

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)

UNISYS SAVINGS 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

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.
(Check one):

Large accelerated filer Accelerated filer
Non-Accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$.01 per share	10,000,000 shares	\$0.45	\$4,500,000	\$176.85

(1) No more than 5,000,000 of the shares being registered hereby will be newly issued shares of Unisys Corporation. Such shares will be issued as company matching contributions under the Unisys Savings Plan. The remaining shares represent shares that are currently outstanding and that the company anticipates will be purchased in the open market by the Plan's trustee on behalf of Plan participants who elect to invest in the Unisys Common Stock Fund offered under the Plan.

(2) Estimated pursuant to paragraphs (c) and (h) of Rule 457 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 November 20, 2008, as reported on the New York Stock Exchange.

In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this

registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Unisys Savings Plan.

Page 2

INCORPORATION OF DOCUMENTS BY REFERENCE TO PRIOR REGISTRATION STATEMENT

This Registration Statement is filed for the purpose of registering 10,000,000 additional shares of Common Stock, par value \$.01 per share, of Unisys Corporation (the "Company") for use in connection with the Unisys Savings Plan (the "Plan"). A Registration Statement on Form S-8 (No. 333-142695) (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 Registered Public Accounting Firm
23.2	Consent of counsel (included in opinion filed as Exhibit 5)
24	Power of Attorney (included on the signature page hereof)

Page 3

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 November 26, 2008.

UNISYS CORPORATION

By: /s/ J. Edward Coleman

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

POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes J. Edward Coleman, Janet Brutschea Haugen, Nancy Straus Sundheim and Scott A. Battersby, 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 November 26, 2008.

Signature -----	Title -----
/s/ J. Edward Coleman ----- J. Edward Coleman	Chairman of the Board, Chief Executive Officer (principal executive officer) and Director
/s/ Janet Brutschea Haugen ----- Janet Brutschea Haugen	Senior Vice President and Chief Financial Officer (principal financial officer)
/s/ Scott Hurley ----- Scott Hurley	Vice President and Corporate Controller (principal accounting officer)

Page 4

/s/ Henry C. Duques ----- Henry C. Duques	Lead Director
/s/ J.P. Bolduc ----- J.P. Bolduc	Director
/s/ Craig A. Conway ----- Craig A. Conway	Director
/s/ James J. Duderstadt ----- James J. Duderstadt	Director
/s/ Matthew J. Espe ----- Matthew J. Espe	Director
/s/ Denise K. Fletcher ----- Denise K. Fletcher	Director
/s/ Edwin A. Huston ----- Edwin A. Huston	Director
/s/ Clayton M. Jones ----- Clayton M. Jones	Director
/s/ Leslie F. Kenne ----- Leslie F. Kenne	Director
Clay B. Lifflander ----- Clay B. Lifflander	Director
/s/ Theodore E. Martin	Director

Theodore E. Martin

Charles B. McQuade

Director

Charles B. McQuade

Page 5

EXHIBIT INDEX

Exhibit
No.

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 Registered Public Accounting Firm
23.2	Consent of counsel (included in opinion filed as Exhibit 5)
24	Power of Attorney (included on the signature page hereof)

November 26, 2008

Unisys Corporation
Unisys Way
Blue Bell, PA 19424

Re: Unisys Corporation Registration Statement on Form S-8 relating to the
Unisys Savings 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 10,000,000 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 Unisys Savings Plan (the "Plan"). No more than 5,000,000 of the Shares will be newly issued shares, issued as company matching contributions under the Plan (the "Newly Issued Shares"). The remaining Shares represent shares of the Company's Common Stock that are currently outstanding and that the Company anticipates will be purchased in the open market by the Plan's trustee on behalf of Plan participants who elect to invest in the Unisys Common Stock Fund offered under the Plan (the "Outstanding Shares").

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 Outstanding Shares are and the Newly Issued 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 Newly Issued 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, including this exhibit, 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 Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the Unisys Savings Plan of Unisys Corporation of our reports dated February 28, 2008, with respect to the consolidated financial statements of Unisys Corporation and the effectiveness of internal control over financial reporting of Unisys Corporation, incorporated by reference in its Annual Report (Form 10-K) for the year ended December 31, 2007 and the financial statement schedule of Unisys Corporation included therein, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania
November 26, 2008