cash flows from investing activities		
Proceeds from investments	4,438.8	3,850.2
Purchases of investments	(4,422.8)	(3,857.8)
Investment in marketable software	(56.1)	(47.3)
Capital additions of properties	(41.9)	(26.1)
Capital additions of outsourcing assets	(45.9)	(29.6)
Other	(1.2)	1.1
Net cash used for investing activities	(129.1)	(109.5)
Cash flows from financing activities		
Common stock repurchases	(29.3)	(11.5)
Dividends paid on preferred stock	(4.0)	(12.1)
Proceeds from exercise of stock options	3.3	4.5
Financing fees	(.6)	—
Net cash used for financing activities	(30.6)	(19.1)
Effect of exchange rate changes on cash and cash equivalents	(19.5)	(17.3)
Decrease in cash and cash equivalents	(163.3)	(99.7)
Cash and cash equivalents, beginning of period	639.8	655.6
Cash and cash equivalents, end of period	$ 476.5	$ 555.9

* Changed to conform to the current-year presentation. See note (l).

See notes to consolidated financial statements.

In the opinion of management, the financial information furnished herein reflects all adjustments necessary for a fair presentation of the financial position, results of operations, comprehensive income and cash flows for the interim periods specified. These adjustments consist only of normal recurring accruals except as disclosed herein. Because of seasonal and other factors, results for interim periods are not necessarily indicative of the results to be expected for the full year.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions about future events. These estimates and assumptions affect the amounts of assets and liabilities reported, disclosures about contingent assets and liabilities and the reported amounts of revenue and expenses. Such estimates include the valuation of accounts receivable, inventories, outsourcing assets, marketable software, goodwill and other long-lived assets, legal contingencies, indemnifications, and assumptions used in the calculation for systems integration projects, income taxes and retirement and other post-employment benefits, among others. These estimates and assumptions are based on management's best estimates and judgment. Management evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors, including the current economic environment, which management believes to be reasonable under the circumstances. Management adjusts such estimates and assumptions when facts and circumstances dictate. As future events and their effects cannot be determined with precision, actual results could differ significantly from these estimates. Changes in those estimates resulting from continuing changes in the economic environment will be reflected in the financial statements in future periods.

The company's accounting policies are set forth in detail in note 1 of the notes to the consolidated financial statements in the company's Annual Report on Form 10-K for the year ended December 31, 2013 filed with the Securities and Exchange Commission. Such Annual Report also contains a discussion of the company's critical accounting policies. The company believes that these critical accounting policies affect its more significant estimates and judgments used in the preparation of the company's consolidated financial statements. There have been no changes in the company's critical accounting policies from those disclosed in the company's Annual Report on Form 10-K for the year ended December 31, 2013.

a. Earnings per Share. The following table shows how earnings per common share attributable to Unisys Corporation was computed for the three and nine months ended September 30, 2014 and 2013 (dollars in millions, shares in thousands):

	Three Months Ended Sept. 30,		Nine Months Ended Sept. 30,	
	2014	2013	2014	2013
Basic Earnings (Loss) Per Common Share				
Net income (loss) attributable to Unisys Corporation common shareholders	$ 47.8	$ (11.6)	$ (17.8)	$ (25.1)
Weighted average shares	50,245	43,811	49,144	43,883
Total	$ .95	$ (.26)	$ (.36)	$ (.57)
Diluted Earnings (Loss) Per Common Share				
Net income (loss) attributable to Unisys Corporation common shareholders	$ 47.8	$ (11.6)	$ (17.8)	$ (25.1)
Add preferred stock dividends	—	—	—	—
Net income (loss) attributable to Unisys Corporation for diluted earnings per share	$ 47.8	$ (11.6)	$ (17.8)	$ (25.1)
Weighted average shares	50,245	43,811	49,144	43,883
Plus incremental shares from assumed conversions				
Employee stock plans	177	—	—	—
Preferred stock	—	—	—	—
Adjusted weighted average shares	50,422	43,811	49,144	43,883
Total	$ .95	$ (.26)	$ (.36)	$ (.57)

In the nine months ended September 30, 2014 and 2013, the following weighted-average number of stock options and restricted stock units were antidilutive and therefore excluded from the computation of diluted earnings per share (in thousands): 3,318 and 3,264, respectively. In the nine months ended September 30, 2014 and 2013, 585 and 6,913 (in thousands) of weighted-average mandatory convertible preferred stock, respectively, were antidilutive and therefore excluded from the computation of diluted earnings per share in both periods.

b. Pension and Postretirement Benefits. Net periodic pension expense for the three and nine months ended September 30, 2014 and 2013 is presented below (in millions of dollars):

	Three Months Ended Sept. 30, 2014			Three Months Ended Sept. 30, 2013		
	Total	U.S. Plans	Int'l. Plans	Total	U.S. Plans	Int'l. Plans
Service cost	$ 2.1	$ —	$ 2.1	$ 2.6	$ —	$ 2.6
Interest cost	91.4	61.6	29.8	82.0	55.3	26.7
Expected return on plan assets	(111.8)	(71.3)	(40.5)	(108.5)	(73.0)	(35.5)
Amortization of prior service (benefit) cost	(1.1)	(.5)	(.6)	(.8)	.2	(1.0)
Recognized net actuarial loss	37.5	27.5	10.0	48.1	35.1	13.0
Net periodic pension expense	$ 18.1	$ 17.3	$ .8	$ 23.4	$ 17.6	$ 5.8

	Nine Months Ended Sept. 30, 2014			Nine Months Ended Sept. 30, 2013		
	Total	U.S. Plans	Int'l. Plans	Total	U.S. Plans	Int'l. Plans
Service cost	$ 6.4	$ —	$ 6.4	$ 7.8	$ —	$ 7.8
Interest cost	276.0	186.3	89.7	244.3	165.1	79.2
Expected return on plan assets	(337.4)	(215.3)	(122.1)	(323.9)	(218.7)	(105.2)
Amortization of prior service (benefit) cost	(1.7)	(.1)	(1.6)	(1.2)	.5	(1.7)
Recognized net actuarial loss	112.8	82.3	30.5	142.4	104.1	38.3
Curtailment gain	(.6)	—	(.6)	—	—	—
Net periodic pension expense	$ 55.5	$ 53.2	$ 2.3	$ 69.4	$ 51.0	$ 18.4

On August 8, 2014, legislation was signed into law in the U.S., which among other things, provides defined benefit plan sponsors with funding relief. The legislation includes provisions regarding interest rate stabilization for pension plans. The company estimates that the new guidelines will reduce cash funding requirements in 2014 for the company's U.S. qualified defined benefit pension plan from the previous estimate of $126 million to approximately $80 million.

In 2014, the company estimates that it will make cash contributions of approximately $188 million to its worldwide defined benefit pension plans, which is comprised of $108 million primarily for non-U.S. defined benefit pension plans and $80 million for the company's U.S. qualified defined benefit pension plan. In 2013, the company made cash contributions of $147.2 million to its worldwide defined benefit pension plans. For the nine months ended September 30, 2014 and 2013, $161.3 million and $101.6 million, respectively, of cash contributions have been made.

Net periodic postretirement benefit expense for the three and nine months ended September 30, 2014 and 2013 is presented below (in millions of dollars):

	Three Months Ended Sept. 30		Nine Months Ended Sept. 30	
	2014	2013	2014	2013
Service cost	$ .2	$ .2	$ .5	$ .5
Interest cost	2.0	2.0	6.0	6.0
Expected return on assets	(.1)	(.2)	(.4)	(.4)
Amortization of prior service cost	.4	.5	1.3	1.4
Recognized net actuarial loss	.8	1.4	2.5	4.1
Net periodic postretirement benefit expense	$3.3	$ 3.9	$9.9	$11.6

The company expects to make cash contributions of approximately $19 million to its postretirement benefit plan in 2014 compared with $18.0 million in 2013. For the nine months ended September 30, 2014 and 2013, $10.4 million and $11.0 million, respectively, of cash contributions have been made.

c. Fair Value Measurements. Due to its foreign operations, the company is exposed to the effects of foreign currency exchange rate fluctuations on the U.S. dollar, principally related to intercompany account balances. The company uses derivative financial instruments to reduce its exposure to market risks from changes in foreign currency exchange rates on such balances. The company enters into foreign exchange forward contracts, generally having maturities of one month, which have not been designated as hedging instruments. At September 30, 2014 and 2013, the notional amount of these contracts was $421.1 million and $472.3 million, respectively. At September 30, 2014 and 2013, the fair value of such contracts was a net gain of $1.5 million and $.6 million, respectively, of which $2.6 million and $1.8 million, respectively, has been recognized in “Prepaid expenses and other current assets” and $1.1 and $1.2 million, respectively, has been recognized in “Other accrued liabilities” in the company’s consolidated balance sheet. For the nine months ended September 30, 2014 and 2013, changes in the fair value of these instruments was a gain of $15.9 million and a loss of $6.9 million, respectively, which has been recognized in earnings in “Other income (expense), net” in the company’s consolidated statement of income. The fair value of these forward contracts is based on quoted prices for similar but not identical financial instruments; as such, the inputs are considered Level 2 inputs.

Financial assets with carrying values approximating fair value include cash and cash equivalents and accounts receivable. Financial liabilities with carrying values approximating fair value include accounts payable and other accrued liabilities. The carrying amounts of these financial assets and liabilities approximate fair value due to their short maturities. At September 30, 2014 and December 31, 2013, the carrying amount of long-term debt was less than fair value, which is based on market prices (Level 2 inputs), of such debt by approximately $11 million and $15 million, respectively.

d. Stock Options. Under stockholder approved stock-based plans, stock options, stock appreciation rights, restricted stock and restricted stock units may be granted to officers, directors and other key employees. At September 30, 2014, 2.6 million shares of unissued common stock of the company were available for granting under these plans.

The fair value of stock option awards was estimated using the Black-Scholes option pricing model with the following assumptions and weighted-average fair values:

	Nine Months Ended Sept. 30	
	2014	2013
Weighted-average fair value of grant	$11.27	$ 8.76
Risk-free interest rate	1.04%	.54%
Expected volatility	45.65%	50.19%
Expected life of options in years	3.71	3.69
Expected dividend yield	—	—

Restricted stock unit awards may contain time-based units, performance-based units or a combination of both. Each performance-based unit will vest into zero to 1.5 shares depending on the degree to which the performance goals are met. Compensation expense resulting from these awards is recognized as expense ratably for each installment from the date of grant until the date the restrictions lapse and is based on the fair market value at the date of grant and the probability of achievement of the specific performance-related goals.

The company records all share-based expense in selling, general and administrative expense.

During the nine months ended September 30, 2014 and 2013, the company recorded $10.6 million and $10.8 million of share-based compensation expense, respectively, which is comprised of $4.2 million and $2.7 million of restricted stock unit expense and $6.4 million and $8.1 million of stock option expense, respectively.

A summary of stock option activity for the nine months ended September 30, 2014 follows (shares in thousands):

Options	Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value ($ in millions)
Outstanding at December 31, 2013	2,698	$ 32.74		
Granted	749	32.26		
Exercised	(265)	14.06		
Forfeited and expired	(340)	72.90		
Outstanding at Sept. 30, 2014	2,842	29.55	2.62	$ 2.2
Expected to vest at Sept. 30, 2014	1,346	27.38	3.74	.9
Exercisable at Sept. 30, 2014	1,463	31.56	1.55	1.3

The aggregate intrinsic value represents the total pretax value of the difference between the company’s closing stock price on the last trading day of the period and the exercise price of the options, multiplied by the number of in-the-money stock options that would have been received by the option holders had all option holders exercised their options on September 30, 2014. The intrinsic value of the company’s stock options changes based on the closing price of the company’s stock. The total intrinsic value of options exercised for the nine months ended September 30, 2014 and 2013 was $4.6 million and $5.7 million, respectively. As of September 30, 2014, $4.0 million of total unrecognized compensation cost related to stock options is expected to be recognized over a weighted-average period of 2.0 years.

A summary of restricted stock unit activity for the nine months ended September 30, 2014 follows (shares in thousands):

	Restricted Stock Units	Weighted-Average Grant-Date Fair Value
Outstanding at December 31, 2013	401	$ 23.45
Granted	395	32.19
Vested	(101)	26.85
Forfeited and expired	(219)	24.77
Outstanding at Sept. 30, 2014	476	29.36

The fair value of restricted stock units is determined based on the trading price of the company’s common shares on the date of grant. The aggregate weighted-average grant-date fair value of restricted stock units granted during the nine months ended September 30, 2014 and 2013 was $12.7 million and $5.0 million, respectively. As of September 30, 2014, there was $8.9 million of total unrecognized compensation cost related to outstanding restricted stock units granted under the company’s plans. That cost is expected to be recognized over a weighted-average period of 2.3 years. The aggregate weighted-average grant-date fair value of restricted stock units vested during the nine months ended September 30, 2014 and 2013 was $2.7 million and $4.3 million, respectively.

