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UNISYS CORP
Form 8-K
February 22, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 OR 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported) February 22, 2011

UNISYS CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware	1-8729	38-0387840
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

801 Lakeview Drive, Suite 100
Blue Bell, Pennsylvania 19422

(Address of Principal Executive Offices) (Zip Code)

(215) 986-4011

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- \ \ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- \ \ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- \ \ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- \ \ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 8.01. OTHER EVENTS

On February 22, 2011, Unisys Corporation (the "Company") issued a press release announcing that it intends to issue 2,250,000 shares of Mandatory Convertible Preferred Stock (2,587,500 shares if the underwriters exercise their option to purchase additional shares in full) in a registered public offering. The Company intends to use the net proceeds from the offering to redeem (the "Redemption") a portion of the Company's outstanding 12 3/4% Senior Secured Notes due 2014 and 14 1/4% Senior Secured Notes due 2015 (the "Notes"). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

As disclosed in a separate press release also issued on February 22, 2011, the Company announced that it is commencing a cash tender offer to purchase a portion of the Notes. The maximum aggregate consideration for the Notes purchased in the tender offer, excluding accrued and unpaid interest, will not exceed \$220 million. Holders of Notes will not be able to tender in the tender offer any Notes selected by The Depositary Trust Company to be redeemed in the Redemption. The tender offer is being made pursuant to an offer to purchase dated February 22, 2011 and a related letter of transmittal, which together more fully set forth the terms and conditions of the tender offer. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

This Current Report on Form 8-K is not an offer to sell or a solicitation of an offer to buy the Mandatory Convertible Preferred Stock or any other security nor is it an offer to purchase or a solicitation of an offer to sell any of the Notes or any other security.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit 99.1	Press Release issued February 22, 2011 announcing an offering of Mandatory Convertible Preferred Stock.
Exhibit 99.2	Press Release issued February 22, 2011 announcing a cash tender offer.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNISYS CORPORATION
(Registrant)

Date: February 22, 2011

By: /s/ Janet B. Haugen

Janet B. Haugen
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

Exhibit

No.

- 99.1 Press Release issued February 22, 2011 announcing an offering of
Mandatory Convertible Preferred Stock.
- 99.2 Press Release issued February 22, 2011 announcing a cash tender offer.