

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):
March 28, 2016 (March 28, 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 8.01. Other Events.

On March 28, 2016, Norfolk Southern Corporation posted pages to www.nscorp.com concerning its 2016 Annual Meeting of Shareholders; a copy of these pages 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:

<u>Exhibit Number</u>	<u>Description</u>
99.1	Web site pages - 2016 Annual Meeting of Shareholders

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: March 28, 2016

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Web site pages - 2016 Annual Meeting of Shareholders

 **SERVICE ALERT : NS Traffic Impacted by Southern Flooding : [READ MORE](#)**

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2016 ANNUAL MEETING OF SHAREHOLDERS

[Voting Information](#)

LATEST NEWS

Norfolk Southern names Amy E. Miles to chair audit committee of board of directors; Karen N. Horn retires

The board of directors of Norfolk Southern Corp. (NYSE: NSC) has elected Amy E. Miles to serve as chair of the board's audit committee, effective at the corporation's 2016 annual meeting of shareholders, said James A. Squires, chairman, president and chief executive officer. [More >>](#)

Norfolk Southern names Ann A. Adams vice president human resources

Ann A. Adams has been named vice president human resources at Norfolk Southern Corp. (NYSE: NSC), effective April 1, 2016. She succeeds Juan K. Cunningham, who retired earlier this year. [More >>](#)

Norfolk Southern combines railway operating regions to streamline operations, drive profitability, and support quality service

Norfolk Southern today announced it is consolidating its three operating regions into two, effective March 15. [More >>](#)

[VIEW ALL NEWS](#)

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OVERVIEW

Norfolk Southern will hold its 2016 Annual Meeting of Shareholders on Thursday, May 12, 2016 at 8:30 a.m. Eastern Daylight Time at the Conference Center at the Williamsburg Lodge in Williamsburg, Virginia (310 S England St, Williamsburg, VA 23185). At the Annual Meeting, Norfolk Southern shareholders will vote on the items listed under "Voting Items."

RECORD DATE AND VOTING

Shareholders of record as of the close of business on March 22, 2016, will be entitled to notice of and to vote at the Annual Meeting.

Each share of common stock is entitled to one vote on each of the items listed below under "Voting Items".

ADMISSION

Only shareholders or their legal proxies may attend the Annual Meeting. To be admitted, please bring:

1. Photo identification
2. Proof of stock ownership (if you are a beneficial owner of shares held in street name)

Please refer to our 2016 Proxy Statement for more information about attending the Annual Meeting.

DATE AND TIME

Thursday May 12, 2016, 8:30 a.m., Eastern Daylight Time

LOCATION AND DIRECTIONS

[Conference Center at the Williamsburg Lodge, South England Street, Williamsburg, Virginia](#)

RELATED MATERIALS

[Materials relating to 2016 annual meeting](#)

HAVE A QUESTION?

[Contact information for investors and media](#)

DATE AND TIME

Thursday May 12, 2016, 8:30 a.m., Eastern Daylight Time

LOCATION

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RELATED MATERIALS

[Materials relating to 2016 annual meeting](#)

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VOTING MATTERS

PLEASE VOTE THE WHITE PROXY CARD TODAY

Item	Description	Board Recommendation
1	Election of 11 directors for a one-year term	FOR EACH NOMINEE
2	Ratification of the appointment of KPMG LLP, our independent auditors, for 2016	FOR
3	Approval, on an advisory basis, of executive compensation	FOR
4	An advisory shareholder proposal requesting that the Board enter into discussions regarding a business combination	AGAINST

DIRECTOR NOMINEES

- 10 of 11 director nominees are independent
- 73% of our director nominees have tenure of less than seven years
- Highly-qualified directors with diversity of skills, background and experience

The Norfolk Southern Board of Directors and management team are focused on creating superior value for shareholders. We have – and will continue to take – significant steps to improve financial and operational performance. We believe delivering high levels of superior service to build a more profitable franchise based starts with the Board.

We recommend that shareholders vote **FOR** the Company's highly-qualified director nominees today.