Common stock issued upon exercise of stock options or upon lapse of restrictions on restricted stock units is newly issued shares. Cash received from the exercise of stock options for the nine months ended September 30, 2014 and 2013 was $3.3 million and $4.5 million, respectively. In light of its tax position, the company is currently not recognizing any tax benefits from the exercise of stock options or upon issuance of stock upon lapse of restrictions on restricted stock units. Tax benefits resulting from tax deductions in excess of the compensation costs recognized are classified as financing cash flows.

e. Segment Information. The company has two business segments: Services and Technology. Revenue classifications by segment are as follows: Services – systems integration and consulting, outsourcing, infrastructure services and core maintenance; Technology – enterprise-class software and servers and other technology.

The accounting policies of each business segment are the same as those followed by the company as a whole. Intersegment sales and transfers are priced as if the sales or transfers were to third parties. Accordingly, the Technology segment recognizes intersegment revenue and manufacturing profit on hardware and software shipments to customers under Services contracts. The Services segment, in turn, recognizes customer revenue and marketing profits on such shipments of company hardware and software to customers. The Services segment also includes the sale of hardware and software products sourced from third parties that are sold to customers through the company's Services channels. In the company's consolidated statements of income, the manufacturing costs of products sourced from the Technology segment and sold to Services customers are reported in cost of revenue for Services.

Also included in the Technology segment's sales and operating profit are sales of hardware and software sold to the Services segment for internal use in Services engagements. The amount of such profit included in operating income of the Technology segment for the three months ended September 30, 2014 and 2013 was zero and $1.0 million, respectively. The amount for the nine months ended September 30, 2014 and 2013 was $.4 million and $3.7 million, respectively. The profit on these transactions is eliminated in Corporate.

The company evaluates business segment performance based on operating income exclusive of pension income or expense, restructuring charges and unusual and nonrecurring items, which are included in Corporate. All other corporate and centrally incurred costs are allocated to the business segments based principally on revenue, employees, square footage or usage.

A summary of the company's operations by business segment for the three and nine month periods ended September 30, 2014 and 2013 is presented below (in millions of dollars):

	Total	Corporate	Services	Technology
Three Months Ended Sept. 30, 2014				
Customer revenue	$ 882.5		$ 763.0	$ 119.5
Intersegment		$ (35.4)	—	35.4
Total revenue	$ 882.5	$ (35.4)	$ 763.0	$ 154.9
Operating income	$ 76.6	$ (15.6)	$ 52.7	$ 39.5
Three Months Ended Sept. 30, 2013				
Customer revenue	$ 792.1		$ 720.0	$ 72.1
Intersegment		$ (22.3)	.4	21.9
Total revenue	$ 792.1	$ (22.3)	$ 720.4	$ 94.0
Operating income (loss)	$ 24.0	$ (20.9)	$ 55.2	$ (10.3)
Nine Months Ended Sept. 30, 2014				
Customer revenue	$2,450.6		$2,166.8	$ 283.8
Intersegment		$ (58.8)	.3	58.5
Total revenue	$2,450.6	$ (58.8)	$2,167.1	$ 342.3
Operating income	$ 72.5	$ (46.6)	$ 94.6	$ 24.5

Nine Months Ended Sept. 30, 2013	Total	Corporate	Services	Technology
Customer revenue	$2,460.6		$2,182.7	$ 277.9
Intersegment		$ (56.5)	1.3	55.2
Total revenue	$2,460.6	$ (56.5)	$2,184.0	$ 333.1
Operating income	$ 63.6	$ (65.6)	$ 107.0	$ 22.2

Presented below is a reconciliation of total business segment operating income to consolidated income before income taxes (in millions of dollars):

	Three Months Ended Sept. 30		Nine Months Ended Sept. 30	
	2014	2013	2014	2013
Total segment operating income	$ 92.2	$ 44.9	$119.1	$129.2
Interest expense	(2.3)	(2.4)	(6.6)	(7.7)
Other income (expense), net	3.3	1.9	(9.0)	11.1
Corporate and eliminations	(15.6)	(20.9)	(46.6)	(65.6)
Total income before income taxes	$ 77.6	$ 23.5	$ 56.9	$ 67.0

Customer revenue by classes of similar products or services, by segment, is presented below (in millions of dollars):

	Three Months Ended Sept. 30		Nine Months Ended Sept. 30	
	2014	2013	2014	2013
Services				
Systems integration and consulting	$263.1	$227.7	$ 690.6	$ 674.2
Outsourcing	368.7	339.4	1,072.2	1,055.3
Infrastructure services	83.9	104.7	265.7	315.3
Core maintenance	47.3	48.2	138.3	137.9
	763.0	720.0	2,166.8	2,182.7
Technology				
Enterprise-class software and servers	107.3	54.6	260.7	246.9
Other technology	12.2	17.5	23.1	31.0
	119.5	72.1	283.8	277.9
Total	$882.5	$792.1	$2,450.6	$2,460.6

Geographic information about the company's revenue, which is principally based on location of the selling organization, is presented below (in millions of dollars):

	Three Months Ended Sept. 30		Nine Months Ended Sept. 30	
	2014	2013	2014	2013
United States	$377.3	$337.6	$ 997.0	$1,008.7
United Kingdom	104.6	99.0	327.5	296.4
Other international	400.6	355.5	1,126.1	1,155.5
Total	$882.5	$792.1	$2,450.6	$2,460.6

f. Accumulated Other Comprehensive Income. Accumulated other comprehensive loss as of December 31, 2013 and September 30, 2014 is as follows (in millions of dollars):

	Total	Translation Adjustments	Postretirement Plans
Balance at December 31, 2013	$(3,333.4)	$ (676.8)	$ (2,656.6)
Other comprehensive income before reclassifications	58.6	(17.9)	76.5
Amounts reclassified from accumulated other comprehensive income	107.5	—	107.5
Current period other comprehensive income	166.1	(17.9)	184.0
Balance at Sept. 30, 2014	$(3,167.3)	$ (694.7)	$ (2,472.6)

Amounts related to postretirement plans not reclassified in their entirety out of accumulated other comprehensive income for the three and nine months ended September 30, 2014 and 2013 were as follows (in millions of dollars):

	Three Months Ended Sept 30		Nine Months Ended Sept 30	
	2014	2013	2014	2013
Amortization of:				
Prior service cost*	$ (.5)	$ (.2)	$ (.4)	$ .3
Actuarial losses*	37.6	48.3	112.9	143.6
Curtailment gain*	—	—	(.6)	—
Total before tax	37.1	48.1	111.9	143.9
Income tax benefit	(1.5)	(1.0)	(4.4)	(4.7)
Net of tax	$35.6	$47.1	$107.5	$139.2

* These items are included in net periodic postretirement cost (see note (b)).

Noncontrolling interests as of December 31, 2013 and September 30, 2014 are as follows (in millions of dollars):

	Noncontrolling Interests
Balance at December 31, 2013	$ 36.6
Net income	9.7
Translation adjustments	(2.0)
Postretirement plans	2.9
Sale of subsidiary	1.5
Balance at September 30, 2014	$ 48.7

g. Supplemental Cash Flow Information. Cash paid, net of refunds, during the nine months ended September 30, 2014 and 2013 for income taxes was $58.2 million and $50.1 million, respectively.

Cash paid during the nine months ended September 30, 2014 and 2013 for interest was $13.2 million and $12.9 million, respectively.

During the nine months ended September 30, 2014, the company incurred a capital lease obligation of $5.1 million.

h. Commitments and Contingencies. There are various lawsuits, claims, investigations and proceedings that have been brought or asserted against the company, which arise in the ordinary course of business, including actions with respect to commercial and government contracts, labor and employment, employee benefits, environmental matters, intellectual property, and non-income tax and employment compensation in Brazil. The company records a provision for these matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Any provisions are reviewed at least quarterly and are adjusted to reflect the impact and status of settlements, rulings, advice of counsel and other information and events pertinent to a particular matter.

The company believes that it has valid defenses with respect to legal matters pending against it. Based on its experience, the company also believes that the damage amounts claimed in the lawsuits disclosed below are not a meaningful indicator of the company's potential liability. Litigation is inherently unpredictable, however, and it is possible that the company's results of operations or cash flow could be materially affected in any particular period by the resolution of one or more of the legal matters pending against it.

In April 2007, the Ministry of Justice of Belgium sued Unisys Belgium SA-NV, a Unisys subsidiary (Unisys Belgium), in the Court of First Instance of Brussels. The Belgian government had engaged the company to design and develop software for a computerized system to be used to manage the Belgian court system. The Belgian State terminated the contract and in its lawsuit has alleged that the termination was justified because Unisys Belgium failed to deliver satisfactory software in a timely manner. It claims damages of approximately 28 million Euros. Unisys Belgium filed its defense and counterclaim in April 2008, in the amount of approximately 18.5 million Euros. The company believes it has valid defenses to the claims and contends that the Belgian State's termination of the contract was unjustified.

In December 2007, Lufthansa AG sued Unisys Deutschland GmbH, a Unisys subsidiary (Unisys Germany), in the District Court of Frankfurt, Germany, for allegedly failing to perform properly its obligations during the initial phase of a 2004 software design and development contract relating to a Lufthansa customer loyalty program. Under the contract, either party was free to withdraw from the project at the conclusion of the initial design phase. Rather than withdraw, Lufthansa instead terminated the contract and failed to pay the balance owed to Unisys Germany for the initial phase. Lufthansa's lawsuit alleges that Unisys Germany breached the contract by failing to deliver a proper design for the new system and seeks approximately 21.4 million Euros in damages. The company believes it has valid defenses and filed its defense and a counterclaim in the amount of approximately 1.5 million Euros. In July 2013, the District Court issued a decision finding Unisys Germany liable for failing to perform its obligations under the initial phase of the contract. It also dismissed Unisys Germany's counterclaim. The District Court did not conduct the damage phase of the proceeding. Unisys Germany appealed the decision on liability in August 2013. The company and outside counsel believe that the District Court decision is flawed and that there are very good arguments to challenge it. Under German law, the appellate court will review the case *de novo* without deference to the factual findings or legal conclusions of the District Court.

The company's Brazilian operations, along with those of many other companies doing business in Brazil, are involved in various litigation matters, including numerous governmental assessments related to indirect and other taxes, as well as disputes associated with former employees and contract labor. The tax-related matters pertain to value added taxes, customs, duties, sales and other non-income related tax exposures. The labor-related matters include claims related to compensation matters. The company believes that appropriate accruals have been established for such matters based on information currently available. At September 30, 2014, excluding those matters that have been assessed by management as being remote as to the likelihood of ultimately resulting in a loss, the amount related to unreserved tax-related matters, inclusive of any related interest, is estimated to be up to approximately $133 million.

The company has been involved in a matter arising from the sale of its Health Information Management (HIM) business to Molina Information Systems, LLC (Molina) under a 2010 Asset Purchase Agreement (APA). The HIM business provided system solutions and services to state governments, including the state of Idaho, for administering Medicaid programs. In August 2012, Molina sued the company in Federal District Court in Delaware alleging breaches of contract, negligent misrepresentation and intentional misrepresentation with respect to the APA and the Medicaid contract with Idaho. Molina sought compensatory damages, punitive damages, lost profits, indemnification, and declaratory relief. Molina alleged losses of approximately $35 million in the complaint. In June 2013, the District Court granted the company's motion to dismiss the complaint and allowed Molina to replead certain claims and file an amended complaint. In August 2013, Molina filed an amended complaint. Molina continues to allege losses of approximately $35 million and again seeks compensatory damages, punitive damages, lost profits, indemnification and declaratory relief. Unisys has filed a motion to dismiss the amended complaint.

With respect to the specific legal proceedings and claims described above, except as otherwise noted, either (i) the amount or range of possible losses in excess of amounts accrued, if any, is not reasonably estimable or (ii) the company believes that the amount or range of possible losses in excess of amounts accrued that are estimable would not be material.

Litigation is inherently unpredictable and unfavorable resolutions could occur. Accordingly, it is possible that an adverse outcome from such matters could exceed the amounts accrued in an amount that could be material to the company’s financial condition, results of operations and cash flows in any particular reporting period.

Notwithstanding that the ultimate results of the lawsuits, claims, investigations and proceedings that have been brought or asserted against the company are not currently determinable, the company believes that at September 30, 2014, it has adequate provisions for any such matters.

i. Income Taxes. Accounting rules governing income taxes require that deferred tax assets and liabilities be recognized using enacted tax rates for the effect of temporary differences between the book and tax bases of recorded assets and liabilities. These rules also require that deferred tax assets be reduced by a valuation allowance if it is more likely than not that some portion or the entire deferred tax asset will not be realized.

The company evaluates the realizability of its deferred tax assets by assessing its valuation allowance and by adjusting the amount of such allowance, if necessary. The factors used to assess the likelihood of realization are the company’s historical profitability, forecast of future taxable income and available tax-planning strategies that could be implemented to realize the net deferred tax assets. The company uses tax-planning strategies to realize or renew net deferred tax assets to avoid the potential loss of future tax benefits.

A full valuation allowance is currently maintained for all U.S. and certain foreign deferred tax assets in excess of deferred tax liabilities. The company will record a tax provision or benefit for those international subsidiaries that do not have a full valuation allowance against their net deferred tax assets. Any profit or loss recorded for the company’s U.S. operations will have no provision or benefit associated with it due to the full valuation allowance, except with respect to benefits related to refundable tax credits and provisions for withholding taxes not creditable against future taxable income. As a result, the company’s provision or benefit for taxes may vary significantly depending on the geographic distribution of income.

