

US BANCORP \DE\
Form DEFA14A
March 19, 2019

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant ☒ X

Filed by a Party other than the Registrant ☐ O

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-12

U.S. Bancorp

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- ☐ Fee paid previously with preliminary materials.
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

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 - (2) Form, Schedule or Registration Statement No.:
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 - (4) Date Filed:
-

Event subsequent to the filing of U.S. Bancorp's Definitive Proxy Statement on March 5, 2019

On March 19, 2019, Fox Corporation announced that Roland A. Hernandez, a member of U.S. Bancorp's (the "Company's") Board of Directors and a nominee for re-election to the Board of Directors at the Company's Annual Meeting of Shareholders to be held on April 16, 2019, has been appointed to the board of directors of Fox Corporation. The Governance Committee of the Company's Board of Directors has determined, in accordance with the Company's Corporate Governance Guidelines, that Mr. Hernandez's service on four public company boards of directors in addition to his service on the Company's Board of Directors will not impair his service on the Company's Board of Directors.

Mr. Hernandez has also been appointed the Chairman of the Audit Committee of the Board of Directors of Fox Corporation, and following this appointment will serve on the Audit Committees of Fox Corporation, MGM Resorts International, and U.S. Bancorp. Mr. Hernandez will also serve on Fox Corporation's Nominating and Corporate Governance Committee.

Dated: March 19, 2019
