

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Delaware
(State of Incorporation)

38-0387840
(I.R.S. Employer Identification No.)

Unisys Way
Blue Bell, Pennsylvania 19424
(215) 986-4011
(Address of principal executive offices)

GLOBAL EMPLOYEE STOCK PURCHASE PLAN
(Full title of the Plan)

NANCY STRAUS SUNDHEIM
Senior Vice President,
General Counsel and Secretary
Unisys Corporation
Unisys Way
Blue Bell, Pennsylvania 19424
(215) 986-4008
(Name and address of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, par value \$.01 per share (2)	8,000,000 shares	\$17.395	\$139,160,000	\$34,790

(1) Estimated pursuant to paragraphs (c) and (h) of Rule 437 solely for the purpose of calculating the registration fee, based upon the average of the reported high and low sales prices for a share of Common Stock on February 14, 2001, as reported on the New York Stock Exchange.

(2) Includes Preferred Share Purchase Rights ("Rights"). The Rights are associated with and trade with the Common Stock. The value, if any, attributable to the Rights is reflected in the market price of the Common Stock.

This Registration Statement is filed for the purpose of registering 8,000,000 additional shares of Common Stock, par value \$.01 per share, of Unisys Corporation (the "Company") for use in connection with the Company's Global Employee Stock Purchase Plan (the "Plan"). A Registration Statement on Form S-8 (No. 333-51889) (the "Prior Registration Statement") relating to the Plan is effective. Accordingly, in accordance with General Instruction E to Form S-8, the Company incorporates by reference herein the contents of the Prior Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

Exhibit No.	Description
5	Opinion of Nancy Straus Sundheim, Esq. as to the legality of the shares of Common Stock covered by the Registration Statement
23.1	Consent of Ernst & Young LLP, independent auditors
23.2	Consent of counsel (included in opinion filed as Exhibit 5)
24	Power of Attorney (included on the signature page hereof)

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Whitpain, Commonwealth of Pennsylvania, on February 21, 2001.

UNISYS CORPORATION

By: /s/Lawrence A. Weinbach

Lawrence A. Weinbach
Chairman, President and
Chief Executive Officer

POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes Janet Brutschea Haugen, Nancy Straus Sundheim, and Lawrence A. Weinbach, and each of them, with full power of substitution and full power to act without the other, his or her true and lawful attorney-in-fact and agent in his or her name, place and stead, to execute in the name and on behalf of such person, individually and in each capacity stated below, any and all amendments (including post-effective amendments) to this Registration Statement and all documents relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and generally to do all such things in his or her name and on his or her behalf in his or her respective capacities as officers or directors of Unisys Corporation to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on February 21, 2001.

Signature

Title

/s/ Lawrence A. Weinbach

Lawrence A. Weinbach

Chairman, President and Chief
Executive Officer (principal
executive officer) and Director

/s/ Janet M. Brutschea Haugen

Janet M. Brutschea Haugen

Senior Vice President and Chief
Financial Officer (principal
financial and accounting
officer)

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/s/ J.P. Bolduc

J.P. Bolduc

Director

/s/ James J. Duderstadt

James J. Duderstadt

Director

/s/ Henry C. Duques

Henry C. Duques

Director

/s/ Gail D. Fosler

Gail D. Fosler

Director

/s/ Melvin R. Goodes

Melvin R. Goodes

Director

/s/ Rajiv L. Gupta

Rajiv L. Gupta

Director

/s/ Edwin A. Huston

Edwin A. Huston

Director

/s/ Kenneth A. Macke

Kenneth A. Macke

Director

/s/ Theodore E. Martin

Theodore E. Martin

Director

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EXHIBIT INDEX

Exhibit
No.

- | | |
|------|---|
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February 21, 2001

Unisys Corporation
Unisys Way
Blue Bell, PA 19424

Re: Unisys Corporation Registration Statement on Form S-8 relating to the
Global Employee Stock Purchase Plan

Ladies and Gentlemen:

I am the Senior Vice President, General Counsel and Secretary of Unisys Corporation, a Delaware corporation (the "Company"), and am rendering this opinion in connection with the registration of an additional 8,000,000 shares (the "Shares") of the Company's Common Stock, par value \$.01 per share, on a registration statement on Form S-8 (the "Registration Statement") filed pursuant to the Securities Act of 1933, as amended (the "Act"). The Shares will be offered and sold pursuant to the Company's Global Employee Stock Purchase Plan (the "Plan").

I have reviewed the Registration Statement, the Company's Certificate of Incorporation and By-laws and such corporate records and other documents and have made such investigations of law as I have deemed appropriate for purposes of giving the opinion hereinafter expressed.

Based upon the foregoing and subject to the limitations set forth below, I am of the opinion that the Shares will be, when issued in accordance with the terms of the Plan, validly issued, fully paid and non-assessable.

With respect to the opinion set forth above, I have assumed that the consideration to be received by the Company upon the issuance of any Shares will be at least equal to the par value of such Shares.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement. In giving such consent, I do not thereby admit that I am an expert with respect to any part of the Registration Statement within the meaning of the term "expert" as used in the Act or the rules and regulations issued thereunder.

This opinion is limited to the General Corporation Law of the State of Delaware.

Very truly yours,

Nancy Straus Sundheim

Consent of Independent Auditors

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Global Employee Stock Purchase Plan of Unisys Corporation of our report dated January 18, 2001, with respect to the consolidated financial statements of Unisys Corporation included and incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 2000 and the related financial statement schedule included therein, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
February 21, 2001