

UNION PACIFIC CORP
Form 8-K
September 06, 2018
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): September 6, 2018 (September 5, 2018)

UNION PACIFIC CORPORATION

(Exact name of registrant as specified in its charter)

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| | | |
|---|-----------------------------|--|
| Utah | 1-6075 | 13-2626465 |
| (State or other jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

1400 Douglas Street, Omaha, Nebraska 68179
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (402) 544-5000

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 (see General Instruction A.2. below):

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(d) Election of Directors.

The Board of Directors (the Board) of Union Pacific Corporation (the Company), acting upon the recommendation of the Corporate Governance and Nominating Committee, elected William “Bill” J. DeLaney, age 62, to serve on the Board as a director of the Company, effective September 5, 2018. Mr. DeLaney retired as Chief Executive Officer from Sysco Corporation (Sysco), an international food marketing and distribution company, on December 31, 2017. The Board also appointed Mr. DeLaney to serve on the Audit Committee and the Compensation and Benefits Committee. All Company directors serve concurrently on the Board of Directors of the Company’s principal operating subsidiary, Union Pacific Railroad Company (the Railroad).

Mr. DeLaney joined Sysco in 1987. He served in various finance, management and leadership roles for over thirty years and was named its Chief Executive Officer in 2009. Mr. DeLaney is also a member of the Board of Directors of Sanmina Corporation and Express Scripts Holding Company.

The Board affirmatively determined that Mr. DeLaney has no material relationship with the Company or any of its consolidated subsidiaries, including the Railroad, (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company) and is independent within the meaning of the applicable listing standards of the New York Stock Exchange and the Director Independence Standards adopted by the Board. The Board also determined that Mr. DeLaney meets the additional independence standards applicable to members of the Compensation and Benefits Committee. Mr. DeLaney does not have a direct or indirect material interest in any related person transaction as defined under the Securities and Exchange Commission’s rule and the Company’s Related Party Policy.

The Company issued a press release regarding the election of Mr. DeLaney, which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d)Exhibits.

99.1Press Release of Union Pacific Corporation, dated September 6, 2018.

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.

Dated: September 6, 2018

UNION PACIFIC
CORPORATION

By: /s/ James J.
 Theisen, Jr.
 James J.
 Theisen, Jr.
 Vice
 President
 Corporate
 Law &
 Compliance
 and
 Assistant
 Secretary

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|---|
| 99.1 | <u>Press Release of Union Pacific Corporation, dated September 6, 2018.</u> |
