

UNION PACIFIC CORP  
Form 8-K  
May 11, 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): May 11, 2018 (May 10, 2018)

UNION PACIFIC CORPORATION

(Exact name of registrant as specified in its charter)

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|   |                                       |  |
|---|---------------------------------------|--|
| Utah<br>(State or other jurisdiction<br>of Incorporation) | 1-6075<br>(Commission<br>File Number) | 13-2626465<br>(IRS<br>Employer<br>Identification<br>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.

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

Union Pacific Corporation (the Company) held its 2018 Annual Meeting of Shareholders on May 10, 2018, in Omaha, Nebraska (the Meeting). Of the 775,579,258 shares outstanding and entitled to vote at the Meeting, 692,264,403 shares were present at the Meeting in person or by proxy, constituting a quorum of approximately 89.3%. The shareholders of the Company's common stock (the Shareholders) considered and voted upon four proposals at the Meeting.

Proposal 1 – Election of Directors

The Shareholders elected each of the following directors to serve a term of one year, ending at the time of the next Annual Meeting of Shareholders in 2019 (or until a successor is elected) pursuant to the By-Laws of the Company and the applicable laws of the State of Utah:

|                       | FOR         | AGAINST    | ABSTAIN   | BROKER<br>NON-VOTE |
|-----------------------|-------------|------------|-----------|--------------------|
| Andrew H. Card, Jr.   | 593,616,829 | 10,503,877 | 875,046   | 87,268,651         |
| Erroll B. Davis, Jr.  | 586,812,891 | 17,221,270 | 961,591   | 87,268,651         |
| David B. Dillon       | 601,053,686 | 2,904,110  | 1,037,956 | 87,268,651         |
| Lance M. Fritz        | 580,557,467 | 18,001,068 | 6,437,217 | 87,268,651         |
| Deborah C. Hopkins    | 601,518,710 | 2,484,697  | 992,345   | 87,268,651         |
| Jane H. Lute          | 601,596,449 | 2,477,019  | 922,284   | 87,268,651         |
| Michael R. McCarthy   | 583,281,499 | 13,365,599 | 8,348,654 | 87,268,651         |
| Thomas F. McLarty III | 592,900,839 | 11,097,610 | 997,303   | 87,268,651         |
| Bhavesh V. Patel      | 597,872,690 | 6,150,090  | 972,972   | 87,268,651         |
| Jose H. Villarreal    | 600,324,137 | 3,688,245  | 983,370   | 87,268,651         |

Proposal 2 – Ratification of Appointment of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for the Year Ending December 31, 2018

The Shareholders voted for the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2018 by the following count:

FOR                      AGAINST      ABSTAIN

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|             |            |           |   | BROKER<br>NON-VOTE |
|-------------|------------|-----------|---|--------------------|
| 670,901,001 | 20,168,342 | 1,195,060 | 0 |                    |

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Proposal 3 – Advisory Vote to Approve Executive Compensation (“Say on Pay”)

The Shareholders approved, on an advisory (non-binding) basis, the compensation of the Company’s Named Executive Officers, by the following count:

| FOR         | AGAINST    | ABSTAIN   | BROKER<br>NON-VOTE |
|-------------|------------|-----------|--------------------|
| 570,897,397 | 31,856,641 | 2,241,714 | 87,268,651         |

Proposal 4 – Shareholder Proposal Regarding Independent Board Chairman

A shareholder of the Company submitted a proposal requesting that the Board of Directors adopt a policy that the Chairman of the Board of Directors shall be an independent director. The Shareholders voted against Proposal 4 by the following count:

| FOR         | AGAINST     | ABSTAIN   | BROKER<br>NON-VOTE |
|-------------|-------------|-----------|--------------------|
| 168,363,822 | 434,348,989 | 2,282,941 | 87,268,651         |

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SIGNATURES

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: May 11, 2018

UNION PACIFIC  
CORPORATION

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

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