

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):
April 12, 2016 (April 12, 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 April 12, 2016, Norfolk Southern Corporation released a letter from chairman, president, and chief executive officer Jim Squires and lead director Steven Leer to Norfolk Southern shareholders concerning Canadian Pacific's withdrawal of its unsolicited proposal to acquire Norfolk Southern and its related shareholder resolution. This letter included a revised proxy card, reflecting removal of Canadian Pacific's shareholder resolution.

A copy of the letter is attached as Exhibit 99.1 to this Current Report on Form 8-K. The revised proxy card is attached as Exhibit 99.2.

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	Letter to shareholders
99.2	Revised proxy card

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: April 12, 2016

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Letter to shareholders
99.2	Revised proxy card



Norfolk Southern Corporation
Three Commercial Place
Norfolk, Virginia 23510-2191

James A. Squires
Chairman, President and
Chief Executive Officer

April 12, 2016

To Our Fellow Norfolk Southern Shareholders:

Canadian Pacific ("CP") has announced that it has withdrawn its unsolicited proposal to acquire Norfolk Southern and its related shareholder resolution. As such, CP's shareholder resolution has been removed from the agenda of the upcoming 2016 Annual Meeting of Shareholders, which will be held on May 12, 2016.

If you would like to change your vote or if you have not yet voted, we ask that you please vote your shares as soon as possible using the revised proxy card enclosed with this letter. CP has also announced that at this time, it does not intend to submit any proxies already voted. If you previously voted on CP's Green proxy card, please vote your shares again using the enclosed proxy card.

Our board of directors and management team remain intensely focused on continuing to successfully implement our strategic plan to reduce costs and drive growth. We are confident that the continued execution of our plan will deliver superior value for all Norfolk Southern shareholders.

Thank you for your input and support.

Sincerely,

/s/ Jim Squires

Jim Squires
Chairman, President and Chief Executive Officer

/s/ Steven F. Leer

Steven F. Leer
Lead Independent Director

If you have questions about how to vote your shares, or need additional assistance,
please contact the firm assisting us in the solicitation of proxies:

Innisfree M&A Incorporated

Call Toll-free: (877) 717-3936 (from the US and Canada)
Call: +1 (412) 232-3651 (from other locations)

This letter serves as a supplement to our Proxy Statement and should be read in conjunction with the Proxy Statement and Annual Report, dated as of March 28, 2016, which we previously provided to our shareholders of record as of March 22, 2016. The revised proxy card differs from the original proxy card previously furnished to you in that the enclosed proxy card does not include the advisory shareholder proposal previously submitted and withdrawn by CP. If you return, or have returned, an original White proxy card, your proxy will remain valid for all of the proposals other than the advisory shareholder proposal submitted by CP, and will be voted at the 2016 Annual Meeting of Shareholders unless revoked in the manner described in our definitive Proxy Statement.

YOUR VOTE IS IMPORTANT

Please take a moment now to vote your shares of Norfolk Southern Corporation
for the upcoming Annual Meeting of Shareholders.

PLEASE REVIEW THE PROXY STATEMENT AND VOTE TODAY IN ONE OF THREE WAYS:

1. **Vote by Telephone (Touch-Tone Phone Only)** — Please call toll-free in the U.S. or Canada at **1-888-216-1292**. If outside the U.S. or Canada, call **1-215-521-1349**. Please follow the simple instructions. You will be required to provide the unique control number printed below.

OR

2. **Vote by Internet**—Please access <https://www.proxyvotenow.com/nsc>, and follow the simple instructions. Please note you must type an “s” after http. You will be required to provide the unique control number printed below.

You may vote by telephone or Internet 24 hours a day, 7 days a week. Your telephone or Internet vote authorizes the named proxies to vote your shares in the same manner as if you had marked, signed and returned a proxy card.