Included in the nine months ended September 30, 2013 is an increase in the company’s income tax provision of $11.4 million caused by a decrease in net deferred tax assets due to a UK rate change. The UK government reduced its corporate tax rate from 23% to 21% effective April 1, 2014, and from 21% to 20% effective April 1, 2015. These changes were considered to be enacted for U.S. GAAP purposes in July of 2013, when all legislative procedures were completed and the Finance Act of 2013 received Royal Assent.

j. Foreign Currency Translation. Due to inflation rates in recent years, the company’s Venezuelan subsidiary has applied highly inflationary accounting beginning January 1, 2010. For those international subsidiaries operating in highly inflationary economies, the U.S. dollar is the functional currency, and as such, nonmonetary assets and liabilities are translated at historical exchange rates, and monetary assets and liabilities are translated at current exchange rates. Exchange gains and losses arising from translation are included in other income (expense), net. Effective February 13, 2013, the Venezuelan government devalued its currency, the bolivar, by resetting the official exchange rate from 4.30 to the U.S. dollar to 6.30 to the U.S. dollar. As a result, the company recorded a pretax foreign exchange loss in the first quarter of 2013 of $6.5 million.

In January of 2014, the Venezuelan government announced that the exchange rate to be applied to the settlement of certain transactions, including foreign investments and royalties would be changed to the Complementary System of Foreign Currency Administration (SICAD I) auction rate. As a result, the company changed the exchange rate used to remeasure its Venezuelan subsidiary’s financial statements in U.S. dollars from the official rate of 6.3 bolivars to the new SICAD I rate. At March 31, 2014, the SICAD I exchange rate used was 10.7 bolivars to the U.S. dollar. This resulted in the company recording a pretax foreign exchange loss in the first quarter of 2014 of $5.8 million. The company believes that using the SICAD I exchange rate is more economically representative of what it might expect to receive in a dividend transaction than the official exchange rate.

At September 30, 2014, the SICAD I exchange rate used was 12.0 bolivars to the U.S. dollar. For the nine months ended September 30, 2014, $7.4 million of pretax foreign exchange losses have been recorded. At September 30, 2014, the company's operations in Venezuela had net monetary assets denominated in local currency equivalent to approximately $8 million. As indicated above, the SICAD I exchange rate is determined by periodic auctions and, therefore, the potential exists for it to change significantly in future quarters. Additionally, the Venezuelan government may make further changes or introduce new exchange rate mechanisms which could result in further changes in the exchange rate used by the company to remeasure its Venezuelan subsidiary's financial statements in U.S. dollars.

k. Stockholder's Equity. On December 10, 2012, the company announced that its Board of Directors had authorized the company to purchase up to an aggregate of $50 million of the company's common stock and mandatory convertible preferred stock through December 31, 2014. During the nine months ended September 30, 2014, the company repurchased an aggregate of 1,284,121 shares of common stock for approximately $30.2 million. Actual cash disbursements for repurchased shares may differ if the settlement dates for shares repurchased occurs after the end of the quarter. At September 30, 2014, there remained approximately $8.2 million available for future repurchases under the Board authorization.

On March 1, 2014, all of the outstanding shares of 6.25% mandatory convertible preferred stock (2,587,400 shares) were automatically converted (in accordance with its terms) into 6,912,756 shares of the company's common stock. Because March 1, 2014 was not a business day, the mandatory conversion was effected on Monday, March 3, 2014. Annualized cash dividends on such preferred stock were approximately $16.2 million.

l. Statement of Cash Flows. In the fourth quarter of 2013, the company began to report its defined benefit pension plans expense as a separate line item within the operating cash flow section of its consolidated statements of cash flows. Prior period's statements of cash flows have been changed to present pension expense separately and to adjust the amounts presented for other assets and liabilities. There was no change to total net cash provided by operating activities in the prior year.

m. Accounting Standards. In April of 2014, the Financial Accounting Standards Board (FASB) issued final accounting guidance on reporting discontinued operations. The new guidance is aimed at reducing the frequency of disposals reported as discontinued operations by focusing on strategic shifts that have or are expected to have a major effect on an entity's operations and financial results. Such a shift could include the disposal of a major line of business, a major geographical area, a major equity method investment or other major parts of the entity. In another change from current US GAAP, the guidance permits companies to have continuing cash flows and significant continuing involvement with the disposed component. The guidance does not change the presentation requirements for discontinued operations in the statement of income. The guidance requires expanded disclosures for discontinued operations and new disclosures for individually material disposals that do not meet the definition of a discontinued operation. The company has adopted this guidance effective January 1, 2014. Adoption of the guidance did not have an impact on the company's consolidated financial statements.

In May of 2014, the FASB issued a new revenue recognition standard entitled "Revenue from Contracts with Customers." The objective of the standard is to establish the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows from a contract with a customer. The standard is effective for annual reporting periods beginning after December 15, 2016, which for the company is January 1, 2017. Earlier application is not permitted. The standard allows for either "full retrospective" adoption, meaning the standard is applied to all periods presented, or "modified retrospective" adoption, meaning the standard is applied only to the most current period presented in the financial statements. The company is currently assessing which method it will choose for adoption, and is evaluating the impact of the adoption on its consolidated results of operations and financial position.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations.

MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Revenue for the nine months ended September 30, 2014 was $2,450.6 million compared with $2,460.6 million for the nine months ended September 30, 2013. Services revenue over the first nine months of 2014 declined 1%, primarily reflecting lower revenue for infrastructure services, offset in part by increases in outsourcing and systems integration and consulting. Technology revenue, which can vary significantly from quarter to quarter based on the timing of customer purchases, increased 2% in the first nine months of 2014 due to higher sales of enterprise-class software and servers.

The company reported a nine month 2014 net loss attributable to Unisys Corporation common shareholders of $17.8 million, or $.36 per diluted share, compared with a net loss of $25.1 million, or $.57 per diluted share, in the first nine months of 2013.

Results of operations

Company results

Three months ended September 30, 2014 compared with the three months ended September 30, 2013

Revenue for the quarter ended September 30, 2014 was $882.5 million compared with $792.1 million for the third quarter of 2013, an increase of 11% from the prior year. Foreign currency fluctuations had a 1-percentage point positive impact on revenue in the current period compared with the year-ago period.

Services revenue increased 6% and Technology revenue increased 66% in the current quarter compared with the year-ago period. U.S. revenue increased 12% in the third quarter compared with the year-ago period. International revenue increased 11% in the current quarter with all regions contributing to the increase. Foreign currency had a 3-percentage-point positive impact on international revenue in the three months ended September 30, 2014 compared with the three months ended September 30, 2013.

Total gross profit margin was 26.6% in the three months ended September 30, 2014 compared with 21.7% in the three months ended September 30, 2013, reflecting higher revenue and margin in the company’s technology business.

Selling, general and administrative expense in the three months ended September 30, 2014 was $138.0 million (15.6% of revenue) compared with $131.7 million (16.6% of revenue) in the year-ago period.

Research and development (R&D) expenses in the third quarter of 2014 were $20.3 million compared with $15.8 million in the third quarter of 2013.

For the third quarter of 2014, the company reported an operating profit of $76.6 million compared with an operating profit of $24.0 million in the third quarter of 2013.

For the three months ended September 30, 2014, pension expense was $18.1 million compared with pension expense of $23.4 million for the three months ended September 30, 2013. For the full year 2014, the company expects to recognize pension expense of approximately $74 million compared with $93.5 million for the full year of 2013. The company records pension income or expense, as well as other employee-related costs such as payroll taxes and medical insurance costs, in operating income in the following income statement categories: cost of revenue; selling, general and administrative expenses; and research and development expenses. The amount allocated to each category is principally based on where the salaries of active employees are charged.

Interest expense for the three months ended September 30, 2014 was $2.3 million compared with $2.4 million for the three months ended September 30, 2013.

Other income (expense), net was income of $3.3 million in the third quarter of 2014 compared with income of $1.9 million in the third quarter of 2013.

Income before income taxes for the three months ended September 30, 2014 was $77.6 million compared with income of $23.5 million for the three months ended September 30, 2013. The provision for income taxes was $26.4 million in the current quarter compared with $27.0 million in the year-ago period. Included in the provision for income taxes for the three months ended September 30, 2013 was $11.4 million related to UK tax rate changes, as discussed in note (i) of the Notes to Consolidated Financial Statements.

As discussed in note (i) of the Notes to Consolidated Financial Statements, the company evaluates quarterly the realizability of its deferred tax assets by assessing its valuation allowance and by adjusting the amount of such allowance, if necessary. The company records a tax provision or benefit for those international subsidiaries that do not have a full valuation allowance against their net deferred tax assets. Any profit or loss recorded for the company's U.S. operations has no provision or benefit associated with it due to a full valuation allowance. As a result, the company's provision or benefit for taxes may vary significantly quarter to quarter depending on the geographic distribution of income.

For the three months ended September 30, 2014, the company reported net income attributable to Unisys Corporation common shareholders of $47.8 million, or $.95 per diluted share, compared with a net loss attributable to Unisys Corporation common shareholders of $11.6 million, or $.26 per diluted share, for the three months ended September 30, 2013.

Nine months ended September 30, 2014 compared with the nine months ended September 30, 2013

Revenue for the nine months ended September 30, 2014 was $2,450.6 million compared with $2,460.6 million for the nine months ended September 30, 2013. Foreign currency fluctuations had a negligible impact on revenue in the current period compared with the year-ago period.

Services revenue decreased 1% and Technology revenue increased 2% for the nine months ended September 30, 2014 compared with the year-ago period. U.S. revenue decreased 1% in the current period compared with the year-ago period.

International revenue was flat in the current period when compared with the prior year period. Foreign currency had a negligible impact on international revenue in the nine months ended September 30, 2014 compared with the nine months ended September 30, 2013.

Total gross profit margin was 21.8% in the nine months ended September 30, 2014 compared with 21.7% in the nine months ended September 30, 2013.

Selling, general and administrative expense in the nine months ended September 30, 2014 was $410.1 million (16.7% of revenue) compared with $418.8 million (17.0% of revenue) in the year-ago period.

Research and development (R&D) expenses for the nine months ended September 30, 2014 were $50.5 million compared with $50.6 million in the prior-year period.

For the nine months ended September 30, 2014, the company reported an operating profit of $72.5 million compared with an operating profit of $63.6 million in the prior-year period.

For the nine months ended September 30, 2014, pension expense was $55.5 million compared with pension expense of $69.4 million for the nine months ended September 30, 2013.

Interest expense for the nine months ended September 30, 2014 was $6.6 million compared with $7.7 million for the nine months ended September 30, 2013.

Other income (expense), net was a loss of $9.0 million for the nine months ended September 30, 2014 compared with income of $11.1 million in 2013. The current period includes foreign exchange losses of $10.6 million compared with foreign exchange gains of $11.7 million in the prior-year period.

Income before income taxes for the nine months ended September 30, 2014 was $56.9 million compared with income of $67.0 million for the nine months ended September 30, 2013. The provision for income taxes was $62.3 million in the current period compared with $71.1 million in the year-ago period. Included in the provision for taxes for the nine months ended September 30, 2013 was $11.4 million related to UK tax rate changes, as discussed above.

Segment results

The company has two business segments: Services and Technology. Revenue classifications by segment are as follows: Services – systems integration and consulting, outsourcing, infrastructure services and core maintenance; Technology – enterprise-class software and servers and other technology.

The accounting policies of each business segment are the same as those followed by the company as a whole. Intersegment sales and transfers are priced as if the sales or transfers were to third parties. Accordingly, the Technology segment recognizes intersegment revenue and manufacturing profit on hardware and software shipments to customers under Services contracts. The Services segment, in turn, recognizes customer revenue and marketing profits on such shipments of company hardware and software to customers. The Services segment also includes the sale of hardware and software products sourced from third parties that are sold to customers through the company’s Services channels. In the company’s consolidated statements of income, the manufacturing costs of products sourced from the Technology segment and sold to Services customers are reported in cost of revenue for Services.

Also included in the Technology segment’s sales and operating profit are sales of hardware and software sold to the Services segment for internal use in Services engagements. The amount of such profit included in operating income of the Technology segment for the three months ended September 30, 2014 and 2013 was zero and $1.0 million, respectively. The amount for the nine months ended September 30, 2014 and 2013 was $.4 million and $3.7 million, respectively. The profit on these transactions is eliminated in Corporate.

The company evaluates business segment performance based on operating income exclusive of pension income or expense, restructuring charges and unusual and nonrecurring items, which are included in Corporate. All other corporate and centrally incurred costs are allocated to the business segments based principally on revenue, employees, square footage or usage.

Three months ended September 30, 2014 compared with the three months ended September 30, 2013

Information by business segment is presented below (in millions of dollars):

	Total	Eliminations	Services	Technology
Three Months Ended Sept. 30, 2014				
Customer revenue	$882.5		$763.0	$ 119.5
Intersegment		$ (35.4)	—	35.4
Total revenue	$882.5	$ (35.4)	$763.0	$ 154.9
Gross profit percent	26.6%		19.5%	61.5%
Operating profit (loss) percent	8.7%		6.9%	25.5%
Three Months Ended Sept. 30, 2013				
Customer revenue	$792.1		$720.0	$ 72.1
Intersegment		$ (22.3)	.4	21.9
Total revenue	$792.1	$ (22.3)	$720.4	$ 94.0
Gross profit percent	21.7%		21.1%	35.3%
Operating profit (loss) percent	3.0%		7.7%	(11.0)%

Gross profit percent and operating income percent are as a percent of total revenue.

