

Edgar Filing: UNISYS CORP - Form 8-K

UNISYS CORP  
Form 8-K  
May 02, 2014

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) May 1, 2014

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 Dr.  
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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) On May 2, 2014, the Company filed a Certificate of Elimination with the Secretary of State of Delaware effecting the elimination of the Certificate of Designations, Preferences and Rights of the Company's 6.25% Mandatory Convertible Preferred Stock, Series A (the "Mandatory Convertible Preferred Stock"). As of May 2, 2014, no shares of Mandatory Convertible Preferred Stock were outstanding.

The Certificate of Elimination is attached to this report as Exhibit 3.1 and is incorporated by reference herein.

### Item 5.07. Submission of Matters to a Vote of Security Holders.

(a) The Company's 2014 annual meeting of stockholders (the "Annual Meeting") was held on May 1, 2014.

(b) The following matters were voted upon at the Annual Meeting and received the following votes:

#### (1) Election of Directors as follows:

Name	Votes For	Votes Against	Abstentions	Broker Non-Votes
Jared L. Cohon	33,415,700	439,803	118,935	7,984,238
J. Edward Coleman	32,938,937	873,190	162,311	7,984,238
Alison Davis	33,274,781	584,684	114,973	7,984,238
Nathaniel A. Davis	32,588,243	1,265,229	120,966	7,984,238
Denise K. Fletcher	32,692,933	1,152,534	128,971	7,984,238
Leslie F. Kenne	33,198,107	646,719	129,612	7,984,238
Lee D. Roberts	33,050,734	804,637	119,067	7,984,238
Paul E. Weaver	33,414,932	442,915	116,591	7,984,238

(2) A proposal to ratify the selection of KPMG LLP as the company's independent registered public accounting firm for 2014 - 41,680,757 votes for; 127,039 votes against; 150,880 abstentions.

(3) An advisory vote on executive compensation - 32,931,097 votes for; 849,953 votes against; 193,388 abstentions; 7,984,238 broker non-votes.

### Item 9.01. Financial Statements and Exhibits.

(d) The following exhibit is being filed herewith:

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- 3.1 Certificate of Elimination filed with the Secretary of State of the State of Delaware on May 2, 2014.

SIGNATURE  
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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: May 2, 2013

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

EXHIBIT INDEX  
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Exhibit  
No.  
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