

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)

HAROLD S. BARRON  
Senior Vice President,  
General Counsel and Secretary  
Unisys Corporation  
Unisys Way  
Blue Bell, Pennsylvania 19424  
(215) 986-5299  
(Name and address of agent for service)

CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock, par value \$.01 per share(2)	15,000,000 shares	\$45.6875	\$685,312,500	\$190,517

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(1) Estimated pursuant to paragraphs (c) and (h) of Rule 437 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 September 13, 1999, as reported on the New York Stock Exchange.

(2) Includes Preferred Share Purchase Rights ("Rights"). The Rights are associated with and trade with the Common Stock. The value, if any, attributable to the Rights is reflected in the market price of the Common Stock.

INCORPORATION OF DOCUMENTS BY REFERENCE TO PRIOR REGISTRATION STATEMENT

This Registration Statement is filed for the purpose of registering 15,000,000 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. 33-38711) (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 Harold S. Barron, Esq. as to the legality of the shares of Common Stock covered by the Registration Statement
23.1	Consent of Ernst & Young LLP, independent auditors
23.2	Consent of counsel (included in opinion filed as Exhibit 5)
24	Power of Attorney (included on the signature page hereof)

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 September 17, 1999.

UNISYS CORPORATION

By: /s/Lawrence A. Weinbach

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Lawrence A. Weinbach  
Chairman, President and  
Chief Executive Officer

POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes Harold S. Barron, Robert H. Brust, Angus F. Smith and Lawrence A. Weinbach, 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 September 17, 1999.

Signature - -----	Title -----
/s/ Lawrence A. Weinbach - ----- Lawrence A. Weinbach	Chairman, President and Chief Executive Officer (principal executive officer) and Director
/s/Robert H. Brust - ----- Robert H. Brust	Senior Vice President and Chief Financial Officer (principal financial officer)
/s/ Janet M. Brutschea Haugen - ----- Janet M. Brutschea Haugen	Vice President and Controller (principal accounting officer)

/s/ J.P. Bolduc Director  
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J.P. Bolduc

/s/ James J. Duderstadt Director  
-----

James J. Duderstadt

/s/ Henry C. Duques Director  
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Henry C. Duques

/s/ Gail D. Fosler Director  
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Gail D. Fosler

/s/ Melvin R. Goodes Director  
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Melvin R. Goodes

/s/ Edwin A. Huston Director  
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Edwin A. Huston

/s/ Kenneth A. Macke Director  
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Kenneth A. Macke

/s/ Theodore E. Martin Director  
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Theodore E. Martin

/s/ Robert McClements, Jr. Director  
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Robert McClements, Jr.

EXHIBIT INDEX

Exhibit  
No.

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|------|--|
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September 17, 1999

Unisys Corporation  
Township Line and Union Meeting Roads  
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 15,000,000 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").

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 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 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 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,

Harold S. Barron

Consent of Independent Auditors

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Unisys Savings Plan of our report dated January 14, 1999 (except for the fourth paragraph of Note 16 as to which the date is January 21, 1999), with respect to the consolidated financial statements of Unisys Corporation, as amended, incorporated by reference in its Annual Report on Form 10-K for the year ended December 31, 1998, as amended on Forms 10-K/A dated June 28, 1999 and July 14, 1999, and the related financial statement schedule included therein, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Philadelphia, Pennsylvania  
September 14, 1999