

UNISYS CORP
Form DEFA14A
March 16, 2011

SCHEDULE 14A
(RULE 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant ☐
Filed by a Party other than the Registrant ☐
Check the appropriate box:

- ☐ Preliminary Proxy Statement
 - ☐ Definitive Proxy Statement
 - ☒ Definitive Additional Materials
 - ☐ Soliciting Material Pursuant to Rule 14a-11(c) or Rule 14a-12
 - ☐ Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Unisys Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- ☐ Fee paid previously with preliminary materials:

- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

***** Exercise Your *Right to Vote* *****

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY
MATERIALS
FOR THE ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON APRIL 27,
2011**

UNISYS CORPORATION

Meeting Information

Meeting Type: Annual Meeting
For holders as of: February 28, 2011
Date: April 27, 2011 **Time:**
9:30 AM EDT
Location: Philadelphia Marriott West
111 Crawford Avenue
West Conshohocken, PA
19428
**For meeting directions, please access
website:**
www.unisys.com/investor

You are receiving this communication because you hold shares in Unisys Corporation and the materials you should review before you cast your vote are now available.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE OF 2011 ANNUAL MEETING AND PROXY STATEMENT 2010 ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow è XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow è XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. **Please make the request as instructed above on or before April 13, 2011 to facilitate timely delivery.**

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow è XXXX XXXX XXXX available and follow the instructions. Internet voting is available until 11:59 p.m. Eastern Time the day before the cut-off or annual meeting date.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

**THE BOARD OF DIRECTORS RECOMMENDS
A VOTE FOR ALL NOMINEES**

1. Election of Directors

Nominees:

- 1a. J. Edward Coleman
- 1b. James J. Duderstadt
- 1c. Henry C. Duques
- 1d. Matthew J. Espe
- 1e. Denise K. Fletcher
- 1f. Leslie F. Kenne
- 1g. Charles B. McQuade
- 1h. Paul E. Weaver

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ITEMS 2, 3 AND 4

- 2. Ratification of the selection of KPMG LLP as the Company's independent registered public accounting firm for 2011
- 3. Approval of an amendment to the Company's Restated Certificate of Incorporation to increase the number of authorized shares of the Company's common stock from 72,000,000 to 100,000,000
- 4. Advisory vote on executive compensation

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR 1 YEAR

- 5. Advisory vote on the frequency of holding an advisory vote on executive compensation

NOTE: Such other business as may properly come before the meeting or any adjournment thereof.

