

**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): January 7, 2019 (January 7, 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))

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.

(c) On January 7, 2019, Union Pacific Corporation (the Company) announced its Board of Directors, acting upon recommendation of the Compensation and Benefits Committee, approved the appointment of Jim Vena, as its Chief Operating Officer, effective January 14, 2019. Mr. Vena will also serve as the Chief Operating Officer of Union Pacific Railroad Company, the principal operating company of the Company. Mr. Vena, age 60, previously served as Executive Vice President and Chief Operating Officer of Canadian National Railway Company (CN) from February 2013 until his retirement in June 2016. Mr. Vena served in various positions of increasing responsibility over his forty year career with CN, including as a brakeman, yardmaster, conductor, locomotive engineer, superintendent and region vice-president. During his tenure at CN, Mr. Vena implemented the Precision Scheduled Railroad model.

Mr. Vena will receive an annual base salary of \$600,000. His annual target bonus opportunity is \$750,000, with payout dependent on the Company's formulaic bonus program under the Company's 2019 Annual Incentive Plan. Mr. Vena will receive a \$4,000,000 initial new hire equity grant award (the Equity Grant) consisting of 60% performance stock units and 40% stock options, with a two year vesting period, prorated and payable annually based on the Company's operating income and operating ratio.

As an inducement, the Company agreed that if Mr. Vena's employment is terminated prior to the end of the Equity Grant vesting period, he will receive, in exchange for a release, a cash payment equal to one year's base salary as well as a pro-rated share of the Equity Grant determined by the number of months worked versus the twenty-four month retention period, up to a maximum of \$1.5 million in equity. In addition, if the Company materially reduces or changes the responsibilities of the position, Mr. Vena may choose to terminate his employment and will be eligible to retain any vested portion of the Equity Grant.

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

The foregoing description of Mr. Vena's compensation arrangement is qualified in its entirety by reference to Mr. Vena's offer letter, which is attached and filed as Exhibit 99.1.

Item 7.01. Regulation FD Disclosure.

On January 7, 2019, the Company issued a press release regarding the appointment of Mr. Vena as Chief Operating Officer. A copy of the press release is furnished as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits.
- 99.1 Offer Letter accepted by Union Pacific Railroad Company on January 7, 2019 between Union Pacific Railroad Company and Jim Vena.
- 99.2 Press Release of Union Pacific Corporation, dated January 7, 2019.

SIGNATURE

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: January 7, 2019

UNION PACIFIC CORPORATION

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

EXHIBIT INDEX

Exhibit No.	Description
99.1	<u>Offer Letter accepted by Union Pacific Railroad Company on January 7, 2019 between Union Pacific Railroad Company and Jim Vena.</u>
99.2	<u>Press Release of Union Pacific Corporation, dated January 7, 2019.</u>

December 21, 2018

PERSONAL AND CONFIDENTIAL

Dear Jim:

It is my pleasure to extend you the following offer of employment on behalf of Union Pacific Railroad Company (the "Company"). This offer of employment is subject to the terms and conditions set forth in this offer letter.

The Company is pleased to offer you the position of Chief Operating Officer (and Chief Operating Officer of Union Pacific Corporation), commencing on January 14, 2019. This is a full-time, exempt position. The employment offer for this position is attached as Exhibit A, subject to final approval by our Board of Directors (the "Board").

By accepting this offer, you confirm that you are able to accept this job offer and that you are not a party to any agreement, promise or other understanding that would restrict, interfere or conflict with your employment with the Company or your duties or obligations to the Company including, but not limited to, any restrictions imposed by a current or former employer. You further confirm that you will devote substantially all of your working time and efforts to the business and affairs of the Company and will not engage in any other employment (including self-employment) or outside business activities (including serving on outside boards or committees) without the prior written consent of the Board (which consent will not be unreasonably withheld). As an employee of the Company, you will be required to observe and comply with all applicable Company rules and policies as adopted by the Company from time to time.

Your employment with the Company will be at-will, meaning that you or the Company may terminate the employment relationship at any time, with or without cause, and with or without notice.

This offer is contingent upon: (i) verification of your right to work in the United States; and (ii) your execution of the Company's form of Restrictive Covenants Agreement separately provided to you. By accepting this offer and execution of the Restrictive Covenants Agreement, you confirm that the terms of the Restrictive Covenants Agreement were disclosed to you, and you executed such agreement, prior to the start of your employment with the Company.

We are excited to have you join the team and look forward to your acceptance. If you have any questions regarding this offer please contact me anytime.

