

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))

Edgar Filing: UNISYS CORP - Form 8-K

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:

Edgar Filing: UNISYS CORP - Form 8-K

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

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: May 2, 2013

By: /s/ Gerald P. Kenney

Gerald P. Kenney
Senior Vice President,
General Counsel and
Secretary

EXHIBIT INDEX

Exhibit
No.

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