## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL OMB Number: Estimated average burden 0.5 hours per response:

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 VISHAL</u>									cker or Trad	ing S	Symbol	5. (CI	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner					
(Last) (First) (Middle) 801 LAKEVIEW DRIVE						3. Date of Earliest Transaction (Month/Day/Year) 01/01/2020								X Officer (give title Other (specify below)  Senior Vice President				
(Street) BLUE BELL PA 19422  (City) (State) (Zip)				Dorivo										. Individual or Joint/Group Filing (Check Applicable ine)  X Form filed by One Reporting Person Form filed by More than One Reporting Person				
1. Title of Security (Instr. 3)  2. Transac Date (Month/Da					tion 2A. Deemed Execution Date,			3. Transac	3. Transaction Code (Instr. 8) 4. Secul Dispose 5)		rities Acquired (A) or ed Of (D) (Instr. 3, 4 an		5. Amount of		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership Instr. 4)	
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 D if any (Month/Day/	ate, Tr	ransaction ode (Instr.		5. Num of Derivat Securit Acquir (A) or Dispos of (D) (Instr. 3 and 5)	tive ties ed	6. Date Exercisable an Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Securit (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4)	у	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)
				C	ode	v	(A)	(D)	Date Exercisabl		xpiration ate	Title	Amount or Number of Shares					
Restricted Stock Units	(1)	01/01/2020			A		4,831		(2)		(2)	Common Stock	6,312	\$0	0		D	
Restricted Stock Units	(3)	01/01/2020			A		4,831		(4)		(4)	Common Stock	2,385	\$0	0		D	

## **Explanation of Responses:**

- 1. Each restricted stock unit represents a contingent right to receive 1.3066 shares of Unisys Corporation common stock.
- 2. Performance-based restricted stock units ("PB-RSUs") granted on July 25, 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 July 25, 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 July 25, 2020.
- 3. Each restricted stock unit represents a contingent right to receive 0.4937 shares of Unisys Corporation common stock.
- 4. 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-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.

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