

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported) April 21, 2016

UNISYS CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware 1-8729 38-0387840
(State or Other (Commission File Number) (IRS Employer
Jurisdiction of Incorporation) Identification No.)

801 Lakeview Drive, Suite 100
Blue Bell, Pennsylvania 19422

(Address of Principal Executive Offices) (Zip Code)

(215) 986-4011

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- \ \ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- \ \ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- \ \ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- \ \ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02. Results of Operations and Financial Condition.

On April 21, 2016, Unisys Corporation (the "Company") issued a news release to report its financial results for the quarter ended March 31, 2016. The release is furnished as Exhibit 99 to this Current Report.

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

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is being furnished herewith:

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNISYS CORPORATION

Date: April 21, 2016

By: /s/ Janet B. Haugen

Janet B. Haugen
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit

No.

News Release

Investor Contact:

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Media Contact:

John Clendening, 214-403-1981
john.clendening@unisys.com

UNISYS ANNOUNCES FIRST-QUARTER 2016 FINANCIAL RESULTS

1Q 2016:

- * Revenue of \$667 million, down 8 percent year-over-year (3 percent in constant currency(1))
- * Diluted loss per share of (\$0.80) versus (\$0.87) in 1Q 2015
- * Non-GAAP diluted earnings per share(2) of \$0.11 versus diluted loss per share of (\$0.32) in 1Q 2015
- * \$100 million increase in adjusted free cash flow(3) year-over-year

BLUE BELL, Pa., April 21, 2016 -- Unisys Corporation (NYSE: UIS) today reported first quarter 2016 results highlighted by year-over-year increases in both operating profit margin and free cash flow.

The company reported an operating profit margin of (4.1) percent including cost reduction charges and pension expense. First quarter 2016 non-GAAP operating profit margin(4) was 2.9 percent, an increase of 320 basis points from the prior year. In addition, the company reported first quarter 2016 free cash flow usage of \$12 million(5), an \$89 million improvement year-over-year due to higher operating cash flow and lower capital expenditures. Adjusted free cash flow in first quarter 2016 increased \$100 million from the prior year.

"Our first quarter results represent a step toward our goal of improving profitability and cash flow," said Unisys President and CEO Peter Altabef. "We also continued to deepen our vertical go-to-market capabilities and leadership team and expand our security solutions during the quarter."

SUMMARY OF FIRST QUARTER 2016 BUSINESS RESULTS

Company:

- * Revenue of \$667 million declined 8 percent year-over-year; down 3 percent in constant currency.
- * Overall operating profit margin of (4.1) percent includes cost reduction charges and pension expense. First quarter 2016 non-GAAP operating profit margin was 2.9 percent, an increase of 320 basis points from the prior year.

Services:

- * Services revenue, which represented 89 percent of total revenue, declined by 7 percent, down 2 percent in constant currency.
- * Services operating profit margin was 0.7 percent, an increase of 200 basis points from the prior year, reflecting the benefit of cost reduction actions taken during the past twelve months.

Technology:

- * Technology revenue, which represented 11 percent of total revenue, declined 13 percent, down 10 percent in constant currency, reflecting reduced ClearPath Forward(TM) revenue, which can vary significantly from quarter-to-quarter based on the timing of license renewals.
- * Operating profit margin improved to 18.1 percent from 5.2 percent in the prior year due to the benefit of operating cost reductions.

Cash Flow:

- * First quarter 2016 free cash flow usage of \$12 million improved \$89 million year-over-year due to higher operating cash flow and lower capital expenditures. Adjusted free cash flow in first quarter 2016 increased \$100 million to \$38 million from the prior year.
- * During the first quarter 2016, the company completed a convertible senior notes offering that generated net proceeds of approximately \$160 million.
- * At March 31, 2016, the company had \$514 million in cash.

EXECUTING ON BUSINESS STRATEGY

Unisys business strategy, laid out in 2015, is to execute on several key areas for improved business performance in 2016: go-to-market vertical market orientation; security solutions, most notably Unisys Stealth(TM); and higher-value, advisory consulting services. The company has announced business wins, strategic moves and implementation successes covering each of these areas, including in the past week:

- * The global delivery of Unisys Stealth(cloud) (TM) on the Microsoft Azure Cloud, a platform used by more than 66 percent of Fortune 500 companies in 140 countries.
- * The successful implementation of Stealth(core) to protect ANGKASA's self-service banking kiosks in Malaysia.
- * A new agreement to deliver Stealth(mobile) to Mitel clients. Mitel is a new Unisys client that will use Stealth to protect its systems, data and intellectual property and leverage Stealth to protect users across its global network.
- * A contract with the State of Washington, Division of Child Support, Department of Social & Health Services to deliver managed data center services and ClearPath Forward services.
- * A contract with China's HubSky, a new Unisys client, to deliver cloud/data center design and consulting services.

