

NORFOLK SOUTHERN CORP
Form 8-K
October 03, 2016

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 3, 2016 (September 30, 2016)

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

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 7.01. Regulation FD Disclosure

On September 30, 2016, Norfolk Southern Corporation posted amended Corporate Governance Guidelines to its website at www.nscorp.com in the "Governance Documents" section under "Corporate Governance."

The Board of Directors of Norfolk Southern Corporation amended the Corporate Governance Guidelines to:

- 1) include board refreshment and succession planning;
- 2) provide an email address to facilitate communication between shareholders and the Board of Directors;
- 3) enhance description of the Board of Directors' annual performance review process;
- 4) include the Corporation's anti-hedging and anti-pledging policy;
- 5) include the Corporation's policy requiring shareholder approval of certain severance agreements.

The amended Corporate Governance Guidelines are attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is filed as part of this Current Report on Form 8-K:

Exhibit Number	Description
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99.1	Corporate Governance Guidelines of Norfolk Southern Corporation
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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: October 3, 2016

EXHIBIT INDEX

Exhibit Number Description

99.1 Corporate Governance Guidelines of Norfolk Southern Corporation