

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 30, 2021 (September 30, 2021)

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.**

The Board of Directors (the Board) of Union Pacific Corporation (the Company), acting upon the recommendation of the Corporate Governance and Nominating Committee, elected Sheri H. Edison, age 64, to serve on the Board as a director of the Company, effective December 1, 2021. Ms. Edison most recently served as executive vice president and general counsel for Amcor plc (Amcor), a global leader in packaging for products spanning the food, beverage, pharmaceutical, medical, home and personal care sectors, with approximately 50,000 employees across more than 40 countries from 2019 until her retirement in June 2021.

From 2010 through 2019, Ms. Edison served as senior vice president, chief legal officer and secretary for Bemis Company, Inc. (Bemis), a global packaging company, until it was acquired by Amcor. Prior to joining Bemis, Ms. Edison served as senior vice president, chief administrative officer of the medical device company Hill-Rom Holdings, Inc. Ms. Edison also serves on the board of directors for Cardinal Health, Inc. and privately held American Family Mutual Insurance Company. 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. Edison 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. Edison 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. Edison, 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 September 30, 2021.](#)

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

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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 30, 2021

UNION PACIFIC CORPORATION

By: /s/ Craig V. Richardson  
Craig V. Richardson  
Executive Vice President, Chief Legal Officer  
and Corporate Secretary

# Union Pacific Elects Sheri Edison to Board of Directors

## FOR IMMEDIATE RELEASE

**OMAHA, Neb., Sept. 30, 2021** – Union Pacific Corporation today announced Sheri Edison has been elected to the company's board of directors, effective Dec. 1.

Edison most recently served as executive vice president and general counsel for Amcor plc, a global leader in packaging for products spanning the food, beverage, pharmaceutical, medical, home and personal care sectors, with approximately 50,000 employees across more than 40 countries from 2019 until her retirement in June 2021.

"Sheri is a well-respected executive in the medical device and packaging industries who brings strong leadership experience across a unique combination of sectors to our board," said Lance Fritz, Union Pacific chairman, president and chief executive officer. "Her vast experience leading critical business functions during her career will be beneficial to Union Pacific. We are extremely pleased to welcome her to the board."

Edison previously held the role of senior vice president, chief legal officer and secretary for Bemis Company, Inc. until it was acquired by Amcor, as well as senior vice president, chief administrative officer of the medical device company Hill-Rom Holdings, Inc. Prior to these positions, Edison served in multiple senior legal roles at other leading companies and as an attorney in private practice.

Currently, Edison serves on the board of directors for American Family Insurance and Cardinal Health, and on the board of visitors of the University of Wisconsin Waisman Center. She formerly served on the board of directors of AK Steel where she chaired the nominating and corporate governance committee. She is a member and fellow of the National Association of Corporate Directors, and an alumnae of the DirectWomen Board Institute.

Edison holds a Juris Doctor from Northwestern University School of Law and a Bachelor of Arts in History and Journalism from the University of Southern California.

### 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 .

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