

CANADIAN PACIFIC RAILWAY LTD/CN

Form 8-K

December 13, 2017

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

December 11, 2017

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<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>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))



ITEM 8.01. Other Events.

Share Repurchase

On December 11, 2017, Canadian Pacific Railway Limited (the "Company") issued a press release announcing that it will repurchase common shares from two third-party sellers under two share repurchase programs (the "Programs"). The Programs will form part of CP's normal course issuer bid for up to 4,384,062 common shares announced on May 10, 2017 (the "NCIB"). A copy of this press release is attached as Exhibit 99.1.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Exhibit Description

Exhibit 99.1 Press Release dated December 11, 2017, announcing share repurchase.

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: December 12, 2017

CANADIAN PACIFIC RAILWAY  
LIMITED

By: /s/ Scott Cedergren  
Name: Scott Cedergren  
Title: Assistant Corporate Secretary

EXHIBIT INDEX

| Exhibit No. | Exhibit Description |
|-------------|---------------------|
|-------------|---------------------|

|              |                                                                     |
|--------------|---------------------------------------------------------------------|
| Exhibit 99.1 | Press Release dated December 11, 2017, announcing share repurchase. |
|--------------|---------------------------------------------------------------------|