

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person* <u>Gupta Shalabh</u>			2. Issuer Name and Ticker or Trading Symbol <u>UNISYS CORP [UIS]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Vice President and Treasurer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>02/26/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>801 LAKEVIEW DRIVE SUITE 100</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	<u>BLUE BELL PA 19422</u>							
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/26/2021		M		2,022	A	\$0	27,090	D	
Common Stock	02/26/2021		F		592	D	\$24.55	26,498	D	
Common Stock	02/26/2021		M		3,171	A	\$0	29,669	D	
Common Stock	02/26/2021		F		908	D	\$24.55	28,761	D	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	02/26/2021		M			2,022	(2)	(2)	Common Stock	2,022	\$0	4,046	D	
Restricted Stock Units	(3)	02/26/2021		M			2,022	(4)	(4)	Common Stock	3,171	\$0	0	D	
Restricted Stock Units	(5)	02/26/2021		A			4,412	(6)	(6)	Common Stock	4,412	\$0	4,412	D	
Restricted Stock Units	(7)	02/26/2021		A			4,549	(8)	(8)	Common Stock	4,549	\$0	4,549	D	
Restricted Stock Units	(9)	02/26/2021		A			9,098	(10)	(10)	Common Stock	9,098 ⁽¹⁰⁾	\$0	9,098	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.
- Time-based restricted stock units ("TB-RSUs") granted on February 28, 2020 under the Unisys Corporation 2019 Long-Term Incentive and Equity Compensation Plan. The TB-RSUs vest in three equal installments on February 28, 2021, 2022 and 2023, respectively (or if such date does not fall on a trading day, the immediately preceding trading day).
- Each restricted stock unit represents a contingent right to receive 1.5681 shares of Unisys Corporation common stock.
- Performance-based restricted stock units ("PB-RSUs") granted on February 28, 2020 under the Unisys Corporation 2019 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs are eligible to be earned in equal annual amounts over a three year period based on Unisys Corporation's relative total shareholder return compared to the Russell 2000 Index from January 1, 2020 through December 31, 2020, 2021 and 2022, respectively, and then such PB-RSUs vest on the later of February 28, 2021, 2022 and 2023, respectively (or if such date does not fall on a trading day, the immediately preceding trading day), and the date on which the Board of Directors verifies the vesting of the applicable tranche of the PB-RSU grant to Unisys Corporation's Chief Executive Officer. This report only relates to the PB-RSUs the reporting person earned during the 2020 performance period. All shares resulting from such earned PB-RSUs vested on February 26, 2021.
- Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.
- Time-based restricted stock units ("TB-RSUs") granted on February 26, 2021 under the Unisys Corporation 2019 Long-Term Incentive and Equity Compensation Plan. The TB-RSUs vest in three equal installments on February 26, 2022, 2023 and 2024, respectively (or if such date does not fall on a trading day, the immediately preceding trading day).
- Each restricted stock unit represents a contingent right to receive one share of Unisys Corporation common stock.
- Time-based restricted stock units ("TB-RSUs") granted on February 26, 2021 under the Unisys Corporation 2019 Long-Term Incentive and Equity Compensation Plan. The TB-RSUs vest on February 26, 2024.
- Each restricted stock unit represents a contingent right to receive up to one share of Unisys Corporation common stock.
- Performance-based restricted stock units ("PB-RSUs") granted on February 26, 2021 under the Unisys Corporation 2019 Long-Term Incentive and Equity Compensation Plan. The PB-RSUs will be eligible to vest at a conversion rate of between 0.5 shares to 1 share of Unisys Corporation common stock for each PB-RSU if the 20-trading day trailing average of the closing price of Unisys Corporation's common stock over any 20 consecutive trading days during the period from the grant date through February 26, 2024 is 10% to 20% higher (with the conversion rate determined by linear interpolation for increases between such range) than the closing price of Unisys Corporation's common stock on the grant date. If the stock price appreciation test is not met at least at the 10% level, then the PB-RSUs will not vest at all. If the stock price appreciation test is met at greater than the 20% level, then the PB-RSUs will vest at the rate of 1 share of Unisys Corporation common stock for each PB-RSU.

John M. Armbruster, attorney-in-fact 03/02/2021

** Signature of Reporting Person Date

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

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

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

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

POWER OF ATTORNEY
FOR EXECUTING FORMS 3, 4 and 5

Know all by these presents, that the undersigned hereby constitutes and appoints each of Gerald P. Kenney, John M. Armbruster, and N. Natasha Redding, signing singly, his/her true and lawful attorney-in-fact, in regard to ownership of securities for Unisys Corporation (the "Company"), to:

- (1) execute for and on behalf of the undersigned Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Form 3, 4 or 5 and the timely filing of such form with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in his/her discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as such attorney-in-fact might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or his/her substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5, with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of February, 2021.

/s/ Shalabh Gupta
Signature

Shalabh Gupta
Print Name