

**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 16, 2022 (May 12, 2022)

UNION PACIFIC CORPORATION

(Exact name of registrant as specified in its charter)

Utah
(State or other jurisdiction
of Incorporation)

1-6075
(Commission
File Number)

13-2626465
(IRS Employer
Identification No.)

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

68179
(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each Class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock (Par Value \$2.50 per share)	UNP	New York Stock Exchange

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 5.07 Submission of Matters to a Vote of Security Holders.

Union Pacific Corporation (the Company) held its Annual Meeting of Shareholders on May 12, 2022, conducted through a live audio webinar only (the Meeting). Of the 628,387,011 shares outstanding and entitled to vote at the Meeting, 545,060,665 shares were present at the Meeting in person or by proxy, constituting a quorum of approximately 86.73%. The shareholders of the Company's common stock (the Shareholders) considered and voted upon eight 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 2023 (or until a successor is elected) pursuant to the By-Laws of the Company and the applicable laws of the State of Utah:

<u>Name</u>	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
William J. DeLaney	476,742,334	5,213,591	811,260	62,293,480
David B. Dillon	476,966,477	4,894,500	906,208	62,293,480
Sheri H. Edison	479,824,470	2,156,090	786,625	62,293,480
Teresa M. Finley	479,986,519	1,916,943	863,723	62,293,480
Lance M. Fritz	440,618,937	40,136,120	2,012,128	62,293,480
Deborah C. Hopkins	474,895,925	7,048,040	823,220	62,293,480
Jane H. Lute	476,248,810	5,682,084	836,291	62,293,480
Michael R. McCarthy	453,933,096	27,986,612	847,927	62,293,480
Jose H. Villarreal	458,451,702	23,555,341	760,142	62,293,480
Christopher J. Williams	476,905,246	4,932,061	929,878	62,293,480

Proposal 2 – Ratification of Appointment of Deloitte & Touche LLP as Independent Registered Public Accounting Firm for the Year Ending December 31, 2022

The Shareholders voted for the ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2022 by the following count:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
516,253,513	27,943,297	863,855	0

Proposal 3 – Advisory Vote on 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:

Votes For
450,415,353

Votes Against
30,250,059

Abstentions
2,101,773

Broker Non-Votes
62,293,480

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 16, 2022

UNION PACIFIC CORPORATION

By: /s/ Craig V. Richardson

Craig V. Richardson
Executive Vice President, Chief Legal Officer,
and Corporate Secretary