Customer revenue by classes of similar products or services, by segment, is presented below (in millions of dollars):

	Three Months Ended Sept. 30		Percent Change
	2014	2013	
Services			
Systems integration and consulting	$263.1	$227.7	15.5%
Outsourcing	368.7	339.4	8.6%
Infrastructure services	83.9	104.7	(19.9)%
Core maintenance	47.3	48.2	(1.9)%
	763.0	720.0	6.0%
Technology			
Enterprise-class software and servers	107.3	54.6	96.5%
Other technology	12.2	17.5	(30.3)%
	119.5	72.1	65.7%
Total	$882.5	$792.1	11.4%

In the Services segment, customer revenue was $763.0 million for the three months ended September 30, 2014, up 6.0% from the three months ended September 30, 2013. Foreign currency translation had a 2-percentage point positive impact on Services revenue in the current quarter compared with the year-ago period.

Revenue from systems integration and consulting increased 15.5% to $263.1 million in the September 2014 quarter from $227.7 million in the September 2013 quarter. The third quarter of 2014 included a number of in-quarter hardware and software sales that helped drive growth.

Outsourcing revenue increased 8.6% for the three months ended September 30, 2014 to $368.7 million compared with the three months ended September 30, 2013. The third quarter of 2014 included a number of in-quarter hardware and software sales that helped drive growth.

Infrastructure services revenue decreased 19.9% for the three month period ended September 30, 2014 compared with the three month period ended September 30, 2013. The decline in revenue in the current quarter compared with the prior year period reflects lower volumes on some existing contracts and the conclusion of other contracts that the company did not renew.

Core maintenance revenue decreased 1.9% in the current quarter compared with the prior-year quarter.

Services gross profit was 19.5% in the current quarter of 2014 compared with 21.1% in the year-ago period. Services operating income percent was 6.9% in the three months ended September 30, 2014 compared with 7.7% in the three months ended September 30, 2013. The declines in margins were due to the mix within systems integration and outsourcing revenue as well as the impact of lower volume within infrastructure services.

In the Technology segment, customer revenue, which can vary significantly from quarter to quarter based on the timing of customer purchases, increased 65.7% to $119.5 million in the current quarter compared with $72.1 million in the year-ago period, due to higher sales of the company’s ClearPath software and servers. Foreign currency translation had a 1-percentage point positive impact on Technology revenue in the current period compared with the prior-year period.

Revenue from the company’s enterprise-class software and servers increased 96.5% for the three months ended September 30, 2014 compared with the three months ended September 30, 2013. The increase was due to higher sales of the company’s ClearPath products.

Revenue from other technology decreased $5.3 million for the three months ended September 30, 2014 compared with the three months ended September 30, 2013, principally due to lower sales of third-party technology products.

Technology gross profit was 61.5% in the current quarter compared with 35.3% in the year-ago quarter. Technology operating profit (loss) percent was 25.5% in the three months ended September 30, 2014 compared with (11.0)% in the three months ended September 30, 2013. The increase in Technology gross profit and operating profit margins reflected the higher ClearPath revenue.

Nine months ended September 30, 2014 compared with the nine months ended September 30, 2013

Information by business segment is presented below (in millions of dollars):

	Total	Eliminations	Services	Technology
Nine Months Ended Sept. 30, 2014				
Customer revenue	$2,450.6		$2,166.8	$ 283.8
Intersegment		$ (58.8)	.3	58.5
Total revenue	$2,450.6	$ (58.8)	$2,167.1	$ 342.3
Gross profit percent	21.8%		17.4%	53.5%
Operating profit percent	3.0%		4.4%	7.2%
Nine Months Ended Sept. 30, 2013				
Customer revenue	$2,460.6		$2,182.7	$ 277.9
Intersegment		$ (56.5)	1.3	55.2
Total revenue	$2,460.6	$ (56.5)	$2,184.0	$ 333.1
Gross profit percent	21.7%		18.9%	48.4%
Operating profit percent	2.6%		4.9%	6.7%

Gross profit percent and operating income percent are as a percent of total revenue.

Customer revenue by classes of similar products or services, by segment, is presented below (in millions of dollars):

	Nine Months Ended Sept. 30		Percent Change
	2014	2013	
Services			
Systems integration and consulting	$ 690.6	$ 674.2	2.4%
Outsourcing	1,072.2	1,055.3	1.6%
Infrastructure services	265.7	315.3	(15.7)%
Core maintenance	138.3	137.9	.3%
	2,166.8	2,182.7	(.7)%
Technology			
Enterprise-class software and servers	260.7	246.9	5.6%
Other technology	23.1	31.0	(25.5)%
	283.8	277.9	2.1%
Total	$2,450.6	$2,460.6	(.4)%

In the Services segment, customer revenue was $2,166.8 million for the nine months ended September 30, 2014, which was down .7% when compared with the nine months ended September 30, 2013. Foreign currency translation had a negligible impact on Services revenue in the current period compared with the year-ago period.

Revenue from systems integration and consulting was $690.6 million for the nine months ended September 30, 2014 compared with $674.2 million for the nine months ended September 30, 2013, an increase of 2.4%.

Outsourcing revenue increased 1.6% for the nine months ended September 30, 2014 to $1,072.2 million compared with the nine months ended September 30, 2013.

Infrastructure services revenue decreased 15.7% for the nine month period ended September 30, 2014 compared with the nine month period ended September 30, 2013. The decline in revenue in the current period compared with the prior year period reflects lower volumes on some existing contracts and the conclusion of other contracts that the company did not renew.

Core maintenance revenue was flat in the current nine-month period compared with the prior-year period.

Services gross profit was 17.4% in the first nine months of 2014 compared with 18.9% in the year-ago period. Services operating profit percent was 4.4% in the nine months ended September 30, 2014 compared with 4.9% in the nine months ended September 30, 2013.

In the Technology segment, customer revenue, which can vary significantly from quarter to quarter based on the timing of customer purchases, increased 2.1% to $283.8 million in the first nine months of 2014 compared with $277.9 million in the year-ago period, due to higher enterprise-class software and servers revenue. Foreign currency translation had a negligible impact on Technology revenue in the current period compared with the prior-year period.

Revenue from the company’s enterprise-class software and servers increased 5.6% for the nine months ended September 30, 2014 compared with the nine months ended September 30, 2013.

Revenue from other technology decreased $7.9 million for the nine months ended September 30, 2014 compared with the nine months ended September 30, 2013, principally due to lower sales of third-party technology products.

Technology gross profit was 53.5% in the current nine-month period compared with 48.4% in the year-ago period. Technology operating profit percent was 7.2% in the nine months ended September 30, 2014 compared with 6.7% in the nine months ended September 30, 2013. The increase in Technology gross profit and operating profit margins reflected the higher sales of enterprise-class software and servers.

New accounting pronouncements

See note (m) of the Notes to Consolidated Financial Statements for a full description of recent accounting pronouncements, including the expected dates of adoption and estimated effects on the company’s consolidated financial statements.

Financial condition

The company’s principal sources of liquidity are cash on hand, cash from operations and its revolving credit facility, discussed below. The company and certain international subsidiaries have access to uncommitted lines of credit from various banks. The company believes that it will have adequate sources of liquidity to meet its expected near-term cash requirements.

Cash and cash equivalents at September 30, 2014 were $476.5 million compared with $639.8 million at December 31, 2013.

As of September 30, 2014, approximately $364 million of cash and cash equivalents were held by the company’s foreign subsidiaries. In the future, if these funds are needed for the company’s operations in the U.S., the company may be required to accrue and pay taxes to repatriate these funds.

During the nine months ended September 30, 2014, cash provided by operations was $15.9 million compared with $46.2 million for the nine months ended September 30, 2013. Cash provided by operations during the first nine months of 2014 was negatively impacted by an increase in cash contributions to the company’s defined benefit pension plans. During the nine months ended September 30, 2014, the company contributed $161.3 million to such plans compared with $101.6 million during the nine months ended September 30, 2013. In the first nine months of 2014, the company made cash contributions of $79.6 million to its U.S. qualified defined benefit pension plan compared with $20.4 million in the prior-year period.

Cash used for investing activities for the nine months ended September 30, 2014 was $129.1 million compared with cash usage of $109.5 million during the nine months ended September 30, 2013. Net proceeds of investments were $16.0 million for the nine months ended September 30, 2014 compared with net purchases of $7.6 million in the prior-year period. Proceeds from investments and purchases of investments represent derivative financial instruments used to reduce the company's currency exposure to market risks from changes in foreign currency exchange rates. In addition, in the current period, the investment in marketable software was $56.1 million compared with $47.3 million in the year-ago period, capital additions of properties were $41.9 million in 2014 compared with $26.1 million in 2013 and capital additions of outsourcing assets were $45.9 million in 2014 compared with $29.6 million in 2013. The higher capital expenditures largely reflected increased investments in new products, as well as expenditures on automation tools and leasehold improvements that support further consolidation of the company's real estate.

Cash used for financing activities during the nine months ended September 30, 2014 was $30.6 million compared with cash usage of $19.1 million during the nine months ended September 30, 2013. The current-year period includes $29.3 million for common stock repurchases compared with $11.5 million in the prior year.

In June 2011, the company entered into a five-year secured revolving credit facility which provides for loans and letters of credit up to an aggregate amount of $150 million (with a limit on letters of credit of $100 million). In September 2014, the credit agreement was amended to extend the term of the facility until June 2018. Borrowing limits under the credit agreement are based upon the amount of eligible U.S. accounts receivable. At September 30, 2014, the company had no borrowings and $18.8 million of letters of credit outstanding under the facility. At September 30, 2014, availability under the facility was $98.6 million net of letters of credit issued. Borrowings under the facility will bear interest based on short-term rates. The credit agreement contains customary representations and warranties, including that there has been no material adverse change in the company's business, properties, operations or financial condition. In September 2014, the credit agreement was amended to remove the covenant requiring a maximum secured leverage ratio and to require the company to maintain a minimum fixed charge coverage ratio only if the company's availability under the credit facility falls below the greater of 12.5% of the lenders' commitments under the facility and $18.75 million. The credit agreement, as amended, allows the company to pay dividends on its capital stock in an amount up to $22.5 million per year unless the company is in default and to, among other things, repurchase its equity, prepay other debt, incur other debt or liens, dispose of assets and make acquisitions, loans and investments, provided the company complies with certain requirements and limitations set forth in the agreement. Events of default include non-payment, failure to comply with covenants, materially incorrect representations and warranties, change of control and default under other debt aggregating at least $50 million. The credit facility is guaranteed by Unisys Holding Corporation, Unisys NPL, Inc., Unisys AP Investment Company I and any future material domestic subsidiaries. The facility is secured by the assets of Unisys Corporation and the subsidiary guarantors, other than certain excluded assets. The company may elect to prepay or terminate the credit facility without penalty. At September 30, 2014, the company has met all covenants and conditions under its various lending and funding agreements. The company expects to continue to meet these covenants and conditions.

In 2014, the company expects to make cash contributions to its worldwide defined benefit pension plans of approximately $188 million, which is comprised of $108 million primarily for non-U.S. defined benefit pension plans and $80 million for the company's U.S. qualified defined benefit pension plan. The U.S. cash contribution is approximately $46 million less than the prior estimate due to a recent change in U.S. law (see note (b) of the Notes to Consolidated Financial Statements).

The company has on file with the Securities and Exchange Commission an effective registration statement, expiring in June of 2015, covering debt or equity securities, which enables the company to be prepared for future market opportunities.

The company may, from time to time, redeem, tender for, or repurchase its securities in the open market or in privately negotiated transactions depending upon availability, market conditions and other factors.

On December 10, 2012, the company announced that its Board of Directors had authorized the company to purchase up to an aggregate of $50 million of the company's common stock and mandatory convertible preferred stock through December 31, 2014. During the nine months ended September 30, 2014, the company repurchased an aggregate of 1,284,121 shares of common stock for approximately $30.2 million. Actual cash disbursements for repurchased shares may differ if the settlement dates for shares repurchased occurs after the end of the quarter. At September 30, 2014, there remained approximately $8.2 million available for future repurchases under the Board authorization.

On March 1, 2014, all of the outstanding shares of 6.25% mandatory convertible preferred stock (2,587,400 shares) were automatically converted (in accordance with its terms) into 6,912,756 shares of the company's common stock. Because March 1, 2014 was not a business day, the mandatory conversion was effected on Monday, March 3, 2014. Annualized cash dividends on such preferred stock were approximately $16.2 million.

Factors that may affect future results

From time to time, the company provides information containing "forward-looking" statements, as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements provide current expectations of future events and include any statement that does not directly relate to any historical or current fact. Words such as "anticipates," "believes," "expects," "intends," "plans," "projects" and similar expressions may identify such forward-looking statements. All forward-looking statements rely on assumptions and are subject to risks, uncertainties and other factors that could cause the company's actual results to differ materially from expectations. Factors that could affect future results include, but are not limited to, those discussed below. Any forward-looking statement speaks only as of the date on which that statement is made. The company assumes no obligation to update any forward-looking statement to reflect events or circumstances that occur after the date on which the statement is made.