In addition, the company made three major leadership announcements in Q1:

- * Inder M. Singh as senior vice president and chief marketing and strategy officer. Immediately prior to joining Unisys, Singh was a managing director at SunTrust Robinson Humphrey, Inc., where he provided equity research and advice across the technology, media and telecommunications sectors. Singh has also held strategy and financial leadership positions at Comcast, Cisco Systems, and AT&T.
- * Andy Stafford as senior vice president of Services. Most recently, Stafford was a senior managing director at Accenture, where he led the firm's Global Delivery Network for Technology. Prior to Accenture, Stafford held senior positions with Xchanging, Virgin Group, Deloitte Consulting, Computacenter and Andersen Consulting.
- * Eric Crabtree as the global leader of our Financial Services vertical industry group. Crabtree most recently served as managing director of omni-channel banking at Royal Bank of Scotland. He previously held senior executive leadership positions at Barclays Bank and Washington Mutual, and founded an advisory and consulting firm focused on the financial services industry.

CONFERENCE CALL

Unisys will hold a conference call today at 5:30 p.m. Eastern Time to discuss its results. The listen-only Webcast, as well as the accompanying presentation materials, can be accessed on the Unisys Investor Web site at www.unisys.com/investor. Following the call, an audio replay of the Webcast, and accompanying presentation materials, can be accessed through the same link.

NON-GAAP INFORMATION

Unisys reports its results in accordance with Generally Accepted Accounting Principles (GAAP) in the United States. However, in an effort to provide

investors with additional perspective regarding the company's results as determined by GAAP, the company also discusses, in its earnings press release and/or earnings presentation materials, non-GAAP information which management believes provides useful information to investors. Management uses supplemental non-GAAP financial measures internally to understand, manage and evaluate the business and assess operational alternatives.

Non-GAAP measures are not intended to be considered in isolation or as substitutes for results determined in accordance with GAAP and should be read only in conjunction with our consolidated financial statements prepared in accordance with GAAP. (See GAAP to non-GAAP reconciliations attached.)

(1) Constant currency -- The company refers to growth rates in constant currency or on a constant currency basis so that the business results can be viewed without the impact of fluctuations in foreign currency exchange rates to facilitate comparisons of the company's business performance from one period to another. Constant currency is calculated by retranslating current and prior period results at a consistent rate.

(2) Non-GAAP diluted earnings per share -- During the first quarter 2016, Unisys recorded pension expense, net of tax, and a charge, net of tax, in connection with cost reduction actions. In an effort to provide investors with a perspective on the company's earnings without these charges, they are excluded from the non-GAAP diluted earnings/loss per share calculations.

(3) Adjusted free cash flow -- Adjusted free cash flow provides free cash flow before the company's pension contributions or cost reduction payments in an effort to provide investors with a perspective on the company's free cash flow generation before these items.

(4) Non-GAAP operating profit -- During the first quarter 2016, Unisys recorded pretax pension expense and a pretax charge in connection with cost reduction actions. In order to provide investors with additional understanding of the company's operating results, these changes are excluded from the operating profit.

(5) Free cash flow -- The company defines free cash flow as cash flow from operations less capital expenditures. Management believes this measure gives investors an additional perspective on cash flow from operating activities in excess of amounts required for reinvestment.

ABOUT UNISYS

Unisys is a global information technology company that works with many of the world's largest companies and government organizations to solve their most pressing IT and business challenges. Unisys specializes in providing integrated, leading-edge solutions to clients in the government, financial services and commercial markets. With more than 20,000 employees serving clients around the world, Unisys offerings include cloud and infrastructure services, application services, security solutions, and high-end server technology. For more information, visit www.unisys.com.

FORWARD-LOOKING STATEMENTS

Any statements contained in this release that are not historical facts are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, any projections of earnings, revenues, or other financial items; any statements of the company's plans, strategies or objectives for future operations; statements regarding future economic conditions or performance; and any statements of belief or expectation. All forward-looking statements rely on assumptions and are subject to various risks and uncertainties that could cause actual results to differ materially from expectations. Risks and uncertainties that could affect the company's future results include the company's ability to effectively anticipate and respond to volatility and rapid technological innovation in its industry; the company's ability to improve margins in its services business; the company's ability to sell new products while maintaining its installed base in its technology business; the company's ability to access financing markets to refinance its outstanding debt; the company's ability to realize anticipated cost savings and to successfully implement its cost reduction initiatives to drive efficiencies across all of its operations; the company's significant pension obligations and requirements to make significant cash contributions to its defined benefit plans; the company's ability to attract, motivate and retain experienced and knowledgeable personnel in key positions; the risks of doing business

