

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.

On April 2, 2024, Norfolk Southern Corporation posted the below communications on its X account and may in the future use the same or substantially similar communications from time to time.

Post



Norfolk Southern

@nscorp





The NS board and management team are taking decisive actions to create a more resilient and productive railroad. Ancora – an activist hedge fund – has put forward a strategy that would impede our progress and create significant risk for our stakeholders. Learn more: [norfolksouthern.mediaroom.com/2024-04-02-Nor...](https://norfolksouthern.mediaroom.com/2024-04-02-Nor...)

Vote on the WHITE proxy card to protect your investment today.



8:07 AM · Apr 2, 2024 · 950 Views



← Post



Norfolk Southern

@nscorp

The appointment of John Orr as our COO will accelerate our operational improvement, driving NS to new levels of safety, service and productivity.

Vote on the WHITE proxy card today to protect your investment. Learn more about John Orr and our strategy here: [bit.ly/3VHKtZ2](https://bit.ly/3VHKtZ2)

Additional legal information can be found at [bit.ly/3Vpypvm](https://bit.ly/3Vpypvm).



☒ **Vote FOR ONLY** Norfolk Southern's  
13 Nominees on the **WHITE** Proxy Card

April 2, 2024

**Dear Fellow Shareholder,**

You face an important decision at our upcoming Annual Meeting that will shape the future of Norfolk Southern and your investment in our company.

Norfolk Southern's board of directors and management team are working closely together to strengthen our railroad for success in the near- and long-term, and to deliver value to shareholders. Our strategy is taking hold. Already, it has catalyzed meaningful change, and proven its resilience to the significant challenges Norfolk Southern has faced.

The steps we are currently taking under chief executive officer Alan Shaw's leadership – including the recent appointment of John Orr as chief operating officer – underscore our resolve to accelerate our progress and close the gap with our peers.

**OUR GOAL AND OUR PROMISE IS TO:**



**Deliver**  
Industry-leading, safe  
service for our customers



**Drive**  
continued productivity  
across our operations




**Propel**  
sustainable value creation  
for our shareholders

Norfolk Southern's Board urges shareholders to **VOTE** the **WHITE** proxy card  
**FOR ONLY** Norfolk Southern's **13** nominees today.

1:59 PM · Apr 2, 2024 · 121 Views

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*On April 2, 2024, Norfolk Southern Corporation posted the below communication on its LinkedIn account and may in the future use the same or substantially similar communications from time to time.*



**Norfolk Southern**  
108,193 followers  
1h • 🌐


Norfolk Southern's board of directors and management team have implemented a balanced strategy that is creating a more resilient and productive railroad and delivering a better way for our company.

We recently appointed John Orr as our new COO to accelerate our operational improvements. John is an award-winning PSR expert with 40 years of experience in the railroad industry and a track record of driving operational excellence.

Ancora's attempt to overhaul the board and management team will significantly impede the momentum of our transformation and create risk for all stakeholders.

The NS Board urges shareholders to vote the ☐ WHITE proxy card ☐ FOR ONLY Norfolk Southern's 13 nominees, so we can deliver the safe and reliable service that our customers and America's supply chain count on every day.

Please note: Additional legal information can be found at <https://bit.ly/3Vpypvm>.



**NS outlines management team's progress to accelerate balanced strategy and drive productivity**

[norfolksouthern.mediaroom.com](https://norfolksouthern.mediaroom.com) • 18 min read

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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](http://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,” “would,” “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. While the Company believes these expectations, assumptions, estimates, and projections are reasonable, such forward-looking statements are only predictions 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.