

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 5, 2016 (April 5, 2016)

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**UNION PACIFIC CORPORATION**

(Exact name of registrant as specified in its charter)

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**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)

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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))

**Item 5.02(d) Election of Directors.**

By written consent of the Board of Directors (the Board) of Union Pacific Corporation (the Company) effective as of April 5, 2016, the Board, acting upon the recommendation of the Corporate Governance and Nominating Committee, elected Jane H. Lute, age 59, to serve on the Board as a director of the Company, effective immediately. Ms. Lute most recently served as the Chief Executive Officer of the Center for Internet Security, an international non-profit organization focused on enhancing cyber security readiness and response for the public and private sectors. Ms. Lute served as the President and Chief Executive Officer of the Council on Cybersecurity from 2013 to 2015. Prior to this position, Ms. Lute served as the Deputy Secretary for the U.S. Department of Homeland Security from 2009 until 2013. From 2003 through 2009, Ms. Lute served as acting Under Secretary-General and Assistant Secretary-General of the United Nations (UN) and established the Department of Field Support, responsible for comprehensive on-the-ground support to UN peace operations worldwide. Ms. Lute also had a distinguished career in the United States Army, including service during Operation Desert Storm. The Company issued a press release regarding the election of Ms. Lute, which is attached hereto as Exhibit 99.1.

The Board did not appoint Ms. Lute to serve on any committees at the time of the election. Information regarding any committee appointments will be provided in an amendment to this current report on Form 8-K.

All Company directors serve concurrently on the Board of Directors of the Company's principal operating subsidiary, Union Pacific Railroad Company.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release of Union Pacific Corporation, dated April 5, 2016.

## 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: April 5, 2016

UNION PACIFIC CORPORATION

By: /s/ James J. Theisen, Jr.  
James J. Theisen, Jr.  
Associate General Counsel and  
Assistant Secretary

## **EXHIBIT INDEX**

99.1 Press Release of Union Pacific Corporation, dated April 5, 2016.

## Union Pacific Corporation Elects Jane H. Lute to Board of Directors

### FOR IMMEDIATE RELEASE

**Omaha, Nebraska, April 5, 2016** – Union Pacific Corporation today announced that Jane H. Lute has been elected to the company's board of directors, effective immediately.

Lute, 59, most recently served as the chief executive officer of the Center for Internet Security, an international non-profit organization focused on enhancing cyber security readiness and response for the public and private sectors.

"Jane brings extraordinary leadership experience and qualities to our board, in addition to expertise in cyber security and public policy matters," said Lance Fritz, Union Pacific chairman, president and chief executive officer. "We are pleased she has agreed to join our board."

Lute served as president and chief executive officer of the Council on Cybersecurity from 2013 - 2015, and was deputy secretary for the U.S. Department of Homeland Security from 2009 – 2013. She was acting under secretary general and assistant secretary general for the United Nations (UN) from 2003 – 2009, where she established the Department of Field Support, which was responsible for on-the-ground support to UN peace operations worldwide.

Prior to joining the UN, Lute was executive vice president and chief operating officer of the United Nations Foundation and the Better World Fund, worked on the Carnegie Commission on Preventing Deadly Conflict, and served on the national security staff under President George H.W. Bush and President Bill Clinton. She had a distinguished U.S. Army career, including service in the Gulf during Operation Desert Storm. Lute earned a Ph.D. in political science from Stanford University and a law degree from Georgetown University.

### 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 2006-2015, Union Pacific invested approximately \$33 billion in its network and operations to support America's transportation infrastructure. The railroad's diversified business mix includes Agricultural Products, Automotive, Chemicals, Coal, Industrial Products and Intermodal. 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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[www.up.com](http://www.up.com)