

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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

**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

1. Name and Address of Reporting Person * <u>Gupta Shalabh</u>  (Last) (First) (Middle) 801 LAKEVIEW DRIVE SUITE 100  (Street) BLUE BELL PA 19422  (City) (State) (Zip)	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>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2020</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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)	01/01/2020		A		2,163		(2)	(2)	Common Stock	2,826	\$0	0	D	
Restricted Stock Units	(3)	01/01/2020		A		1,851		(4)	(4)	Common Stock	914	\$0	0	D	

**Explanation of Responses:**

- Each restricted stock unit represents a contingent right to receive 1.3066 shares of Unisys Corporation common stock.
- Performance-based restricted stock units ("PB-RSUs") granted on February 12, 2018 under the Unisys Corporation 2016 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, 2018 through December 31, 2018, 2019 and 2020, respectively, and then such PB-RSUs would vest on February 12, 2019, 2020 and 2021, respectively. This report only relates to the PB-RSUs the reporting person earned during the 2019 performance period. All shares resulting from such earned PB-RSUs will vest on February 12, 2020.
- Each restricted stock unit represents a contingent right to receive 0.4937 shares of Unisys Corporation common stock.
- Performance-based restricted stock units ("PB-RSUs") granted on February 15, 2019 under the Unisys Corporation 2016 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, 2019 through December 31, 2019, 2020 and 2021, respectively, and then such PB-RSUs would vest on February 15, 2020, 2021 and 2022, respectively. This report only relates to the PB-RSUs the reporting person earned during the 2019 performance period. All shares resulting from such earned PB-RSUs will vest on February 15, 2020.

Cathy S. Johnson, attorney-in-fact 01/03/2020

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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.