Factors that could affect future results include the following:

The company's future results will depend upon its ability to effectively anticipate and respond to volatility and rapid technological change in its industry. The company operates in a highly volatile industry characterized by rapid technological change, evolving technology standards, short product life cycles and continually changing customer demand patterns. Future success will depend in part on the company's ability to anticipate and respond to these market trends and to design, develop, introduce, deliver or obtain new and innovative products, services and software on a timely and cost-effective basis using new delivery models such as cloud computing. The company may not be successful in anticipating or responding to changes in technology, industry standards or customer preferences, and the market may not demand or accept its services and product offerings. In addition, products and services developed by competitors may make the company's offerings less competitive.

Future results will depend on the company's ability to drive profitable growth in consulting and systems integration. The company's ability to grow profitably in this business will depend on the level of demand for systems integration projects and the portfolio of solutions the company offers for specific industries. It will also depend on an efficient utilization of services delivery personnel. In addition, profit margins in this business are a function of both the portfolio of solutions sold in a given period and the rates the company is able to charge for services and the chargeability of its professionals. If the company is unable to attain sufficient rates and chargeability for its professionals, profit margins will be adversely affected. The rates the company is able to charge for services are affected by a number of factors, including clients' perception of the company's ability to add value through its services; introduction of new services or products by the company or its competitors; pricing policies of competitors; and general economic conditions. Chargeability is also affected by a number of factors, including the company's ability to transition employees from completed projects to new engagements, and its ability to forecast demand for services and thereby maintain an appropriate headcount.

The company's future results will depend on its ability to profitably grow its outsourcing business. The company's outsourcing contracts are multiyear engagements under which the company takes over management and support of a client's data center operations, end user devices, business processes or applications. System development activity on outsourcing contracts may require the company to make upfront investments. The company will need to have available sufficient financial resources in order to make these investments. Outsourcing contracts can be highly complex and can involve the design, development, implementation and operation of new solutions and the transitioning of clients from their existing processes to the new environment. Future results will depend on the company's ability to effectively and timely complete these implementations and transitions.

Future results will also depend on the company's ability to maintain and grow its technology business. The company continues to invest in developing new high-end enterprise server products, cybersecurity software, cloud-based products and other offerings to meet client needs. Future results will depend on the company's ability to effectively market and sell these new products while maintaining its installed base for ClearPath and developing next-generation ClearPath products.

The company faces aggressive competition in the information services and technology marketplace, which could lead to reduced demand for the company's products and services and could have an adverse effect on the company's business. The information services and technology markets in which the company operates include a large number of companies vying for customers and market share both domestically and internationally. The company's competitors include consulting and other professional services firms, systems integrators, outsourcing providers, infrastructure services providers, computer hardware manufacturers and software providers. Some of the company's competitors may develop competing products and services that offer better price-performance or that reach the market in advance of the company's offerings. Some competitors also have or may develop greater financial and other resources than the company, with enhanced ability to compete for market share, in some instances through significant economic incentives to secure contracts. Some also may be better able to compete for skilled professionals. Any of these factors could lead to reduced demand for the company's products and services and could have an adverse effect on the company's business. Future results will depend on the company's ability to mitigate the effects of aggressive competition on revenues, pricing and margins and on the company's ability to attract and retain talented people.

The company's future results will depend on its ability to retain significant clients. The company has a number of significant long-term contracts with clients, including governmental entities, and its future success will depend, in part, on retaining its relationships with these clients. The company could lose clients for such reasons as contract expiration, conversion to a competing service provider, disputes with clients or a decision to in-source services, including for contracts with governmental entities as part of the rebid process. The company could also lose clients as a result of their merger, acquisition or business failure. The company may not be able to replace the revenue and earnings from any such lost client.

The company's contracts may not be as profitable as expected or provide the expected level of revenues. In a number of the company's long-term contracts for infrastructure services, outsourcing, help desk and similar services, the company's revenue is based on the volume of products and services provided. As a result, revenue levels anticipated at the contract's inception are not guaranteed. In addition, some of these contracts may permit termination at the customer's discretion before the end of the contract's term or may permit termination or impose other penalties if the company does not meet the performance levels specified in the contracts.

The company's contracts with governmental entities are subject to the availability of appropriated funds. These contracts also contain provisions allowing the governmental entity to terminate the contract at the governmental entity's discretion before the end of the contract's term. In addition, if the company's performance is unacceptable to the customer under a government contract, the government retains the right to pursue remedies under the affected contract, which remedies could include termination.

Certain of the company's outsourcing agreements require that the company's prices be benchmarked if the customer requests it and provide that those prices may be adjusted downward if the pricing for similar services in the market has changed. As a result, revenues anticipated at the beginning of the terms of these contracts may decline in the future.

Some of the company's systems integration contracts are fixed-price contracts under which the company assumes the risk for delivery of the contracted services and products at an agreed-upon fixed price. Should the company experience problems in performing fixed-price contracts on a profitable basis, adjustments to the estimated cost to complete may be required. Future results will depend on the company's ability to perform these services contracts profitably.

The company may face damage to its reputation or legal liability if its clients are not satisfied with its services or products. The success of the company's business is dependent on strong, long-term client relationships and on its reputation for responsiveness and quality. As a result, if a client is not satisfied with the company's services or products, its reputation could be damaged and its business adversely affected. Allegations by private litigants or regulators of improper conduct, as well as negative publicity and press speculation about the company, whatever the outcome and whether or not valid, may harm its reputation. In addition to harm to reputation, if the company fails to meet its contractual obligations, it could be subject to legal liability, which could adversely affect its business, operating results and financial condition.

Future results will depend in part on the performance and capabilities of third parties with whom the company has commercial relationships. The company maintains business relationships with suppliers, channel partners and other parties that have complementary products, services or skills. Future results will depend, in part, on the performance and capabilities of these third parties, on the ability of external suppliers to deliver components at reasonable prices and in a timely manner, and on the financial condition of, and the company's relationship with, distributors and other indirect channel partners, which can affect the company's capacity to effectively and efficiently serve current and potential customers and end users.

The company's future results will depend in part on its ability to attract, motivate and retain experienced and knowledgeable personnel in key positions. The success of the company's business is dependent upon its ability to employ and train individuals with the requisite knowledge, skills and experience to execute the company's business model and achieve its business objectives.

The company has significant pension obligations and may be required to make additional significant cash contributions to its defined benefit pension plans. The company has unfunded obligations under its U.S. and non-U.S. defined benefit pension plans. In 2013, the company made cash contributions of $147.2 million to its worldwide defined benefit pension plans. Based on current legislation, recent interest rates and expected returns, in 2014 the company estimates that it will make cash contributions to its worldwide defined benefit pension plans of approximately $188 million, which is comprised of $80 million for the company's U.S. qualified defined benefit pension plan and $108 million primarily for non-U.S. defined benefit pension plans.

Deterioration in the value of the company's worldwide defined benefit pension plan assets, as well as discount rate changes, could require the company to make larger cash contributions to its defined benefit pension plans in the future. In addition, the funding of plan deficits over a shorter period of time than currently anticipated could result in making cash contributions to these plans on a more accelerated basis. Either of these events would reduce the cash available for working capital and other corporate uses and may have an adverse impact on the company's operations, financial condition and liquidity.

The company's future results will depend on its ability to continue to simplify its operations and provide services more cost efficiently. Over the past several years, the company has implemented significant cost-reduction measures and continues to focus on measures intended to further improve cost efficiency. Future results will depend on the success of these efforts as well as on the company's continued ability to focus its global resources and simplify its business structure.

The company's business can be adversely affected by global economic conditions, acts of war, terrorism or natural disasters. The company's financial results have been impacted by the global economic slowdown in recent years. If economic conditions worsen, the company could see reductions in demand and increased pressure on revenue and profit margins. The company could also see a further consolidation of clients, which could also result in a decrease in demand. The company's business could also be affected by acts of war, terrorism or natural disasters. Current world tensions could escalate, and this could have unpredictable consequences on the world economy and on the company's business.

The company's contracts with U.S. governmental agencies may subject the company to audits, criminal penalties, sanctions and other expenses and fines. The company frequently enters into contracts with governmental entities. U.S. government agencies, including the Defense Contract Audit Agency and the

Department of Labor, routinely audit government contractors. These agencies review a contractor's performance under its contracts, cost structure and compliance with applicable laws, regulations and standards. The U.S. government also may review the adequacy of, and a contractor's compliance with contract terms and conditions, its systems and policies, including the contractor's purchasing, property, estimating, billing, accounting, compensation and management information systems. Any costs found to be overcharged or improperly allocated to a specific contract or any amounts improperly billed or charged for products or services will be subject to reimbursement to the government. In addition, government contractors, such as the company, are required to disclose credible evidence of certain violations of law and contract overpayments to the federal government. If the company is found to have participated in improper or illegal activities, the company may be subject to civil and criminal penalties and administrative sanctions, including termination of contracts, forfeiture of profits, suspension of payments, fines and suspension or prohibition from doing business with the U.S. government. Any negative publicity related to such contracts, regardless of the accuracy of such publicity, may adversely affect the company's business or reputation.

Breaches of data security could expose the company to legal liability and could harm the company's business and reputation. The company's business includes managing, processing, storing and transmitting proprietary and confidential data, including personal information, within the company's own IT systems and those that the company designs, develops, hosts or manages for clients. Breaches of data security involving these systems by hackers, other third parties or the company's employees, despite established security controls with respect to this data, could result in the loss of data or the unauthorized disclosure or misuse of confidential information of the company, its clients, or others. This could result in litigation and legal liability for the company, lead to the loss of existing or potential clients, adversely affect the market's perception of the security and reliability of the company's products and services and lead to shutdowns or disruptions of the company's IT systems. In addition, such breaches could subject the company to fines and penalties for violations of data privacy laws. This may negatively impact the company's reputation and financial results.

More than half of the company's revenue is derived from operations outside of the United States, and the company is subject to the risks of doing business internationally. More than half of the company's total revenue is derived from international operations. The risks of doing business internationally include foreign currency exchange rate fluctuations, currency restrictions and devaluations, changes in political or economic conditions, trade protection measures, import or export licensing requirements, multiple and possibly overlapping and conflicting tax laws, new tax legislation, weaker intellectual property protections in some jurisdictions and additional legal and regulatory compliance requirements applicable to businesses that operate internationally, including the Foreign Corrupt Practices Act and non-U.S. laws and regulations.

Financial market conditions may inhibit the company's ability to access capital and credit markets to address its liquidity needs. Financial market conditions may impact the company's ability to borrow, to refinance its outstanding debt, or to utilize surety bonds, letters of credit, foreign exchange derivatives and other financial instruments the company uses to conduct its business. Although the company primarily uses cash on hand to address its liquidity needs, its ability to do so assumes that its operations will continue to generate sufficient cash.

The company's services or products may infringe upon the intellectual property rights of others. The company cannot be sure that its services and products do not infringe on the intellectual property rights of third parties, and it may have infringement claims asserted against it or against its clients. These claims could cost the company money, prevent it from offering some services or products, or damage its reputation.

Pending litigation could affect the company's results of operations or cash flow. There are various lawsuits, claims, investigations and proceedings that have been brought or asserted against the company, which arise in the ordinary course of business, including actions with respect to commercial and government contracts, labor and employment, employee benefits, environmental matters, intellectual property and non-income tax and employment compensation in Brazil. See Note (h) of the Notes to Consolidated Financial Statements for more information on litigation. The company believes that it has valid defenses with respect to legal matters pending against it. Litigation is inherently unpredictable, however, and it is possible that the company's results of operations or cash flow could be materially affected in any particular period by the resolution of one or more of the legal matters pending against it.

The company could face business and financial risk in implementing future dispositions or acquisitions. As part of the company's business strategy, it may from time to time consider disposing of existing technologies, products and businesses that may no longer be in alignment with its strategic direction, including transactions of a material size, or acquiring complementary technologies, products and businesses. Potential risks with respect to dispositions include difficulty finding buyers or alternative exit strategies on acceptable terms in a timely manner; potential loss of employees or clients; dispositions at unfavorable prices or on unfavorable terms, including relating to retained liabilities; and post-closing indemnity claims. Any acquisitions may result in the incurrence of substantial additional indebtedness or contingent liabilities. Acquisitions could also result in potentially dilutive issuances of equity securities and an increase in amortization expenses related to intangible assets. Additional potential risks associated with acquisitions include integration difficulties; difficulties in maintaining or enhancing the profitability of any acquired business; risks of entering markets in which the company has no or limited prior experience; potential loss of employees or failure to maintain or renew any contracts of any acquired business; and expenses of any undiscovered or potential liabilities of the acquired product or business, including relating to employee benefits contribution obligations or environmental requirements. Further, with respect to both dispositions and acquisitions, management's attention could be diverted from other business concerns. Adverse credit conditions could also affect the company's ability to consummate dispositions or acquisitions. The risks associated with dispositions and acquisitions could have a material adverse effect upon the company's business, financial condition and results of operations. There can be no assurance that the company will be successful in consummating future dispositions or acquisitions on favorable terms or at all.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There has been no material change in the company's assessment of its sensitivity to market risk since its disclosure in its Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

Item 4. Controls and Procedures

The company's management, with the participation of the company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on this evaluation, the company's Chief Executive Officer and Chief Financial Officer concluded that, as of the end of such period, the company's disclosure controls and procedures are effective. Such evaluation did not identify any change in the company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the fiscal quarter to which this report relates that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting.