internationally when a significant portion of the company's revenue is derived from international operations; the potential adverse effects of aggressive competition in the information services and technology marketplace; the company's ability to retain significant clients; the company's contracts may not be as profitable as expected or provide the expected level of revenues; cybersecurity breaches could result in significant costs and could harm the company's business and reputation; a significant disruption in the company's IT systems could adversely affect the company's business and reputation; the company may face damage to its reputation or legal liability if its clients are not satisfied with its services or products; the performance and capabilities of third parties with whom the company has commercial relationships; the adverse effects of global economic conditions, acts of war, terrorism or natural disasters; contracts with U.S. governmental agencies may subject the company to audits, criminal penalties, sanctions and other expenses and fines; the potential for intellectual property infringement claims to be asserted against the company or its clients; the possibility that pending litigation could affect the company's results of operations or cash flow; the business and financial risk in implementing future dispositions or acquisitions; and the company's consideration of all available information following the end of the quarter and before the filing of the Form 10-Q and the possible impact of this subsequent event information on its financial statements for the reporting period. Additional discussion of factors that could affect the company's future results is contained in its periodic filings with the Securities and Exchange Commission. The company assumes no obligation to update any forward-looking statements.

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RELEASE NO.: 0421/9418

Unisys and other Unisys products and services mentioned herein, as well as their respective logos, are trademarks or registered trademarks of Unisys Corporation. Any other brand or product referenced herein is acknowledged to be a trademark or registered trademark of its respective holder.

UIS-Q

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

| | Three Months Ended March 31 | |
|--|--------------------------------|---------|
| | 2016 | 2015 |
| Revenue | | |
| Services | \$595.1 | \$639.0 |
| Technology | 71.7 | 82.2 |
| | ----- | ----- |
| | 666.8 | 721.2 |
| Costs and expenses | | |
| Cost of revenue: | | |
| Services | 533.7 | 564.3 |
| Technology | 34.6 | 39.9 |
| | ----- | ----- |
| | 568.3 | 604.2 |
| Selling, general and administrative | 110.1 | 128.8 |
| Research and development | 16.0 | 18.2 |
| | ----- | ----- |
| | 694.4 | 751.2 |
| Operating loss | (27.6) | (30.0) |
| Interest expense | 4.4 | 2.6 |
| Other income (expense), net | (1.2) | 4.9 |
| | ----- | ----- |
| Loss before income taxes | (33.2) | (27.7) |
| Provision for income taxes | 5.5 | 13.3 |
| | ----- | ----- |
| Consolidated net loss | (38.7) | (41.0) |
| Net income attributable | | |

| | | |
|---|----------|----------|
| to noncontrolling interests | 1.2 | 2.2 |
| | ----- | ----- |
| Net loss attributable to Unisys Corporation common shareholders | (\$39.9) | (\$43.2) |
| | ===== | ===== |
| Loss per common share attributable to Unisys Corporation | | |
| Basic | (\$.80) | (\$.87) |
| | ===== | ===== |
| Diluted | (\$.80) | (\$.87) |
| | ===== | ===== |
| Shares used in the per share computations (thousands): | | |
| Basic | 50,004 | 49,821 |
| Diluted | 50,004 | 49,821 |

UNISYS CORPORATION
SEGMENT RESULTS
(Unaudited)
(Millions)

| | Total | Elimi- nations | Services | Technology |
|--------------------------------------|---------|-------------------|----------|------------|
| | ----- | ----- | ----- | ----- |
| Three Months Ended March 31, 2016 | | | | |
| ----- | | | | |
| Customer revenue | \$666.8 | | \$595.1 | \$71.7 |
| Intersegment | | (\$5.6) | - | 5.6 |
| | ----- | ----- | ----- | ----- |
| Total revenue | \$666.8 | (\$5.6) | \$595.1 | \$77.3 |
| | ===== | ===== | ===== | ===== |
| Gross profit percent | 14.8% | | 14.2% | 48.6% |
| | ===== | | ===== | ===== |
| Operating profit (loss) percent | (4.1%) | | 0.7% | 18.1% |
| | ===== | | ===== | ===== |
| Three Months Ended March 31, 2015 | | | | |
| ----- | | | | |
| Customer revenue | \$721.2 | | \$639.0 | \$82.2 |
| Intersegment | | (\$6.7) | - | 6.7 |
| | ----- | ----- | ----- | ----- |
| Total revenue | \$721.2 | (\$6.7) | \$639.0 | \$88.9 |
| | ===== | ===== | ===== | ===== |
| Gross profit percent | 16.2% | | 14.1% | 49.6% |
| | ===== | | ===== | ===== |
| Operating profit (loss) percent | (4.2%) | | (1.3%) | 5.2% |
| | ===== | | ===== | ===== |

