

Edgar Filing: UNISYS CORP - Form S-8

UNISYS CORP  
Form S-8  
July 25, 2003

As filed with the Securities and Exchange Commission on July 25, 2003  
Registration No. 333-

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)

EMPLOYEE STOCK PURCHASE PLAN  
(Full title of the Plan)

NANCY STRAUS SUNDHEIM  
Senior Vice President,  
General Counsel and Secretary  
Unisys Corporation  
Unisys Way  
Blue Bell, Pennsylvania 19424  
(215) 986-4008  
(Name and address of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Securities<br>to be<br>Registered        | Amount<br>to be<br>Registered | Proposed Maximum<br>Offering Price<br>per Share (1) | Proposed Maximum<br>Aggregate Offering<br>Price (1) | Amount of<br>Registration<br>Fee |
|---|-------------------------------|---|---|----------------------------------|
| Common Stock,<br>par value \$.01<br>per share (2) | 10,000,000<br>shares          | \$12.21   | \$122,100,000                                       | \$9,890.10                       |

(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 July 23, 2003, 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

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Stock.

Page 2

## INCORPORATION OF DOCUMENTS BY REFERENCE TO PRIOR REGISTRATION STATEMENT

This Registration Statement is filed for the purpose of registering 10,000,000 additional shares of Common Stock, par value \$.01 per share, of Unisys Corporation (the "Company") for use in connection with the Company's Employee Stock Purchase Plan (the "Plan"). A Registration Statement on Form S-8 (No. 333-56036) (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 Nancy Straus Sundheim, 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)   |

Page 3

## 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 July 24, 2003.

UNISYS CORPORATION

By: /s/ Lawrence A. Weinbach

-----  
Lawrence A. Weinbach  
Chairman, President and

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Chief Executive Officer

## POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes Janet Brutschea Haugen, Nancy Straus Sundheim, 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 July 24, 2003.

| Signature<br>-----  | Title<br>-----   |
|---|--|
| /s/ Lawrence A. Weinbach<br>-----<br>Lawrence A. Weinbach | Chairman, President and Chief<br>Executive Officer (principal<br>executive officer) and Director |
| /s/ Janet B. Haugen<br>-----<br>Janet B. Haugen           | Senior Vice President and Chief<br>Financial Officer (principal<br>financial officer)            |
| /s/ Carol S. Sabochick<br>-----<br>Carol S. Sabochick     | Vice President and Corporate<br>Controller (principal accounting<br>officer)                     |
| Page 4  |  |
| /s/ J.P. Bolduc<br>-----<br>J.P. Bolduc                   | Director   |
| /s/ James J. Duderstadt<br>-----<br>James J. Duderstadt   | Director   |
| /s/ Henry C. Duques<br>-----<br>Henry C. Duques           | Director   |
| /s/ Denise K. Fletcher<br>-----<br>Denise K. Fletcher     | Director   |
| /s/ Gail D. Fosler<br>-----<br>Gail D. Fosler             | Director   |

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|   |          |
|---|----------|
| /s/ Melvin R. Goodes<br>-----<br>Melvin R. Goodes     | Director |
| /s/ Edwin A. Huston<br>-----<br>Edwin A. Huston       | Director |
| -----<br>Kenneth A. Macke                             | Director |
| /s/ Theodore E. Martin<br>-----<br>Theodore E. Martin | Director |

Page 5

EXHIBIT INDEX

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