Part II - OTHER INFORMATION

Item 1. Legal Proceedings

Information with respect to litigation is set forth in note (h) of the Notes to Consolidated Financial Statements, and such information is incorporated herein by reference.

Item 1A. Risk Factors

See "Factors that may affect future results" in Management's Discussion and Analysis of Financial Condition and Results of Operations for a discussion of risk factors.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Items 2(a) and (b) are not applicable.

2(c) Stock repurchases

On December 10, 2012, the company announced that its Board of Directors had authorized the company to purchase up to an aggregate of $50 million of the company's common stock and mandatory convertible preferred stock through December 31, 2014.

The following table provides information relating to the company's repurchase of common stock during the three months ended September 30, 2014.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of the Publicly Announced Plan	Approximate Dollar Value of Shares That May Yet Be Purchased Under the Publicly Announced Plan
July 1, 2014 – July 31, 2014	482,001	$ 21.95	482,001	$13,728,134
August 1, 2014 – August 31, 2014	50,000	$ 21.21	50,000	$12,667,759
Sept. 1, 2014 – Sept. 30, 2014	199,314	$ 22.62	199,314	$ 8,158,348
Total	731,315	$ 22.08	731,315	

Item 6. Exhibits

(a) Exhibits

See Exhibit Index

SIGNATURES

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 thereunto duly authorized.

UNISYS CORPORATION

Date: October 31, 2014

By: /s/ Janet Brutschea Haugen
Janet Brutschea Haugen
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

By: /s/ Scott Hurley
Scott Hurley
Vice President and Corporate Controller
(Chief Accounting Officer)

EXHIBIT INDEX

Exhibit Number	Description
3.1	Restated Certificate of Incorporation of Unisys Corporation (incorporated by reference to Exhibit 3.1 to the registrant’s Current Report on Form 8-K filed on April 30, 2010)
3.2	Certificate of Amendment to Restated Certificate of Incorporation of Unisys Corporation (incorporated by reference to Exhibit 3.1 to the registrant’s Current Report on Form 8-K filed on April 28, 2011)
3.3	Bylaws of Unisys Corporation, as amended through April 29, 2010 (incorporated by reference to Exhibit 3.2 to the registrant’s Current Report on Form 8-K filed on April 30, 2010)
10.1	Unisys Corporation Deferred Compensation Plan as amended and restated effective September 19, 2014
12	Statement of Computation of Ratio of Earnings to Combined Fixed Charges and Preferred Stock Dividends
31.1	Certification of J. Edward Coleman required by Rule 13a-14(a) or Rule 15d-14(a)
31.2	Certification of Janet Brutschea Haugen required by Rule 13a-14(a) or Rule 15d-14(a)
32.1	Certification of J. Edward Coleman required by Rule 13a-14(b) or Rule 15d-14(b) and Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
32.2	Certification of Janet Brutschea Haugen required by Rule 13a-14(b) or Rule 15d-14(b) and Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350
101.INSXBRL	Instance Document
101.SCHXBRL	Taxonomy Extension Schema Document
101.CALXBRL	Taxonomy Extension Calculation Linkbase Document
101.LABXBRL	Taxonomy Extension Labels Linkbase Document
101.PREXBRL	Taxonomy Extension Presentation Linkbase Document
101.DEFXBRL	Taxonomy Extension Definition Linkbase Document

UNISYS CORPORATION
2005 DEFERRED COMPENSATION PLAN

(As amended and restated effective September 19, 2014
except as otherwise noted below)

Article I
Purpose & Authority

1.1 Purpose. The purpose of the Plan is to offer Eligible Executives the opportunity to defer receipt of a portion of their compensation from the Corporation, to receive Corporation Contributions and, effective for the period January 1, 2007 through December 31, 2008, to receive Savings Plan Credits, under terms advantageous to both the Eligible Executive and the Corporation and subject to rules that are intended to satisfy the requirements of Code section 409A.

1.2 Effective Date. The Burroughs' Officers Deferred Compensation Plan was originally approved by the board of directors of Burroughs Corporation on January 29, 1982. That plan, currently named the Unisys Corporation Deferred Compensation Plan (the "Prior Plan"), has been amended and restated from time to time since its original adoption. Deferrals of compensation earned and vested before January 1, 2005 were made under that plan, and amounts deferred under that plan will continue to be subject to the rules set forth in that plan document. This Plan was adopted February 10, 2005, effective January 1, 2005 (except as otherwise specified below), for deferrals made on and after the Effective Date. Deferrals of compensation earned and vested on or after the Effective Date will be subject to the rules set forth in this Plan document as it may be amended from time to time. The Plan is amended and restated effective September 19, 2014, applicable for deferrals that are effective on or after January 1, 2015.

1.3 Authority. Any decision made or action taken by the Corporation and any of its officers or employees involved in the administration of this Plan, or any member of the Board or the Committee arising out of or in connection with the construction, administration, interpretation and effect of the Plan shall be within the sole discretion of all and each of them, as the case may be, and will be conclusive and binding on all parties. No member of the Board and no employee of the Corporation shall be liable for any act or action hereunder, whether of omission or commission, by any other member or employee or by any agent to whom duties in connection with the administration of the Plan have been delegated or, except in circumstances involving the member's or employee's bad faith, for anything done or omitted to be done by himself or herself.

Article II
Definitions

2.1 “Account” means, for any Participant, each memorandum account established for the Participant under Section 6.1.

2.2 “Account Balance” means, for any Participant as of any date and with respect to any Account, the aggregate amount reflected in that Account.

2.3 “Annual Incentive Pay” means, for any individual, the amount payable, if any, to such individual under the Unisys Executive Variable Compensation Plan (or under any successor annual incentive plan of the Corporation) or under any other similar annual incentive plan of the Corporation approved by the Senior Vice President, Human Resources, to the extent that the Committee determines such amounts are eligible for deferral hereunder.

2.4 “Beneficiary” means the person or persons designated from time to time in writing by a Participant to receive payments under the Plan after the death of such Participant or, in the absence of such designation or in the event that such designated person or persons predeceases the Participant, the Participant’s estate.

2.5 “Board” means the Board of Directors of the Corporation.

2.6 “Change in Control” means any of the following events:

(a) The acquisition by any individual, entity or group (within the meaning of Treasury Regulation section 1.409A-3(i)(5)) (a “Person”) of ownership of 30% or more of the combined voting power of the then outstanding voting securities of the Corporation (the “Outstanding Voting Securities”) during a 12-month period, provided, however, that the acquisition by any corporation pursuant to a transaction described in clauses (1), (2) and (3) of Section 2.6(c) will not constitute a Change in Control; or

(b) During a 12-month period, individuals who constitute the Board (the “Incumbent Board”) cease for any reason to constitute at least a majority of the Board; or

(c) Consummation of a reorganization, merger or consolidation or sale or disposition of assets of the Corporation that have a total gross fair market value of more than 40% of the total gross fair market value of assets of the Corporation immediately before the acquisition (a "Substantial Portion of Assets") within a 12-month period (a "Business Combination"), unless, in each case following such Business Combination, (1) all or substantially all of the individuals and entities who were the owners, respectively, of the then outstanding shares of Stock (the "Outstanding Stock") and Outstanding Voting Securities immediately before the Business Combination own, directly or indirectly, more than 50% of, respectively, the then outstanding shares of common stock and the combined voting power of the then outstanding voting securities, as the case may be, of the corporation resulting from such Business Combination (including, without limitation, a corporation that as a result of the transaction owns (A) the Corporation or (B) a Substantial Portion of Assets of the Corporation acquired within a 12-month period either directly or indirectly through one or more Subsidiaries) in substantially the same proportions as their ownership, immediately prior to such Business Combination of the Outstanding Stock and Outstanding Voting Securities, as the case may be, (2) no Person (excluding any employee benefit plan (or related trust) of the Corporation or the corporation resulting from the Business Combination) owns, directly or indirectly, 30% or more of, the combined voting power of the then outstanding voting securities of the corporation resulting from the Business Combination except to the extent that the Person owned 30% or more of the Outstanding Voting Securities before the Business Combination, and (3) at least a majority of the members of the board of directors of the corporation resulting from the Business Combination were members of the Incumbent Board during the 12-month period immediately preceding the Business Combination; or

(d) Approval by the stockholders of the Corporation of a complete liquidation or dissolution of the Corporation, but only to the extent that one Person acquires a Substantial Portion of Assets of the Corporation within a 12-month period in connection with such transaction.

The rules of this Section 2.6 shall be interpreted and applied in accordance with the provisions of Treasury Regulation section 1.409A-3(i)(5).

2.7 "Code" means the Internal Revenue Code of 1986, as amended.

2.8 “Committee” means the Compensation Committee of the Board, such other committee as may be appointed by the Board to administer the Plan or the person or persons to whom the Compensation Committee or such other committee may have delegated any of the Committee’s authority to administer the Plan.

2.9 “Corporation” or **“Unisys”** means Unisys Corporation.

2.10 “Corporation Contributions” means discretionary amounts that are credited by the Corporation to the Corporation Contributions Accounts of eligible Participants at any time based on individual or corporate performance or such other criteria as is deemed appropriate by the Corporation.

2.11 “Corporation Contributions Account” means that portion of a Participant’s Account to which any Corporation Contributions under the Plan for him or her are credited.

2.12 “Deferral Election” means an election by an Eligible Executive to defer a portion of his or her compensation from the Corporation under the Plan, as described in Section 3.1.

2.13 “Effective Date” means, except as otherwise noted herein, January 1, 2005, the original effective date of the Plan.

2.14 “Eligible Executive” means, for any calendar year, an employee of the Corporation whose base salary from the Corporation equals or exceeds $178,500 or such other dollar amount determined by the Committee from time to time.

2.15 “Fair Market Value” means, on any date, the sales price of a share of Unisys Common Stock (a) on the New York Stock Exchange as of the official close of the New York Stock Exchange at 4:00 p.m. U.S. Eastern Standard Time or Eastern Daylight Time, as the case may be, on such date, or (b) on such other stock exchange, designated by the Committee in its sole discretion, as of the official close of such exchange on such date.

2.16 “Investment Measurement Option” means any of the hypothetical investment alternatives available for determining the additional amounts to be credited to a Participant’s Account under Section 6.2. As of the Effective Date, the Investment Measurement Options available are generally the investment options available to eligible participants under the USP. Performance Unit Compensation deferred under the Plan will be held as Stock Units.

2.17 “Participant” means an Eligible Executive or former Eligible Executive who has made a Deferral Election and/or received Savings Plan Credits and/or Corporation Contributions and who has not received a distribution of his or her entire Account Balance.

2.18 “Performance Unit Compensation” means any amount payable to an Eligible Executive as a result of the Eligible Executive’s vesting in a Performance Unit award (including, but not limited to, share unit and restricted share unit awards) made under the terms of the Unisys Corporation 2003 Long-Term Incentive and Equity Compensation Plan, the Unisys Corporation 2007 Long-Term Incentive and Equity Compensation Plan, the Unisys Corporation 2010 Long-Term Incentive and Equity Compensation Plan or any successor equity-based incentive compensation plan.

2.19 “Plan” means the Unisys Corporation 2005 Deferred Compensation Plan, as set forth herein and as amended from time to time.

2.20 “Revised Election” means an election made by a Participant, in accordance with Section 7.2, to change the date as of which payment of his or her Account Balance is to commence and/or the form in which such payment is to be made.

2.21 “Savings Plan Credits” means, effective for the period January 1, 2007 through December 31, 2008, amounts automatically credited by the Corporation to the Savings Plan Credits Accounts of eligible Participants in accordance with the provisions of Article IV of the Plan.

2.22 “Savings Plan Credits Account” means that portion of a Participant’s Account to which any Savings Plan Credits under the Plan for him or her are credited.

2.23 “Separation from Service” with respect to a Participant means the Participant’s death, retirement or other termination of employment with the Corporation as determined in accordance with Code section 409A and the regulations thereunder. A Participant shall be considered to have terminated employment for this purpose when the Participant and the Corporation anticipate that the Participant will no longer perform services, as an employee or independent contractor, after a certain date or that the level of services the Participant would perform after such date, as an employee or independent contractor, will permanently decrease to no more than 20 percent (20%) of the average level of the Participant's services performed over the immediately preceding 36-month period.

2.24 "Stock Units" means Unisys common stock-equivalent units. Each Stock Unit represents the equivalent of one share of Unisys common stock; therefore, the value of a Stock Unit on any given date is the Fair Market Value of a share of Unisys Common Stock on that date.

2.25 "USP" means the Unisys Savings Plan, as amended from time to time.

2.26 "Valuation Date" means each business day on which the New York Stock Exchange (or such other stock exchange designated by the Committee in its sole discretion) is open, each of which is a date on which the interest of a Participant in each of the Participant's Accounts is valued.