UNISYS CORPORATION
CONSOLIDATED BALANCE SHEETS
(Unaudited)
(Millions)

| | March 31, 2016 | December 31, 2015 * |
|---|-------------------|------------------------|
| | ----- | ----- |
| Assets | | |
| Current assets | | |
| Cash and cash equivalents | \$513.8 | \$365.2 |
| Accounts and notes receivable, net | 520.8 | 581.6 |
| Inventories | | |
| Parts and finished equipment | 18.8 | 20.9 |
| Work in process and materials | 27.7 | 22.9 |
| Prepaid expense and other current assets | 125.9 | 120.9 |
| | ----- | ----- |
| Total | 1,207.0 | 1,111.5 |
| | ----- | ----- |
| Properties | 891.1 | 876.6 |

| | | |
|--|-----------|-----------|
| Less accumulated depreciation and amortization | 739.0 | 722.8 |
| Properties, net | 152.1 | 153.8 |
| Outsourcing assets, net | 190.1 | 182.0 |
| Marketable software, net | 136.5 | 138.5 |
| Prepaid postretirement assets | 57.4 | 45.1 |
| Deferred income taxes | 133.3 | 127.4 |
| Goodwill | 179.4 | 177.4 |
| Other long-term assets | 209.3 | 194.3 |
| Total | \$2,265.1 | \$2,130.0 |
| Liabilities and deficit | | |
| Current liabilities | | |
| Notes payable | \$65.7 | 65.8 |
| Current maturities of long-term debt | 11.1 | 11.0 |
| Accounts payable | 216.0 | 219.3 |
| Deferred revenue | 343.5 | 335.1 |
| Other accrued liabilities | 309.2 | 329.9 |
| Total | 945.5 | 961.1 |
| Long-term debt | 388.2 | 233.7 |
| Long-term postretirement liabilities | 2,070.4 | 2,111.3 |
| Long-term deferred revenue | 131.4 | 123.3 |
| Other long-term liabilities | 83.9 | 79.2 |
| Commitments and contingencies | | |
| Total deficit | (1,354.3) | (1,378.6) |
| Total | \$2,265.1 | \$2,130.0 |

* Certain amounts have been reclassified to conform with the 2016 presentation.

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

Three Months Ended
March 31

| | 2016 | 2015 |
|--|----------|----------|
| Cash flows from operating activities | | |
| Consolidated net loss | (\$38.7) | (\$41.0) |
| Add (deduct) items to reconcile consolidated loss to net cash provided by (used for) operating activities: | | |
| Foreign currency transaction loss | 0.1 | - |
| Non-cash interest expense | 0.7 | - |
| Employee stock compensation | 3.2 | 4.4 |
| Depreciation and amortization of properties | 9.6 | 11.7 |
| Depreciation and amortization of outsourcing assets | 11.1 | 12.7 |
| Amortization of marketable software | 16.4 | 16.3 |
| Other non-cash operating activities | 0.3 | (0.1) |
| Disposals of capital assets | 0.3 | 1.4 |
| Pension contributions | (31.6) | (38.7) |
| Pension expense | 20.3 | 27.9 |
| Increase in deferred income taxes, net | (6.9) | (4.4) |
| Decrease in receivables, net | 69.4 | 106.8 |
| Increase in inventories | (1.9) | (15.1) |
| Decrease in accounts payable and other accrued liabilities | (35.2) | (106.4) |
| Increase (decrease) in other liabilities | 3.4 | (11.1) |
| Decrease (increase) in other assets | 3.7 | (7.7) |
| Net cash provided by (used for) operating activities | 24.2 | (43.3) |
| Cash flows from investing activities | | |
| Proceeds from investments | 1,365.0 | 1,153.4 |

