

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 26, 2019 (September 26, 2019)

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:

Title of each Class  
Common Stock (Par Value \$2.50 per share)

Trading Symbol  
UNP

Name of each exchange on which registered  
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**

**(b) and (c) Departure and Appointment of Certain Officers**

On September 26, 2019, Union Pacific Corporation (the Company) announced that Robert M. Knight, Jr. will retire as Executive Vice President and Chief Financial Officer effective December 31, 2019. Until Mr. Knight's retirement date, he will continue in his role as Executive Vice President and Chief Financial Officer, overseeing the financial reporting process and assisting with the transition of responsibilities to his successor.

The Board of Directors of the Company (the Board), acting upon recommendation of the Compensation and Benefits Committee, approved the appointment of Jennifer L. Hamann, as its Executive Vice President and Chief Financial Officer, effective January 1, 2020. Ms. Hamann, age 52, currently serves as Senior Vice President-Finance. Ms. Hamann has been with the Company for 27 years, and previously held leadership positions in Investor Relations and Marketing and Sales. She also formerly served as General Auditor and worked in Workforce Resources. Ms. Hamann will receive an annual base salary of \$525,000.00, with a target bonus and other compensation for 2020 to be set by the Board, in February 2020, consistent with the Company's annual compensation program.

There is no arrangement or understanding between Ms. Hamann and any other person pursuant to which she was selected as an officer. There are no family relationships between Ms. Hamann and any director or executive officer of the Company. Ms. Hamann is not a party to any transaction in which the Company is a participant.

**Item 7.01 Regulation FD Disclosure.**

On September 26, 2019, the Company issued a press release regarding the retirement of Mr. Knight as Executive Vice President and Chief Financial Officer effective December 31, 2019 and appointment of Ms. Hamann as Executive Vice President and Chief Financial Officer effective January 1, 2020. A copy of the press release is furnished as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release of Union Pacific Corporation dated September 26, 2019

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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: September 26, 2019

UNION PACIFIC CORPORATION

By: /s/ Rhonda S. Ferguson  
Rhonda S. Ferguson  
Executive Vice President, Chief Legal Officer and Corporate  
Secretary

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## EXHIBIT INDEX

Exhibit No.	Description
99.1	<a href="#">Press Release of Union Pacific Corporation dated September 26, 2019.</a>

**For Immediate Release****Union Pacific Chief Financial Officer Rob Knight Announces Retirement, Effective Dec. 31****Jennifer Hamann Appointed CFO**

Omaha, Neb., Sept. 26, 2019 – Union Pacific today announced Rob Knight, chief financial officer since 2004, plans to retire Dec. 31. Union Pacific appointed Jennifer Hamann to succeed Knight, effective Jan. 1.

Knight, 62, joined Union Pacific in 1980 and held numerous leadership positions in the company prior to being named CFO. He led many initiatives during his CFO tenure that helped the company earn the highest market capitalization of any North American transportation company, significantly reduce its operating ratio, and increase cash from operations, stock dividends and return on invested capital. He was named by Institutional Investor as the All-America Executive Team's top CFO in the Airfreight and Surface Transportation sector six consecutive years. Knight is a member of the Grupo Ferroviario Mexicano and TTX Company boards of directors.

Hamann, 52, will lead all aspects of Union Pacific's financial activities for Union Pacific Corporation and Union Pacific Railroad. Currently senior vice president - Finance, she previously held leadership positions in Investor Relations and Marketing and Sales, formerly served as general auditor and also worked in Workforce Resources. Hamann joined Union Pacific in 1992 as corporate auditor.

"Jennifer's strong financial knowledge, coupled with her leadership experience in other areas of the business, makes her the best choice as Union Pacific's next CFO," Chairman, President and Chief Executive Officer Lance Fritz said. "She has an excellent understanding of our markets and Union Pacific's key business drivers. The board of directors and I are confident of a smooth transition and excited to have her lead our financial initiatives into the future."

"We sincerely thank Rob for his service and contributions to Union Pacific during the course of his career, particularly these past 16 years as CFO," Fritz said. "We wish him all the best in his upcoming retirement."

**ABOUT UNION PACIFIC**

Union Pacific Railroad is the principal operating company of Union Pacific Corporation (NYSE: UNP). One of America's most recognized companies, Union Pacific Railroad connects 23 states in the western two-thirds of the country by rail, providing a critical link in the global supply chain. The railroad's diversified business mix is classified into its Agricultural Products, Energy, Industrial and Premium business groups. Union Pacific serves many of the fastest-growing U.S. population centers, operates from all major West Coast and Gulf Coast ports to eastern gateways, connects with Canada's rail systems and is the only railroad serving all six major Mexico gateways. Union Pacific provides value to its roughly 10,000 customers by delivering products in a safe, reliable, fuel-efficient and environmentally responsible manner.

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