Article III
Deferral of Compensation

3.1 Deferral Election.

(a) During any calendar year, each individual who is an Eligible Executive for such calendar year may, by properly completing and filing a Deferral Election in the form and manner prescribed by the Committee, elect to defer:

(1) all or a portion of his or her salary that, absent deferral under this Plan but giving effect to any deferral or salary deduction election under any other plan maintained by the Corporation (other than the USP), would be paid to him or her for services rendered during the next following calendar year; and/or

(2) up to 75 percent (75%) of his or her sales commissions that, absent deferral under this Plan but giving effect to any deferral or salary deduction election under any other plan maintained by the Corporation (other than the USP), would be paid to him or her for sales made during the next following calendar year; and

(3) all or a portion of his or her Annual Incentive Pay that, absent deferral under this Plan, but giving effect to any deferral or salary deduction election under any other plan maintained by the Corporation (other than the USP), would be earned by him or her during the next following calendar year.

(b) To be effective, generally an Eligible Executive's Deferral Election must be properly completed and filed by (1) the date specified by the Committee, which shall be no later than December 20 of the calendar year immediately preceding the calendar year in which the amounts to be deferred, absent deferral, would be earned by the Eligible Executive, or (2) if no date is specified by the Committee, by December 20 of the calendar year immediately preceding the calendar year in which the amounts to be deferred, absent deferral, would be earned by the Eligible Executive.

(c) The following rules apply to an individual who becomes an Eligible Executive after January 1 of a calendar year, notwithstanding Section 3.1(b).

(1) An individual who becomes an Eligible Executive after January 1 of a calendar year may make and file a Deferral Election on or before the date that is 30 days after the date on which he or she becomes an Eligible Executive with respect to salary and/or sales commissions that, absent deferral, would be earned by him or her during the remainder of the calendar year after he or she filed the election, with such Deferral Election becoming effective as soon as administratively practicable after it is properly completed and filed.

(2) An Eligible Executive described in Section 3.1(c)(1), whose 30-day period under Section 3.1(c)(1) would end later than the date determined under Section 3.1(b) for a Deferral Election for the next following calendar year, may also file a Deferral Election within such 30-day period with respect to salary and/or sales commissions that, absent deferral, would be earned in the next following calendar year, regardless of whether such 30-day period ends after December 20 of the preceding year, with such Deferral Election becoming effective as soon as administratively practicable after it is properly completed and filed.

(3) An Eligible Executive may make a Deferral Election under this Section 3.1(c), (A) when he or she initially becomes an Eligible

Executive, or (B) at any subsequent time if he or she becomes an Eligible Executive again after having ceased to be an Eligible Executive at a previous time, and if he or she either had received his or her entire Account Balance attributable to his or her prior period of service as an employee before becoming an Eligible Executive again or had not been an Eligible Executive at any time during the 24-month period ending on the date he or she became an Eligible Executive again. An Eligible Executive's service as an employee prior to the Effective Date and his or her account under the Prior Plan, if any, shall be taken into account in applying these rules.

(d) In addition to the Deferral Elections described in Section 3.1(a), an Eligible Executive may make a Deferral Election with respect to Performance Unit Compensation that, absent deferral, would be paid to the Eligible Executive. To be effective, a Deferral Election with respect to Performance Unit Compensation must be made in writing by the Eligible Executive on or before the date on which the award of Performance Unit Compensation that the Eligible Executive intends to defer is granted to the Eligible Executive.

(e) Once made, a Deferral Election shall become effective upon receipt by the Corporate Executive Compensation Department and, except to the extent otherwise provided in Section 7.2., will become irrevocable as of the relevant date specified in Section 3.1(b) through (d), as the case may be, above. An Eligible Executive's Deferral Election must specify either a percentage or a certain dollar amount of his or her salary, sales commissions, and/or Annual Incentive Pay, and/or a percentage of his or her Performance Unit Compensation, to be deferred under the Plan. In addition, the Deferral Election must specify the portion of the year, if less than the full year, to which the Deferral Election is to apply. Notwithstanding the foregoing, if the amount that the Eligible Executive has elected to defer from any payment of compensation otherwise payable to him or her is greater than the maximum amount that would enable the Corporation to withhold any applicable federal, state, local and foreign income or employment taxes (including, but not limited to, taxes required to be withheld with respect to any Savings Plan Credits made on behalf of the Eligible Executive), any payroll deductions elected by the Eligible Executive before the beginning of the calendar year, or any amounts required to be withheld pursuant to a domestic relations order (as defined in Code section 414(p)), the Corporation will reduce the amount of the deferral to the maximum amount that will enable the Corporation to effect such tax withholding, payroll deductions or other withholding.

(f) An Eligible Executive's Deferral Election must also specify the date on which payment of the Eligible Executive's Account Balance is to commence and the form in which such payment is to be made.

(1) The Eligible Executive must specify the date as of which payment of his or her Account Balance is to commence and may specify that such payment is to commence:

(A) as of his or her Separation from Service;

(B) as of a specific date that is at least two years after the end of the calendar year containing the date on which the amounts to be deferred, absent deferral, would be paid to the Eligible Executive;

(C) upon the Eligible Executive's becoming disabled (within the meaning of Code section 409A);

(D) upon a Change in Control of the Corporation; or

(E) upon the earlier (or earliest) to occur of two (or more) dates described in (A) – (D) of this Section 3.1(f)(1).

(2) The Eligible Executive must specify the form in which payment of his or her Account Balance is to be made and may specify that such payment is to be made either in a single sum or in annual installments. If the Eligible Executive elects a specific date for payment to commence under Section 3.1(f)(1)(B), then for payment(s) commencing on such date, the Eligible Executive may not elect an installment payment over a period shorter than two years or longer than five years.

(3) Notwithstanding the foregoing, a Participant may not elect a form of payment to the extent that such an election would cause any payments to be made after the March 31 first following the date that is 20 years after the date of the Participant's Separation from Service.

(4) Notwithstanding the foregoing, if an Eligible Executive has elected that distribution be made pursuant to Section 3.1(f)(1)(A) above, and the Eligible Employee is a "specified employee" within the meaning of Code section 409A and as designated by the Committee, distribution in the form of a single sum will be made on, and distribution in the form of installments will commence on, the first day of the seventh month following the date of the Eligible Executive's Separation from Service.

(g) Deferrals of an Eligible Executive's salary or sales commission shall be credited to the Plan ratably throughout the year (or, where applicable, the portion of the year) to which the Deferral Election applies. Deferrals of an Eligible Executive's Annual Incentive Pay and Performance Unit Compensation shall be credited in a single sum. Any deferral will be credited to the Plan as soon as administratively practicable after the date on which the amount, absent deferral, would be payable to the Participant.

(h) Unless an Eligible Executive's Deferral Election specifically provides otherwise, his or her Deferral Election with respect to salary or sales commission shall expire as of the last day of the calendar year for which the Deferral Election was made, and his or her Deferral Election with respect to Annual Incentive Pay or Performance Unit Compensation shall expire as of the date on which the Annual Incentive Pay or Performance Unit Compensation that is the subject of the Deferral Election is credited under the Plan.

(i) Notwithstanding the foregoing or any provision of the Prior Plan, if an Eligible Executive who has an account under the Prior Plan receives a payment from his or her account under the Prior Plan pursuant to Section 6.3 of the Prior Plan (or any successor to such provision of the Prior Plan) during any year, the Eligible Executive may not make a Deferral Election under this Plan for the two years immediately following the year in which he or she requested the payment under the Prior Plan, and any Deferral Election that the Eligible Executive purports to make for those two years shall not be given effect.

Article IV
Savings Plan Credits

4.1 Savings Plan Credits. Savings Plan Credits will not be made on or after January 1, 2009.

4.2 Vesting. Effective January 1, 2007:

(a) Participants will be fully vested in their Savings Plan Credits Accounts, if any.

(b) Notwithstanding any provision of the Plan to the contrary, any amounts credited to a Participant's Savings Plan Credits Account will be immediately forfeited in the event it is found by the Committee that a Participant, either during or following Separation from Service, willfully engaged in any activity which is determined by the Committee to be materially adverse or detrimental to the interests of the Corporation, including, but not limited to, any activity which might reasonably be considered by the Committee to be of a nature warranting dismissal of an employee for cause. While the Committee's decision is pending, the Committee may suspend the payment of benefits to such Participant, and will furnish notice to the Participant of such review. The Committee will consider in its deliberation relative to this provision any explanation or justification submitted to it in writing by the Participant within 60 days following the giving of such notice. The acceptance by a Participant of any benefit under this Plan shall constitute an agreement with the provisions of this Plan and a representation that he or she is not engaged or employed in any activity serving as a basis for suspension or forfeiture of benefits hereunder. The Committee may require each Participant eligible for a benefit under this Plan to acknowledge in writing prior to payment of such benefit that he or she will accept payment of benefits under this Plan only if there is no basis for such suspension or forfeiture.

4.3 Timing of Savings Plan Credits. Savings Plan Credits to a Participant's Savings Plan Credits Account under Section 4.1(a) will commence to be credited each payroll period following the first payroll period for the calendar year in which the Participant's compensation (as defined under the USP) exceeds the maximum amount of compensation that is permitted to be taken into account under Code section 401(a)(17). Savings Plan Credits to a Participant's Savings Plan Credits Account pursuant to Section 4.1(b) will be credited to the Plan ratably throughout the year (or, where applicable, the portion of the year) to which the corresponding Deferral Election applies. Any Savings Plan Credits will be credited to the Plan as soon as administratively practicable after the applicable pay period to which such Savings Plan Credits are applicable. This Section 4.3 will not apply on or after January 1, 2009.

4.4 Distribution of Savings Plan Credits. Amounts credited to a Participant's Savings Plan Credits Account will be distributed to the Participant as a single sum distribution upon his or her Separation from Service; provided, however, that if the Participant is a "specified employee" (within the meaning of Code section 409A and as designated by the Committee) at such time, distribution will be made in a single sum on the first day of the seventh month following the date of the Participant's Separation from Service.

Article V
Corporation Contributions

5.1 Corporation Contributions. The Corporation may make Corporation Contributions to a Participant's Corporation Contributions Account from time to time.

5.2 Vesting. Participants will vest in their Corporation Contributions Accounts according to the schedule established by the Corporation when the Corporation Contribution is made to that Corporation Contributions Account. Notwithstanding the foregoing, if a Participant dies while employed by the Corporation, the Participant will be fully vested in all his or her Corporation Contributions Accounts, if any.

Article VI
Treatment of Deferred Amounts

6.1 Memorandum Account.

(a) The Corporation shall establish on its books a separate Account for each Participant for each calendar year in which the Participant defers amounts pursuant to a Deferral Election. In addition, Corporation Contributions, if any, and, effective January 1, 2007, Savings Plan Credits, if any, will be credited to a Participant's Account and recorded in a separate Corporation Contributions Account and Savings Plan Credits Account, respectively, therein. Performance Unit Compensation will be credited to the Participant's Account as Stock Units. As of each Valuation Date, incremental amounts determined in accordance with Section 6.2 will be credited or debited to each Participant's Account. Any payments made to or on behalf of the Participant and for his or her Beneficiary shall be debited from the Account. No assets shall be segregated or earmarked with respect to any Account, and no Participant or Beneficiary shall have any right to assign, transfer, pledge or hypothecate his or her interest or any portion thereof in his or her Account. The Plan and the crediting of Accounts hereunder shall not constitute a trust or a funded arrangement of any sort and shall be merely for the purpose of recording an unsecured contractual obligation of the Corporation.

(b) If the Corporation shall issue a stock dividend on the Unisys Common Stock, stock dividend equivalents shall be credited to the Participant's Stock Units Account, as of the dividend payment date, as Stock Units in the same amount as the stock dividends to which the Participant would have been entitled if the Stock Units were shares of Unisys Common Stock. Cash dividends, if any, shall be credited to the Stock Units Account, as of the dividend payment date, in the form of Stock Units based on the Fair Market Value of the Unisys Common Stock on the dividend payment date. The Stock Units Account shall be appropriately adjusted to reflect splits, reverse splits, or comparable changes to the Corporation's Common Stock.

6.2 Investment Measurement Options.

(a) Subject to the provisions of this Section 6.2, a Participant's Account shall be credited or debited with amounts equal to the amounts that would be earned or lost with respect to the Participant's Account Balance (including, with respect to Stock Units, dividend equivalents and other adjustments) if amounts equal to that Account Balance were actually invested in the Investment Measurement Options in the manner specified by the Participant.

(b) Each Eligible Executive may elect, at the same time as a Deferral Election is made, to have one or more of the Investment Measurement Options applied to current deferrals. Such election with respect to current deferrals may be changed at any time upon appropriate notice to the Plan recordkeeper. Corporation Contributions and Savings Plan Credits will be hypothetically invested in the same manner as amounts attributable to a Participant's Deferral Elections for such calendar year, unless the Participant elects otherwise if permitted by the Committee.

(c) Subject to the restrictions described in Sections 6.2(d) and (e), a Participant may elect to change the manner in which Investment Measurement Options apply to existing Account Balances. Such an election will be effective as soon as practicable after the Participant has provided appropriate notice to the Plan recordkeeper.

(d) Notwithstanding anything to the contrary in the Plan, deferrals of Performance Unit Compensation will be held as Stock Units and may not be treated as invested under any other Investment Measurement Option.

(e) The following rules apply to Investment Measurement Options.

