

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

☐ Filed by a Party other than the Registrant

Check the appropriate box:	
<input type="checkbox"/>	Preliminary Proxy Statement
<input type="checkbox"/>	CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED BY RULE 14a-6(e)(2))
<input type="checkbox"/>	Definitive Proxy Statement
<input checked="" type="checkbox"/>	Definitive Additional Materials
<input type="checkbox"/>	Soliciting Material Under Rule 14a-12

Norfolk Southern Corporation

(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):	
<input checked="" type="checkbox"/>	No fee required.
<input type="checkbox"/>	Fee paid previously with preliminary materials.
<input type="checkbox"/>	Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

VOTE NOW TO SUPPORT NORFOLK SOUTHERN AT THIS YEAR'S ANNUAL MEETING OF SHAREHOLDERS ON MAY 9TH

Questions about how to vote?

Scan to read our FAQ and learn how to vote your shares TODAY



VOTE TODAY

Shareholders of the **Norfolk Southern Employee Plan** must submit their voting instruction form to the plan trustee **no later than 11:59 PM ET on Monday, May 6th.**

All other shareholders must submit their votes **no later than 11:59 PM ET on Wednesday, May 8th.**

**Vote FOR ONLY
Norfolk Southern's
13 highly qualified
and experienced
director nominees
using the WHITE
PROXY CARD.**

We encourage you to DISCARD any Blue proxy card you receive from Ancora.

WHITE PROXY CARD

The Board of Directors recommends you vote "FOR" ONLY the 13 Norfolk Southern Corporation nominees set forth below:

FOR ONLY the 13 Non-silk Southern Corporation nominees set forth below:	FOR	WITHHOLD
1. Richard H. Anderson	<input checked="" type="checkbox"/>	<input type="checkbox"/>
2. Philip S. Davidson	<input checked="" type="checkbox"/>	<input type="checkbox"/>
3. Francesca A. Dellase	<input checked="" type="checkbox"/>	<input type="checkbox"/>
4. Marcela E. Donadio	<input checked="" type="checkbox"/>	<input type="checkbox"/>
5. Mary Kathryn "Heidi" Heitkamp	<input checked="" type="checkbox"/>	<input type="checkbox"/>
6. John C. Huffard, Jr.	<input checked="" type="checkbox"/>	<input type="checkbox"/>
7. Christopher T. Jones	<input checked="" type="checkbox"/>	<input type="checkbox"/>
8. Thomas C. Kelleher	<input checked="" type="checkbox"/>	<input type="checkbox"/>
9. Amy E. Miles	<input checked="" type="checkbox"/>	<input type="checkbox"/>
10. Claude Mongeau	<input checked="" type="checkbox"/>	<input type="checkbox"/>
11. Jennifer F. Scanlon	<input checked="" type="checkbox"/>	<input type="checkbox"/>
12. Alan H. Shaw	<input checked="" type="checkbox"/>	<input type="checkbox"/>
13. John R. Thompson	<input checked="" type="checkbox"/>	<input type="checkbox"/>

Ancora nominees OPPOSED by Norfolk Southern Corporation:

1. Betsy Atkins	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2. James Barber, Jr.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3. William Clyburn, Jr.	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4. Sameh Fahmy	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5. John Kasich	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6. Gilbert Lamphere	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7. Allison Landry	<input type="checkbox"/>	<input checked="" type="checkbox"/>

SIGNATURE	DATE

Important Additional Information

The Company has filed a definitive proxy statement (the "2024 Proxy Statement") on Schedule 14A and a WHITE PRICING CARD with the Securities and Exchange Commission (the "SEC") in connection with the solicitation of proxies for the Annual Meeting of Shareholders (the "2024 Annual Meeting").

SHAREHOLDERS ARE STRONGLY ADVISED TO READ THE COMPANY'S 2024 PROXY STATEMENT INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO, THE WHITE PRICING CARD AND ANY OTHER DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Shareholders may obtain a free copy of the 2024 Proxy Statement, any amendments or supplements to the 2024 Proxy Statement and other documents that the Company files with the SEC from the SEC's website at www.sec.gov or the Company's website at <https://investor.bethel.com> at no individualized charge, in accordance with applicable law. If you are unable to access the information electronically, please contact the Company at investor@bethel.com or by telephone at (907) 686-1000. The Company will provide printed copies of its materials upon request, subject to availability.

Certain Information Concerning Participants

Company Information Concerning Participating Shareholders. The Company, its directors and certain of its executive officers and employees may be deemed to be the sole beneficial owners of proxies for shareholders in connection with the matters to be considered at the 2024 Annual Meeting. Information regarding the direct and indirect interests, by security holdings or otherwise, of the persons who may, under the rules of the SEC, be considered participants in the solicitation of shareholders in connection with the 2024 Annual Meeting is included in the Schedule 13D filed with the SEC on 1/22/24. The Schedule 13D also discloses the interests of our directors and executive officers of Norfolk Southern securities reported in the 2024 Proxy Statement for the 2024 Annual Meeting having been changed, such changes have been or will be reflected on Statements of Change of Ownership on Forms 3, 4 or 5 filed with the SEC. These documents are available free of charge.

On April 25, 2024, Norfolk Southern Corporation (“NSC”) updated its website www.VoteNorfolkSouthern.com, which contains information relating to NSC’s 2024 Annual Meeting of Shareholders. A copy of the updated website content (other than that previously filed) can be found below:

“All this noise about the agreement over the Meridian Speedway is just that. It’s much to do about nothing. At the end of the day, all we’ve done is take issues that were right for dispute off the table. We’re going to have unfettered opportunity to compete in partnership with NS to compete partnership CSX. This isn’t about share shift. If there’s any, it might be nominal.”

“And in fact, exactly what NS has said is exactly what the truth is. It’s much to do about nothing. Let’s get over this, and let’s get to competing and being great partners with NS and being great partners with the CSX.”

KEITH CREEL
CPKC PRESIDENT AND CHIEF EXECUTIVE OFFICER, IN RESPONSE TO QUESTION ABOUT THE REVISED
MERIDIAN SPEEDWAY AGREEMENTS BETWEEN CPKC AND NSC
CPKC Q1 2024 EARNINGS CALL – 4.24.24

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Important Additional Information and Where to Find It

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Certain Information Regarding Participants in Solicitation

The Company, its directors and certain of its executive officers and employees may be deemed participants in the solicitation of proxies from shareholders in connection with the matters to be considered at the 2024 Annual Meeting. Information regarding the direct and indirect interests, by security holdings or otherwise, of the persons who may, under the rules of the SEC, be considered participants in the solicitation of shareholders in connection with the 2024 Annual Meeting is included in Norfolk Southern's 2024 Proxy Statement, filed with the SEC on March 20, 2024. To the extent holdings by our directors and executive officers of Norfolk Southern securities reported in the 2024 Proxy Statement for the 2024 Annual Meeting have changed, such changes have been or will be reflected on Statements of Change of Ownership on Forms 3, 4 or 5 filed with the SEC. These documents are available free of charge as described above.