

NORFOLK SOUTHERN CORP  
Form 8-K  
December 04, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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):  
December 4, 2015

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NORFOLK SOUTHERN CORPORATION  
(Exact name of registrant as specified in its charter)

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Virginia  
(State or Other Jurisdiction  
of Incorporation)

1-8339  
(Commission File Number)

52-1188014  
(IRS Employer  
Identification Number)

Three Commercial Place  
Norfolk, Virginia  
23510-9241  
(Address of principal executive offices)

757-629-2680  
(Registrant's telephone number, including  
area code)

No Change  
(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))
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Item 8.01. Other Events.

On December 4, 2015, Norfolk Southern Corporation (“Norfolk”) issued a press release announcing that its Board of Directors (the “Board”) has unanimously rejected the unsolicited indication of interest (the “Indication of Interest”) announced by Canadian Pacific Railway Limited (“CP”) on November 17, 2015. After a comprehensive review, conducted in consultation with its financial and legal advisors, the Board concluded that the Indication of Interest substantially undervalues Norfolk, faces substantial regulatory hurdles, creates significant risks and uncertainties for the shareholders of Norfolk, and is not in the best interests of Norfolk or its shareholders and other stakeholders.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K. In addition, Norfolk has prepared an investor presentation, which is attached to this Current Report on Form 8-K as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed as part of this Current Report on Form 8-K:

Exhibit Number	Description
99.1	Norfolk Southern Corporation press release dated December 4, 2015
99.2	Norfolk Southern Corporation investor presentation dated December 4, 2015

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SIGNATURES  
NORFOLK SOUTHERN CORPORATION  
(Registrant)

/s/ Denise W. Hutson  
Name: Denise W. Hutson  
Title: Corporate Secretary

Date: December 4, 2015

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EXHIBIT INDEX

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