(1) The percentage of a Participant's current deferrals and/or Account Balance to which a specified Investment Measurement Option is to be applied must be in integral multiples of one percent (1%). The Participant may change the specified Investment Measurement Options which shall apply to his or her Account(s) on any business day as of which the Plan's

recordkeeper is open for business. Changes in a specified Investment Measurement Option with respect to a Participant's Account will be effective as soon as administratively practicable following receipt of the Participant's election.

(2) To the extent that a Participant has not specified an Investment Measurement Option to apply to all or a portion of his or her current deferrals, Corporation Contributions, Account Balance and/or, effective January 1, 2007, Savings Plan Credits, the Fidelity Balanced Fund (effective as of January 1, 2007) or such other fund as designated by the Committee from time to time shall be deemed to be the applicable Investment Measurement Option.

(3) The chosen Investment Measurement Option or Options shall apply to deferred amounts on and after the date on which such amounts are credited to the Participant's Account.

(f) The Committee shall have the authority to modify the rules and restrictions relating to Investment Measurement Options (including the authority to change such Investment Measurement Options prospectively) as it, in its sole discretion, deems necessary.

Article VII
Payment of Deferred Amounts

7.1 Form and Time of Payment. The benefits to which a Participant or a Beneficiary may be entitled under the Plan shall be paid in accordance with this Section 7.1.

(a) All payments under the Plan shall be made in cash in U.S. dollars, provided, however, that unless otherwise provided by the Committee, Stock Units shall be paid in shares of Unisys Common Stock.

(b) Except as otherwise provided in Section 4.4 with respect to Savings Plan Credits or in Section 7.1(e), 7.2 or 7.3, (1) for payment of a Participant's Account Balance upon Separation from Service, the Account Balance shall be valued as of the last Valuation Date in the month in which the Participant's Separation from Service occurs and payment shall commence on the first day of the next month (notwithstanding the foregoing, if the Participant is a "specified employee" within the meaning of Code section 409A and as designated by the Committee, distribution in a single sum will be made on, or distribution in installments will commence on, the first day of the seventh month following the date of the Participant's Separation from Service), (2) for payment upon any other date or dates specified in the Participant's Deferral Election or Elections or the Participant's Revised Election or Elections (to the extent that the Revised Election or Elections has or have become effective) the Account Balance shall be valued as of the last Valuation Date in the month in which such date occurs and payment shall commence on the first day of the next month, and (3) all payments shall be made in the form or forms specified in the Participant's Deferral Election or Elections or the Participant's Revised Election or Elections (to the extent that the Revised Election or Elections has or have become effective), provided, however, that payment of a Participant's Savings Plan Credits Account will be made in the form of a single sum upon the Participant's Separation from Service with the Corporation, or later, as provided in Section 4.4.

(c) To the extent a Participant has not specified the form or time of payment of his or her Account Balance, payment of the portion of the Participant's Account attributable to Deferral Elections and the Participant's Corporation Contributions Account will be made in a single sum upon the Participant's Separation from Service. Notwithstanding the foregoing, if the Participant is a "specified employee" within the meaning of Code section 409A and as designated by the Committee, distribution will be made in a single sum on the first day of the seventh month following the date of the Participant's Separation from Service.

(d) To the extent a Participant has elected payment in the form of annual installments, each installment payment after the initial installment payment shall be made on or about March 31 of each year following the year in which the first installment was paid. With respect to each Deferral Election made by a Participant, the amount of each annual installment payment to be made to a Participant or Beneficiary under such Deferral Election shall be determined by dividing the portion of the Participant's Account Balance attributable to such Deferral Election as of the latest Valuation Date preceding the date of payment by the number of installments remaining to be paid under such Deferral Election, and the number of shares of Unisys Common Stock delivered to a Participant who is receiving installments from his or her Stock Units Account shall be the quotient of (x) divided by (y) where (x) equals the amount to be distributed in an installment and (y) equals the Fair Market Value on the Valuation Date, with the amount attributable to any fractional share payable in cash in U.S. dollars.

(e) Notwithstanding any Deferral Election made by the Participant or any provision of the Plan to the contrary:

(1) If the Participant's Separation from Service occurs before the specific date as of which all or a portion of the Participant's Account Balance is scheduled to be paid, the payment of that portion of the Participant's Account Balance will commence upon the Participant's Separation from Service and will be made in the form elected by the Participant with respect to a distribution upon Separation from Service. Notwithstanding the foregoing, if the Participant is a "specified employee" within the meaning of Code section 409A and as designated by the Committee, distribution in a single sum will be made on, or distribution in installments will commence on, the first day of the seventh month following the date of the Participant's Separation from Service.

(2) If a Participant's Separation from Service occurs after the Participant begins to receive any portion of an Account Balance that was to be paid to the Participant as of a specific date, the remaining portion of such Account Balance shall continue to be distributed in accordance with the form of payment being made to the Participant at the time of his or her Separation from Service.

(3) If, at the time of a Participant's Separation from Service, the balance in all of a Participant's Accounts is $10,000 or less, the balance in all the Participant's Accounts shall be paid to the Participant in a single sum upon the Participant's Separation from Service, provided, however, that if the Participant is a "specified employee" within the meaning of Code section 409A and as designated by the Committee, the balance in all the Participant's Accounts shall be paid to the Participant in a single sum on the first day of the seventh month following the date of the Participant's Separation from Service.

(4) Any portion of a Participant's Account Balance that has not been paid to the Participant as of the date of his or her death shall be paid to the Participant's Beneficiary in a single sum on the first day of the month following the month in which the Participant's death occurs.

(5) If a Participant demonstrates to the satisfaction of the Committee that he or she has incurred an "unforeseeable emergency" within the meaning of Code section 409A, the Participant may receive a distribution of the amount necessary to meet his or her unforeseeable emergency as determined by the Committee in accordance with Code section 409A and regulations thereunder.

7.2 Revised Election.

(a) Pursuant to a Revised Election, a Participant may specify:

(1) a date for the commencement of the payment of the Participant's Account Balance attributable to Deferral Elections that, if the Participant originally elected a specified date for payment (as opposed to payment upon Separation from Service), is a date at least five years after the date specified in the Participant's applicable Deferral Election; and/or

(2) a form of payment that calls for a greater number of annual installment payments than that specified in the Participant's applicable Deferral Election, or a number of annual installment payments where the Participant specified a single sum payment in his or her applicable Deferral Election, provided that the first installment begins no earlier than five years after the date on which the Participant originally elected that distribution commence.

(3) Notwithstanding the foregoing, a Participant may not elect a time of benefit commencement and/or a form of payment to the extent that such an election would cause any payments to be made after the March 31 first following the date that is 20 years after the date of the Participant's Separation from Service.

(b) A Participant may make no more than three Revised Elections with respect to the portion of the Participant's Accounts attributable to Deferral Elections.

(c) To be effective, a Revised Election must:

(1) meet the requirements of Sections 7.2(a) and 7.2(b) above;

(2) be made in writing by the Participant on a form furnished for such purpose by the Corporate Executive Compensation Department; and

(3) be submitted to the Corporate Executive Compensation Department on or before the date that is one year before the date on which the portion of the Participant's Account Balance attributable to the Deferral Election that is the subject of the Revised Election would, absent the Revised Election, first become payable.

7.3 SEC Rule 16b. If deemed necessary to comply with Rule 16b-3 under the Securities and Exchange Act of 1934, as amended, the Corporation may delay payment with respect to Stock Units until six months following the date on which the Stock Units were credited to the Participant's Account.

Article VIII
Miscellaneous

8.1 Amendment. The Board may modify or amend, in whole or in part, any of or all the provisions of the Plan, or suspend or terminate it entirely; provided, however, that any such modification, amendment, suspension or termination may not, without the Participant's consent, adversely affect any amount credited to him or her under the Plan for any period prior to the effective date of such modification, amendment, suspension or termination, except that no Participant consent is necessary if such modification, amendment, suspension or termination is necessary to comply with the requirements of Code section 409A. The Plan shall remain in effect until terminated pursuant to this provision.

8.2 Administration. The Committee shall have the sole authority to interpret the Plan and in its sole discretion to establish and modify administrative rules for the Plan, including, but not limited to, establishing rules regarding elections, hypothetical investments and distributions. The Committee may delegate to any person or persons the authority and responsibility for all or any aspect of administration of the Plan in its sole discretion, and any provision of the Plan referring to the Committee shall apply to any such delegate in the same manner as to the Committee, except to the extent specifically provided otherwise therein. Notwithstanding any provision of the Plan to the contrary, the Committee (or its delegate) shall administer the Plan in a manner that is consistent with the requirements of Code section 409A. All expenses and costs in connection with the operation of this Plan shall be borne by the Corporation. The Corporation shall have the right to deduct from any payment to be made pursuant to this Plan any federal, state, local or foreign taxes required by law to be withheld, and any associated interest and/or penalties.

8.3 Governing Law. The Plan shall be construed and its provisions enforced and administered in accordance with the laws of the Commonwealth of Pennsylvania except as such laws may be superseded by the federal law and without regard to Pennsylvania's conflict of laws rules.

8.4 Unfunded Plan. It is intended that the Plan constitute an "unfunded" plan for deferred compensation. The Corporation may authorize the creation of trusts or other arrangements to meet the obligations created under the Plan; provided, however, that, unless the Corporation otherwise determines, the existence of such trusts or other arrangements is consistent with the "unfunded" status of the Plan. Any liability of the Corporation to any person with respect to any Account under the Plan shall be based solely upon any contractual obligations that may be created pursuant to the Plan. No such obligation of the Corporation shall be deemed to be secured by any pledge of, or other encumbrance on, any property of the Corporation.

8.5 Payment of FICA and Other Taxes. Generally, any Federal Insurance Contributions Act ("FICA") or other taxes that are payable by the Participant and are required to be withheld by the Corporation during any period with respect to amounts deferred under the Plan pursuant to Section 3.1 or, effective January 1, 2007, amounts credited by the Corporation pursuant to Sections 4.1 or 5.1 during such period shall be withheld from the compensation otherwise currently payable to the Participant during the period.

UNISYS CORPORATION
COMPUTATION OF RATIO OF EARNINGS TO COMBINED FIXED CHARGES AND PREFERRED STOCK DIVIDENDS (UNAUDITED)
($ in millions)

	Nine Months Ended Sept. 30	Years Ended December 31				
	2014	2013	2012	2011	2010	2009
Fixed charges						
Interest expense	$ 6.6	$ 9.9	$ 27.5	$ 63.1	$101.8	$ 95.2
Interest capitalized during the period	3.2	3.2	5.3	4.9	9.1	7.5
Amortization of debt issuance expenses	1.2	1.6	1.7	1.9	2.6	3.3
Portion of rental expense representative of interest	20.5	28.4	28.2	32.6	33.5	34.9
Total Fixed Charges	31.5	43.1	62.7	102.5	147.0	140.9
Preferred stock dividend requirements (a)	2.7	16.2	16.2	13.5	—	—
Total fixed charges and preferred stock dividends	34.2	59.3	78.9	116.0	147.0	140.9
Earnings						
Income (loss) from continuing operations before income taxes	56.9	219.4	254.1	206.0	222.9	218.2
Add amortization of capitalized interest	3.4	5.0	7.5	7.4	9.1	11.6
Subtotal	60.3	224.4	261.6	213.4	232.0	229.8
Fixed charges per above	31.5	43.1	62.7	102.5	147.0	140.9
Less interest capitalized during the period	(3.2)	(3.2)	(5.3)	(4.9)	(9.1)	(7.5)
Total earnings	$ 88.6	$264.3	$319.0	$311.0	$369.9	$363.2
Ratio of earnings to fixed charges	2.81	6.13	5.09	3.03	2.52	2.58
Ratio of earnings to fixed charges and preferred stock dividends (b)	2.59	4.46	4.04	2.68	2.52	2.58

(a) Amounts have not been grossed up for income taxes since the preferred stock was issued by the U.S. parent corporation which has a full valuation allowance against its net deferred tax assets.

(b) The ratio of earnings to fixed charges and preferred stock dividends is calculated by dividing total earnings by total fixed charges and preferred stock dividends.

CERTIFICATION

I, J. Edward Coleman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Unisys Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: October 31, 2014

	/s/ J. Edward Coleman
Name:	J. Edward Coleman
Title:	Chairman of the Board and Chief Executive Officer

Exhibit 31.2

CERTIFICATION

I, Janet Brutschea Haugen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Unisys Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: October 31, 2014

	/s/ Janet Brutschea Haugen
Name:	Janet Brutschea Haugen
Title:	Senior Vice President and Chief Financial Officer

Exhibit 32.1

CERTIFICATION OF PERIODIC REPORT

I, J. Edward Coleman, Chairman of the Board and Chief Executive Officer of Unisys Corporation (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

(1) the Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 30, 2014 (the “Report”) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 31, 2014

/s/ J. Edward Coleman

J. Edward Coleman
Chairman of the Board and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

CERTIFICATION OF PERIODIC REPORT

I, Janet Brutschea Haugen, Senior Vice President and Chief Financial Officer of Unisys Corporation (the “Company”), certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

(1) the Quarterly Report on Form 10-Q of the Company for the quarterly period ended September 30, 2014 (the “Report”) fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 (15 U.S.C. 78m); and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: October 31, 2014

/s/ Janet Brutschea Haugen

Janet Brutschea Haugen
Senior Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.