

CANADIAN PACIFIC RAILWAY LTD/CN

Form 8-K

September 26, 2018

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

September 25, 2018

Date of Report (Date of earliest event reported)

Canadian Pacific Railway Limited

(Exact name of registrant as specified in its charter)

Canada	001-01342	98-0355078
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

7550 Ogden Dale Road S.E., Calgary, Alberta,

Canada, T2C 4X9

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (403) 319-7000

Not Applicable

(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:

- ☐ 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.

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ITEM 5.02. Departure of Directors or Certain Officers Election of Directors Appointment of Certain Officers Compensatory Arrangements of Certain Officers.

Appointment of Director

On September 25, 2018, the Board of Directors (the “Board”) of Canadian Pacific Railway Limited (the “Company”) appointed Edward L. Monser as a director effective December 17, 2018. The Board committees to which Mr. Monser will be named have not yet been determined.

There is no arrangement or understanding with any person pursuant to which Mr. Monser was appointed as a member of the Board. There are no transactions or relationships between the Company and Mr. Monser that are reportable under Item 404(a) of Regulation S-K. Mr. Monser will be compensated in accordance with the Company’s standard compensation policies and practices for non-executive directors, the components of which were disclosed in Amendment No. 1 to the Company’s Annual Report on Form 10-K for the year ended December 31, 2017, filed with the Securities and Exchange Commission on April 5, 2018, in the section titled “Directors’ Compensation”.

A copy of the press release announcing Mr. Monser appointment to the Board is attached as Exhibit 99.1 to this current report on Form 8- K.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Exhibit Description

Exhibit 99.1	Press Release dated September 25, 2018, announcing the appointment of Edward L. Monser to the Board of Directors
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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 25, 2018

CANADIAN PACIFIC  
RAILWAY LIMITED

By: /s/ Jeffrey Ellis  
Name: Jeffrey Ellis  
Title: Chief Legal Officer &  
Corporate Secretary

EXHIBIT INDEX

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<u>99.1</u>	<u>of Directors</u>