| | | |
|--|-----------|-----------|
| Purchases of investments | (1,367.8) | (1,126.7) |
| Investment in marketable software | (14.3) | (16.7) |
| Capital additions of properties | (6.6) | (13.9) |
| Capital additions of outsourcing assets | (15.1) | (26.7) |
| Other | (0.6) | 1.5 |
| | ----- | ----- |
| Net cash used for investing activities | (39.4) | (29.1) |
| | ----- | ----- |
| Cash flows from financing activities | | |
| Proceeds from issuance of long-term debt | 190.0 | - |
| Payments for capped call transactions | (24.3) | - |
| Issuance costs relating to long-term debt | (6.2) | - |
| Payments of long-term debt | (0.7) | (0.3) |
| Proceeds from exercise of stock options | - | 3.5 |
| | ----- | ----- |
| Net cash provided by financing activities | 158.8 | 3.2 |
| | ----- | ----- |
| Effect of exchange rate changes on cash and cash equivalents | 5.0 | (23.1) |
| | ----- | ----- |
| Increase (decrease) in cash and cash equivalents | 148.6 | (92.3) |
| Cash and cash equivalents, beginning of period | 365.2 | 494.3 |
| | ----- | ----- |
| Cash and cash equivalents, end of period | \$513.8 | \$402.0 |
| | ===== | ===== |

(1)

UNISYS CORPORATION

RECONCILIATION OF SELECTED GAAP MEASURES TO NON-GAAP MEASURES

(Unaudited)

(Millions, except per share data)

| | Three Months Ended March 31 | |
|--|--------------------------------|----------|
| | 2016 | 2015 |
| | ----- | ----- |
| GAAP net loss | | |
| attributable to Unisys Corporation common shareholders | (\$39.9) | (\$43.2) |
| Cost reduction expense, net of tax | 24.7 | 0.0 |
| Pension expense, net of tax | 20.6 | 27.4 |
| | ----- | ----- |
| Non-GAAP net income (loss) attributable to Unisys Corporation common shareholders | 5.4 | (15.8) |
| Add interest expense on convertible notes | 0.7 | 0.0 |
| | ----- | ----- |
| Non-GAAP net income (loss) attributable to Unisys Corporation for diluted earnings per share | \$6.1 | (\$15.8) |
| | ===== | ===== |
| Weighted average shares (thousands) | 50,004 | 49,821 |
| Plus incremental shares from assumed conversion: | | |
| Employee stock plans | 134 | 0 |
| Convertible notes | 0 | 0 |
| | ----- | ----- |
| GAAP adjusted weighted average shares | 50,138 | 49,821 |
| | ===== | ===== |
| Diluted earnings (loss) per share | | |
| GAAP basis | | |
| GAAP net loss | | |

| | | |
|--|----------|----------|
| attributable to Unisys Corporation for diluted earnings per share | (\$39.9) | (\$43.2) |
| Divided by adjusted weighted average shares | 50,004 | 49,821 |
| GAAP loss per diluted share | (\$.80) | (\$.87) |
| | ===== | ===== |
| Non-GAAP basis | | |
| Non-GAAP net income (loss) attributable to Unisys Corporation for diluted earnings per share | \$5.4 | (\$15.8) |
| Divided by Non-GAAP adjusted weighted average shares | 50,138 | 49,821 |
| Non-GAAP earnings (loss) per diluted share | \$.11 | (\$.32) |
| | ===== | ===== |

(2)
UNISYS CORPORATION
RECONCILIATION OF GAAP OPERATING PROFIT TO NON-GAAP
OPERATING PROFIT
(Unaudited)
(Millions)

| | Three Months Ended March 31 | |
|------------------------------------|--------------------------------|----------|
| | 2016 | 2015 |
| | ----- | ----- |
| GAAP operating loss | (\$27.6) | (\$30.0) |
| Cost reduction expense | 26.9 | 0.0 |
| FAS87 pension expense | 20.3 | 27.9 |
| | ----- | ----- |
| Non-GAAP operating profit (loss) | \$19.6 | (\$2.1) |
| | ===== | ===== |
| Customer Revenue | \$666.8 | \$721.2 |
| GAAP operating loss % | (4.1%) | (4.2%) |
| Non-GAAP operating profit (loss) % | 2.9% | (0.3%) |

(3)
UNISYS CORPORATION
RECONCILIATION OF GAAP TO NON-GAAP
(Unaudited)
(Millions)

FREE CASH FLOW

| | Three Months Ended March 31 | |
|--|--------------------------------|----------|
| | 2016 | 2015 |
| | ----- | ----- |
| Cash provided by (used for) operations | \$24.2 | (\$43.3) |
| Additions to marketable software | (14.3) | (16.7) |
| Additions to properties | (6.6) | (13.9) |
| Additions to outsourcing assets | (15.1) | (26.7) |
| | ----- | ----- |
| Free Cash Flow | (11.8) | (100.6) |
| Pension funding | 31.6 | 38.7 |
| Cost reduction funding | 18.0 | - |
| | ----- | ----- |
| Free cash flow before pension & cost reduction funding | \$37.8 | (\$61.9) |
| | ===== | ===== |

