

UNISYS CORP
Form 8-K
January 25, 2019

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): January 22, 2019

UNISYS CORPORATION
(Exact name of registrant as specified in its charter)

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|---|--------------------------|---|
| Delaware | 1-8729 | 38-0387840 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 22, 2019, the company's Board of Directors elected Lisa A. Hook as a director of the company effective as of February 15, 2019. There are no arrangements or understandings between Ms. Hook and any other person pursuant to which Ms. Hook was elected a director. The company is not aware of any transaction with Ms. Hook that would require disclosure under Item 404(a) of Regulation S-K. Ms. Hook will participate in the standard non-employee director compensation arrangements described under the heading "Compensation of Directors" in the company's 2018 proxy statement, which was filed with the SEC on March 16, 2018, except that, effective January 1, 2019, the annual retainer paid to non-employee directors has been increased to \$85,000. Ms. Hook has not yet been granted any restricted stock units in connection with her election as a director. A press release announcing the election of Ms. Hook to the Board is attached as Exhibit 99 to this report.

Item 9.01. Financial Statements and Exhibits

(d) The following Exhibit is filed herewith:

Exhibit 99 Press Release dated January 23, 2019 announcing the election of Lisa A. Hook.

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

Date: January 24, 2019 By: /s/ Gerald P. Kenney
Gerald P. Kenney
Senior Vice President,
General Counsel and Secretary