

UNION PACIFIC CORP  
Form 8-K  
October 29, 2015  
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): October 29, 2015 (October 26, 2015)

Union Pacific Corporation

(Exact name of registrant as specified in its charter)

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|                                                           |                                       |                                                          |
|-----------------------------------------------------------|---------------------------------------|----------------------------------------------------------|
| Utah<br>(State or other jurisdiction<br>of Incorporation) | 1-6075<br>(Commission<br>File Number) | 13-2626465<br>(IRS<br>Employer<br>Identification<br>No.) |
|-----------------------------------------------------------|---------------------------------------|----------------------------------------------------------|

1400 Douglas Street, Omaha, Nebraska 68179  
(Address of principal executive offices) (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))

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Item 8.01 Other Events

On October 26, 2015, Union Pacific Corporation (the “Company”) entered into an Underwriting Agreement for the sale of \$200,000,000 in aggregate principal amount of its previously issued 3.250% Notes due 2025 (the “2025 Notes”), \$500,000,000 in aggregate principal amount of its 4.050% Notes due 2045 (the “2045 Notes”) and \$400,000,000 in aggregate principal amount of its 4.375% Notes due 2065 (the “2065 Notes” and, together with the 2025 Notes and the 2045 Notes, the “Notes”). The Company registered the offering of the Notes under the Securities Act of 1933, as amended, pursuant to its shelf registration on Form S-3 (File No. 333-201958). The Notes are issuable pursuant to an Indenture, dated as of April 1, 1999 (herein called the “Indenture”), between the Company and The Bank of New York Mellon Trust Company, N.A., as successor to The Bank of New York Mellon (formerly known as The Bank of New York), as successor to JPMorgan Chase Bank, N.A. (formerly The Chase Manhattan Bank), as Trustee.

Attached as Exhibit 1.1 is the Underwriting Agreement (including the Terms Agreement), dated October 26, 2015, between the Company and Barclays Capital Inc.; Citigroup Global Markets Inc.; Credit Suisse Securities (USA) LLC; and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein, pursuant to which the Company has agreed to sell, and the underwriters have agreed to purchase, subject to the terms and conditions contained therein, the Notes. Also attached as Exhibit 5.1 is an opinion of James J. Theisen, Jr., Associate General Counsel to the Company, regarding certain aspects of the legality of the Notes.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

1.1. Underwriting Agreement (including Terms Agreement), dated October 26, 2015, between the Company and Barclays Capital Inc., Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as Representatives of the several underwriters named therein.

4.1. Form of 3.250% Note due 2025.

4.2. Form of 4.050% Note due 2045.

4.3. Form of 4.375% Note due 2065.

5.1.Opinion of James J. Theisen, Jr., Associate General Counsel to the Company regarding certain aspects of the legality of the Notes.

23.1.Consent of James J. Theisen, Jr. (included as part of Exhibit 5.1).

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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: October 29, 2015

UNION PACIFIC  
CORPORATION

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

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Exhibit Index

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