

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 March 20, 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

NS just announced the appointment of John Orr as EVP and COO. With four decades of railroading experience, and a track record of operational excellence, Orr will play a crucial role in accelerating the execution of our balanced strategic plan. Read more here:
norfolksouthern.mediaroom.com/2024-03-20-Nor...

Additional legal information can be found at bit.ly/3Vpypvm.


“

John is a deeply respected and accomplished leader, and is the right chief operating officer to ensure execution of our strategy of balancing safe service, productivity, and growth. He brings a proven ability to build strong relationships with customers, regulators, unions, and industry partners. I am excited to work with him to advance our progress.”



Alan Shaw

Norfolk Southern
President and CEO



7:07 AM · Mar 20, 2024 · 1,456 Views


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On March 20, 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

3h • 






I am excited to welcome [John F. Orr](#) to [Norfolk Southern](#). John is an accomplished railroader with extensive scheduled railroading expertise, a proven track record of operational excellence and a steadfast commitment to safety and service.


With four decades of industry experience, he has the skills and experience that will help accelerate the execution of our balanced strategic plan to deliver long-term profitable growth.


I have full confidence that together, we are embarking on a new era of operational efficiency and productivity at Norfolk Southern.



Norfolk Southern

107,601 followers

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Today, [#NorfolkSouthern](#) announced the appointment of [John F. Orr](#) as executive vice president and chief operating officer. Orr joins from CPKC, where he most recently served as executive vice president and chief transformation officer.

He is an award-winning expert and author in Precision Scheduled Railroading operations who understands the high level of service required to serve customers and deliver sustainable growth. He has served in senior operations roles at three Class I railroads, including at Canadian National Railway, where he held a variety of positions such as chief safety and sustainability officer and was recognized for driving numerous process improvements, mentoring programs, and progressive safety culture initiatives.

Orr brings a proven ability to build strong relationships with customers, regulators, unions, and industry partners.


Read more about the announcement in our press release here:
<https://bit.ly/3viLuMu>

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




Norfolk Southern appoints industry veteran John Orr as chief operating officer


norfolksouthern.mediaroom.com • 8 min read



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Norfolk Southern appoints industry veteran John Orr as chief operating officer

norfolksouthern.mediaroom.com • 8 min read



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46 comments • 7 reposts

On March 20, 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

Today, NS filed its definitive proxy, and issued a letter to shareholders highlighting information critical to their voting decisions at our upcoming Annual Meeting.

Learn more:
norfolksouthern.investorroom.com/2024-03-20-Nor...

Additional legal information can be found at bit.ly/3Vpypvm.



Vote **ONLY** FOR Norfolk Southern's 13 nominees.

Your vote on the **WHITE** proxy card is critical, no matter how many shares you own.

11:04 AM · Mar 20, 2024 · 511 Views

8 Likes

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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,” “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.