Sincerely,

Beth Whited
Executive Vice President & Chief HR Officer

AGREED TO AND ACCEPTED
as of December 21, 2018

AGREED TO, APPROVED and ACCEPTED
by the COMPANY on January 7, 2019

James Vena

Beth Whited
Executive Vice President & Chief HR Officer

Enclosures

Exhibit A
Employment Offer
Chief Operating Officer (Level 4)
January 2019

Position:	Chief Operating Officer – Employment (Level 4)
Reporting To:	Chairman, President & CEO
Base Salary:	\$600,000 per year, subject to annual review.
Annual Bonus:	<p>Eligible for target bonus opportunity for 2019, payable February 2020.</p> <p>Annual target bonus amount: \$750,000 (pro-rated by months of service if employment begins after January)</p> <p><i>Note: Formulaic bonus program dependent on Corporate, Railroad and Individual performance in accordance with Union Pacific's 2019 Annual Incentive Plan.</i></p>
Initial New Hire Equity Grant:	<p>\$4,000,000 grant date value comprised of 60% performance stock units* and 40% stock options, with two-year vest; prorated annually based on Operating Income and Operating Ratio</p> <ul style="list-style-type: none"> • 50% payable after year 1, subject to 2019 payout schedule • 50% payable after year 2, subject to 2020 payout schedule <p><i>*Payment schedule based on the same targets utilized in the Annual Incentive Plan, 0-200%</i></p> <p><i>This award will be reviewed for potential adjustment at the end of 2019. An increase will be considered depending on performance against targets.</i></p>
Relocation:	Full relocation benefits and an additional guarantee against loss on purchased home value of \$200,000.
Benefits:	Participation in any Company employee plans and programs in which comparable executives participate, including but not limited to health coverage, thrift plan(s), relocation, as well as, four weeks vacation.
Executive Benefits:	Executive Physical Program, Group Personal Excess Liability Insurance (\$10M), Voluntary Deferred Compensation Programs (Supplemental Thrift, bonus, stock).

Severance:	If your employment is terminated by the Company prior to the end of the equity grant vesting period, you will receive a cash payment equal to one year's base salary as well as a pro-rated share of your initial equity award determined by the number of months worked versus the 24 month retention period, up to a maximum of \$1.5 million in equity (grant value) in exchange for a release.
Material reduction in responsibilities:	Should the Company materially reduce/change the responsibilities of the position, you may choose to terminate employment with the Company and be eligible to retain the vested portion of the new hire equity grant. Supervision of the CIO is excluded from consideration of a reduction in responsibilities as this position (CIO) only reports to the Chief Operating Officer as a matter of convenience.

Union Pacific Names Jim Vena Chief Operating Officer

FOR IMMEDIATE RELEASE

Omaha, Neb., Jan. 7, 2019 – Union Pacific today named Jim Vena chief operating officer, effective Jan. 14. He served as executive vice president and chief operating officer at Canadian National (CN) until retiring in June 2016 after a 40-year CN career.

Vena, 60, will lead all aspects of Union Pacific's operations, including Unified Plan 2020 implementation, the company's new operating plan that launched in October 2018. He will report to Lance Fritz, Union Pacific chairman, president and chief executive officer.

"Unified Plan 2020 combines precision scheduled railroading principles with our own UP Way tools and best practices," Fritz said. "We have been making excellent strides rolling out Unified Plan 2020, and Jim's vast knowledge of the precision scheduled railroading model brings significant experience and expertise that will enhance the work already underway."

During Vena's tenure as executive vice president and chief operating officer, Canadian National generated the North American rail industry's best operating ratio and achieved the best safety incident ratio in the company's history. Vena started his railroad career as a brakeman and held progressively increasing responsibilities in Canadian National's operations as well as marketing and sales groups, including leading all of CN's operating regions.

Tom Lischer, Union Pacific's executive vice president - Operations, and Lynden Tennison, executive vice president and chief strategy officer, will report to Vena.

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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. From 2008-2017, Union Pacific invested approximately \$34 billion in its network and operations to support America's transportation infrastructure. The railroad's diversified business mix includes Agricultural Products, Energy, Industrial and Premium. 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.

Union Pacific Media contact: Raquel Espinoza at 402-544-5034 or respinoza@up.com

Union Pacific Investor contact: Mike Miller at 402-544-4227 or mvmiller@up.com

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This press release contains statements about the Company's future that are not statements of historical fact, including specifically the statements regarding the Company's expectations with respect to implementing a new operating plan and its ability to improve network performance and customer service. These statements are, or will be, forward-looking statements as defined by the Securities Act of 1933 and the Securities Exchange Act of 1934. Forward-looking statements also generally include, without limitation, information or statements regarding: projections, predictions, expectations, estimates or forecasts as to the Company's and its subsidiaries' business, financial, and operational results, and future economic performance; and management's beliefs, expectations, goals, and objectives and other similar expressions concerning matters that are not historical facts.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times that, or by which, such performance or results will be achieved. Forward-looking information, including expectations regarding operational and financial improvements and the Company's future performance or results are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statement. Important factors, including risk factors, could affect the Company's and its subsidiaries' future results and could cause those results or other outcomes to differ materially from those expressed or implied in the forward-looking statements. Information regarding risk factors and other cautionary information are available in the Company's Annual Report on Form 10-K for 2017, which was filed with the SEC on February 9, 2018. The Company updates information regarding risk factors if circumstances require such updates in its periodic reports on Form 10-Q and its subsequent Annual Reports on Form 10-K (or such other reports that may be filed with the SEC).

Forward-looking statements speak only as of, and are based only upon information available on, the date the statements were made. The Company assumes no obligation to update forward-looking information to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information. If the Company does update one or more forward-looking statements, no inference should be drawn that the Company will make additional updates with respect thereto or with respect to other forward-looking statements. References to our website are provided for convenience and, therefore, information on or available through the website is not, and should not be deemed to be, incorporated by reference herein.