

**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): February 4, 2022 (February 4, 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Board of Directors (the Board) of Union Pacific Corporation (the Company), acting upon the recommendation of the Corporate Governance and Nominating Committee, elected Teresa M. Finley, age 60, to serve on the Board as a director of the Company, effective February 4, 2022. Ms. Finley most recently served as a Senior Advisor for Boston Consulting Group from 2019 through 2021 after retiring as Chief Marketing & Business Services Officer (CMBSO) for United Parcel Service, Inc. (UPS), a global transportation and logistics provider. She served as CMBSO at UPS from 2015 until her retirement in 2017. While at UPS she also served as Treasurer and Vice President in 2014 and Corporate Controller from 2010 through 2013 and Chief Financial Officer for UPS International from 2007 through 2010.

Ms. Finley also serves on the board of directors for TriMas Corporation, and privately held Pilot Freight Services and Assurance America Corporation. All Company directors serve concurrently on the Board of Directors of the Company's principal operating subsidiary, Union Pacific Railroad Company (the Railroad).

The Board affirmatively determined that Ms. Finley 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. Ms. Finley does not have a direct or indirect material interest in any related person transaction as defined under the Securities and Exchange Commission's rules and the Company's Related Party Policy.

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

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release of Union Pacific Corporation, dated February 4, 2022.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: February 4, 2022

UNION PACIFIC CORPORATION

By: /s/ Craig V. Richardson

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

Union Pacific Elects Teresa Finley to Board of Directors

FOR IMMEDIATE RELEASE

OMAHA, Neb., Feb. 4, 2022 – Union Pacific Corporation today announced Teresa Finley has been elected to the company's board of directors, effective Feb. 4.

Finley served as Chief Marketing & Business Services Officer for United Parcel Service, Inc. (UPS) from 2015 to 2017. Her prior UPS roles included Treasurer and Vice President of Finance, Corporate Controller, CFO of UPS International and Vice President of Investor Relations, as well as leadership positions in UPS business units.

Following her retirement from UPS, Finley served as a Senior Advisor for Boston Consulting Group, a global management consulting firm, from 2019 through 2021.

"Teresa has a deep knowledge of transportation logistics following her more than 30-year career at UPS, and we are pleased to welcome her to the board," said Lance Fritz, Union Pacific chairman, president and chief executive officer. "As Union Pacific works to provide our customers innovative supply chain solutions, Teresa's expertise in priority growth strategies, product innovation, pricing, and finance will be invaluable."

Finley also serves on the board of directors for TriMas Corporation, a global manufacturer and product provider for customers in the consumer products, aerospace and industrial end markets, as well as privately held Pilot Freight Services and Assurance America Corporation.

She earned a Bachelor of Science in Finance degree from Marquette University in Milwaukee, Wisconsin, and participated in several executive education programs through Harvard and Wharton.

ABOUT UNION PACIFIC

Union Pacific (NYSE: UNP) delivers the goods families and businesses use every day with safe, reliable and efficient service. Operating in 23 western states, the company connects its customers and communities to the global economy. Trains are the most environmentally responsible way to move freight, helping Union Pacific protect future generations. More information about Union Pacific is available at www.up.com.

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