Name	Age	Director Since	Principal Occupation	Independent	Committee Memberships
Thomas D. Bell, Jr.	66	2010	Chairman Mesa Capital Partners, LLC	✓	Compensation Executive Finance and Risk Management (Chair)

Erskine B. Bowles	70	2011	Senior Advisor and Non-Executive Vice Chairman BDT Capital Partners, LLC	✓	Compensation Finance and Risk Management
Robert A. Bradway	53	2011	Chairman and CEO Amgen, Inc.	✓	Audit Governance and Nominating
Wesley G. Bush	54	2012	Chairman, CEO and President Northrop Grumman Corp.	✓	Compensation Finance and Risk Management
Daniel A. Carp	67	2006	Non-Executive Chairman Delta Air Lines, Inc.	✓	Compensation (Chair) Executive Governance and Nominating
Steven F. Leer (Lead Director)	63	1999	Former CEO and Chairman Arch Coal, Inc.	✓	Compensation Executive Governance and Nominating (Chair)
Michael D. Lockhart	67	2008	Former Chairman, President and CEO Armstrong World Industries, Inc.	✓	Audit Finance and Risk Management
Amy E. Miles	49	2014	CEO Regal Entertainment Group, Inc.	✓	Audit Finance and Risk Management
Martin H. Nesbitt	53	2013	Co-Founder The Vistria Group	✓	Audit Finance and Risk Management
James A. Squires	54	2014	Chairman, President and CEO Norfolk Southern Corp.		Executive (Chair)
John R. Thompson	64	2013	Former Senior Vice President	✓	

			and General Manager Best Buy.com LLC		Audit Governance and Nominating
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VOTE

YOUR VOTE IS VERY IMPORTANT

Enclosed with the Norfolk Southern proxy materials you receive, you will find a WHITE proxy card or voting instruction form. If you do not expect to attend the Meeting, we urge you to vote by marking, dating, and signing the enclosed WHITE proxy card and returning it in the accompanying envelope, or by submitting your proxy over the telephone or the internet as described below and on the WHITE proxy card. You may revoke your proxy at any time before your shares are voted by following the procedures described in "Voting and Proxies" in our 2016 Proxy Statement.

Proxy Voting Methods

Even if you plan to attend the Annual Meeting in person, please vote promptly by using one of the following advance voting methods. Simply follow the easy instructions shown on your WHITE proxy card or voting instruction form. You can vote in advance in one of three ways:



Visit the website listed on the WHITE proxy card/voting instruction form to vote VIA THE INTERNET



Call the telephone number on the WHITE proxy card/voting instruction form to vote BY TELEPHONE



Sign, date, and return the WHITE proxy card/voting instruction form in the enclosed envelope to vote BY MAIL

MATERIALS RELATING TO 2016 ANNUAL MEETING

CONTACT INFORMATION FOR INVESTORS AND MEDIA

RELATED LINKS

[ABOUT NS >](#)

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Materials relating to 2016 annual meeting

- Definitive Proxy Statement of Norfolk Southern Corporation – March 28, 2016
- 2016 Interactive Proxy Statement (Coming Soon)
- Letter from our Lead Director, Steven Leer
- [Press release announcing the combining of railway operating regions to streamline operations, drive profitability, and support quality service – March 1, 2016](#)
- Presentation of Executive Vice President and Chief Financial Officer Marta R. Stewart at the 31st Annual BB&T Transportation Services Conference – February 10, 2016
 - [Slides](#)
 - [Transcript](#)
- [Press release commenting on Canadian Pacific's non-binding shareholder proposal – February 9, 2016](#)
- [2015 Annual Report on Form 10-K - February 8, 2016](#)
- [Shareholder Update – February 2, 2016](#)
- Fourth Quarter Earnings Conference Call - January 27, 2016
 - [Slides](#)
 - [Transcript](#)

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Voting Inquiries:

Contact our proxy solicitor:

Innisfree M&A Incorporated

501 Madison Avenue, 20th Floor
New York, New York 10022
Call Toll-free: (877) 717-3936 (from the US and Canada)
Call: +1 (412) 232-3651 (from other locations)

Media Inquiries:

Frank Brown, 757-629-2710 (fbrown@nscorp.com)

Investor Inquiries:

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or
Dan Katcher / Andrew Siegel / Joseph Sala
Joele Frank, Wilkinson Brimmer Katcher
212-355-4449

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