

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 15, 2024, Norfolk Southern Corporation posted the below communication on its X account and may in the future use the same or substantially similar communications from time to time.



Norfolk Southern 
@nscorp

...

ICYMI: CEO Alan Shaw and COO John Orr joined [#WolfeResearch](#) last week to discuss our progress in building a more resilient, productive railroad and the important new operational initiatives we have underway. Watch their full conversation at [bit.ly/4aXf4WT](#).

Learn more about our balanced strategy: [votenorfolksouthern.com](#)

Additional legal information: [bit.ly/3Vpypvm](#)



A BETTER WAY 



Safely Deliver Reliable and Resilient Service



Drive Continuous Productivity Improvement




Propel Smart and Sustainable Growth

2:38

10:28 AM · Apr 15, 2024 · 167 Views

On April 15, 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

108,750 followers49m •

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Last week, CEO **Alan Shaw** and COO **John F. Orr** joined **Wolfe Research, LLC's** Scott Group to discuss our progress in building a more resilient, productive railroad and the important new operational initiatives we have underway.

Under Alan and John's leadership, we're delivering results that will support long-term value by driving top-tier earnings and revenue growth, and industry-competitive margins.


Watch their full conversation and learn more at <https://bit.ly/4aXf4WT>

Shareholders: Protect **#NorfolkSouthern's** future by voting the WHITE proxy card today! Learn more at <https://lnkd.in/eV8P8Bq4>.


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




A BETTER WAY




Safely Deliver Reliable and Resilient Service



Drive Continuous Productivity Improvement




Propel Smart and Sustainable Growth




Alan Shaw and John Orr on accelerating our strategy

On April 15, 2024, Alan Shaw posted the below communication on his LinkedIn account. Mr. Shaw and Norfolk Southern Corporation may in the future use the same or substantially similar communications from time to time.



Alan Shaw • 3rd+


President and CEO at Norfolk Southern

5m • 

+ Follow


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John F. Orr and I had a great conversation with Scott Group of [Wolfe Research, LLC](#) regarding the future of [#NorfolkSouthern](#). Our balanced strategy is delivering safe service, improving productivity, and driving smart, sustainable growth. This is a plan to deliver long-term value for our company and our shareholders.



Norfolk Southern

108,755 followers

2h • 

+ Follow


Last week, CEO [Alan Shaw](#) and COO [John F. Orr](#) joined [Wolfe Research, LLC](#)'s Scott Group to discuss our progress in building a more resilient, productive railroad and the important new operational initiatives we have underway.


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Alan Shaw and John Orr on accelerating our strategy

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,” “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.