OR

3. **Vote by Mail**—If you do not wish to vote by telephone or over the Internet, please complete, sign, date and return this proxy card in the envelope provided, or mail to: Norfolk Southern Corporation, c/o Innisfree M&A Incorporated, FDR Station, P.O. Box 5155, New York, NY 10150-5155.

↓ TO VOTE BY MAIL, PLEASE DETACH PROXY CARD HERE AND SIGN, DATE AND RETURN IN THE POSTAGE-PAID ENVELOPE PROVIDED ↓

To vote, mark blocks
below in blue or black
ink as follows:



The Board of Directors recommends a vote "FOR" the following items 1-3:

1. Election of eleven directors

FOR AGAINST ABSTAIN

01. Thomas D. Bell, Jr. ☐ ☐ ☐

02. Erskine B. Bowles ☐ ☐ ☐

03. Robert A. Bradway ☐ ☐ ☐

04. Wesley G. Bush ☐ ☐ ☐

05. Daniel A. Carp ☐ ☐ ☐

06. Steven F. Leer ☐ ☐ ☐

07. Michael D. Lockhart ☐ ☐ ☐

08. Amy E. Miles ☐ ☐ ☐

09. Martin H. Nesbitt ☐ ☐ ☐

10. James A. Squires ☐ ☐ ☐

11. John R. Thompson ☐ ☐ ☐

FOR AGAINST ABSTAIN

FOR AGAINST ABSTAIN

2. Ratification of the appointment of independent auditors.

☐ ☐ ☐

3. Advisory approval of executive compensation.

☐ ☐ ☐

In addition, in their discretion, the Proxies are authorized to vote upon
such other business as may properly come before the meeting.

Date: _____, 2016

Signature of Shareholder

Signature of Shareholder

Title(s)

Note: Please sign exactly as your name or names appear on this Proxy.
When shares are held jointly, each holder should sign. When signing as
executor, administrator, attorney, trustee or guardian, please give full title as
such. If the signer is a corporation, please sign full corporate name by duly
authorized officer, giving full title as such. If signer is a partnership, please
sign in partnership name by authorized person.

PLEASE VOTE TODAY!

SEE REVERSE SIDE

FOR THREE EASY WAYS TO VOTE.

↓ TO VOTE BY MAIL, PLEASE DETACH PROXY CARD HERE, AND SIGN, DATE AND RETURN IN THE ENVELOPE PROVIDED ↓

WHITE PROXY

NORFOLK SOUTHERN CORPORATION

PROXY FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD MAY 12, 2016

SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints and authorizes James A. Hixon, Denise W. Hutson and Virginia K. Fogg, and each or any of them, proxy for the undersigned, with full power of substitution, to represent and vote all shares of Norfolk Southern Corporation common stock held by the undersigned with the same force and effect as the undersigned at the Annual Meeting of Shareholders of Norfolk Southern Corporation to be held at the Conference Center, Williamsburg Lodge, South England Street, Williamsburg, Virginia on Thursday, May 12, 2016, at 8:30 A.M., Eastern Daylight Time, and at any adjournments, postponements or rescheduling thereof, upon the matters more fully set forth in the proxy statement dated March 28, 2016, and to transact such other business as properly may come before such meeting(s).

The undersigned acknowledges receipt of the Notice and proxy statement dated in each case March 28, 2016. All other proxies heretofore given by the undersigned to vote shares of Norfolk Southern Corporation common stock are expressly revoked hereby.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED IN THE MANNER DIRECTED ON THE OTHER SIDE BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR THE ELECTION OF DIRECTORS, RATIFICATION OF KPMG AS INDEPENDENT AUDITORS, AND APPROVAL OF THE ADVISORY RESOLUTION ON EXECUTIVE COMPENSATION. THIS PROXY ALSO DELEGATES DISCRETIONARY AUTHORITY TO VOTE WITH RESPECT TO ANY OTHER BUSINESS THAT MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF.

(Continued and to be signed on the reverse side.)