## **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.)

X Filed by the Registrant Filed by a Party other than the Registrant

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
$\mathbf{X}$	Definitive Additional Materials
	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):	
$\times$	No fee required.
	Fee paid previously with preliminary materials.
	Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.

On March 22, 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 helow:

#### SUPPORT FROM INDUSTRY LEADERS

"John Orr is one of the most respected railroaders in the industry, with decades of hands-on experience leading successful operating plans...He was instrumental in executing a scheduled railroading strategy at Kansas City Southern that significantly improved service and productivity, and led to sustainable performance improvement. Having worked side by side with John, I am confident that his strategic vision, steadfast commitment to safety and deep expertise, will make him a tremendous addition to Norfolk Southern's team.

PATRICK J. OTTENSMEYER FORMER KCS PRESIDENT AND CEO 3.21.24

"I have had the pleasure to serve and lead with John [Orr] directly or indirectly for over the last two decades. His strong operating acumen and leadership capabilities has enabled him to build a strong team currently leading our CPKC Mexico Operations. As a result, the team is ready to take the reins and continue to build on the operational momentum generated since this historic combination took place last April. As leaders we are charged to leave our organizations better - John has undoubtedly impacted Kansas City Southern (KCS) and CPKC in a positive way, for which we are grateful.\*

#### KEITH CREEL CPAC PRESID

ENT AND CHIEF EXECUTIVE OFFICER 3,20,24

### SUPPORT FROM CUSTOMERS AND TRADE ASSOCIATIONS

"NGFA launched the Opening General Session on March 18 with Alan Shaw, CEO of Norfolk Southern, who answered several questions from NGFA members about the railroad's business model and emphasis on long-term growth and customer service priorities. During a Q&A session, NGFA President and CEO Mike Seyfert noted that NGFA shippers/receivers have long had service and reliability concerns related to Precision Scheduled Railroading (PSR) and a focus on quarterly Operating Ratio (OR). He thanked Shaw for the focus that Norfolk Southern has placed on serving customers and rail shippers/receivers, noting that NGFA members have experienced improvements in service and reliability over the past year. The rail service improvement under Shaw also has allowed NS to provide grain and feed customers more opportunities to use rail transportation, particularly for export."

NATIONAL GRAIN AND FEED ASSOCIATION (NGFA) IN A NEWSLETTER 3.22.24

## SUPPORT FROM ANALYSTS

"By hiring Mr. Orr as its Executive Vice President and Chief Operating Officer, NSC brings in one of the industry's most experienced operating executives to improve the railroad."

VERTICAL RESEARCH PARTNERS 3.20.24

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#### Important Additional Information and Where to Find It

The Company has filed a definitive proxy statement (the "2024 Proxy Statement") on Schedule 14A and a WHITE proxy card with the Securities and Exchange Commission (the "SEC") in connection with the solicitation of proxies for its 2024 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 PROXY 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://norfolksouthern.investorroom.com as soon as reasonably practicable after such materials are electronically filed with, or furnished to, the SEC.

#### **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.

#### **Cautionary Statement on Forward-Looking Statements**

Certain statements in this communication are "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, as amended. These statements relate to future events or our future financial performance, including statements relating to our ability to execute on our strategic plan and our 2024 Annual Meeting and involve known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or our achievements or those of our industry to be materially different from those expressed or implied by any forward-looking statements. In some cases, forward-looking statements may be identified by the use of words like "may," "will," "could," "should," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "project," "consider," "predict," "potential," "feel," or other comparable terminology. The Company has based these forward-looking statements on its current expectations, assumptions, estimates, beliefs, and projections and involve known and unknown risks and uncertainties, many of which involve factors or circumstances that are beyond the Company's control. These and other important factors, including those discussed under "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2023, as well as the Company's subsequent filings with the SEC, may cause actual results, performance, or achievements to differ materially from those expressed or implied by these forward-looking statements. The forward-looking statements herein are made only as of the date they were first issued, and unless otherwise required by applicable securities laws, the Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.