

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):  
January 27, 2016 (January 27, 2016)

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NORFOLK SOUTHERN CORPORATION

(Exact name of registrant as specified in its charter)

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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 January 27, 2016, the Registrant issued a Press Release, attached hereto as Exhibit 99.1, announcing expense reduction and cost control initiatives as part of its strategic plan. Norfolk Southern's Chief Executive Officer, James A. Squires, discussed these additional details of the strategic plan during the Corporation's fourth-quarter earnings conference call on January 27. A copy of that presentation is attached hereto as Exhibit 99.2.

**Item 9.01. Financial Statements and Exhibits****(d) Exhibits**

The following exhibits are furnished as part of this Current Report on Form 8-K:

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press Release dated January 27, 2016.
99.2	Presentation – James A. Squires

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: January 27, 2016

**EXHIBIT INDEX**

<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
99.1	Press Release dated January 27, 2016.
99.2	Presentation – James A. Squires

**FOR IMMEDIATE RELEASE**

Norfolk Southern announces further details of its strategic plan to reduce costs, drive profitability, and accelerate growth

*Projected annual productivity savings of more than \$650 million by 2020*

NORFOLK, Va. – Jan. 27, 2016 – Norfolk Southern Corporation (NYSE: NSC) (“the Company”) (“Norfolk Southern”) today announced further details of its strategic plan designed to streamline operations and drive profitability and growth. The Company’s projected expense reduction and disciplined cost control initiatives are in the categories of compensation and benefits, purchased services and rents, materials, and fuel.

The Company expects to achieve annual productivity savings of more than \$650 million per year by 2020, growing from an initial \$130 million in 2016. With this plan, Norfolk Southern expects to improve consistency, reliability, and availability, resulting in a faster, lower cost, and more profitable railroad. The Company has already begun implementing the plan and expects associated net benefits to begin appearing in Norfolk Southern’s financial results beginning in the first half of 2016.

The strategic plan, which was announced on Dec. 4, 2015, is the result of a six-month, comprehensive evaluation of the Company’s business model, including customer service, network performance efficiency measures, and revenue growth. The evaluation was led by Norfolk Southern’s Chairman, President and CEO James A. Squires with the assistance of the Board of Directors and management team. As a result of these measures, the Company expects to achieve an operating ratio below 70 in 2016 with additional improvements driving OR to less than 65 by 2020, with double digit annual EPS growth, increased ROE and higher return of capital.

Squires said, “Our new leadership team has already taken significant steps to improve financial and operational performance. Specifically, we are focused on delivering high levels of superior service to build a more profitable franchise based on price and volume growth, implementing efficiency measures, and increasing returns, while simultaneously maintaining our commitment to returning substantial capital to shareholders through share repurchases and dividends.

“While Norfolk Southern’s fourth-quarter results do not yet reflect the initiatives under way, we believe we have the right strategic plan to streamline operations, accelerate growth, and enhance value for shareholders. The plan leverages our core competencies in customer service and reliability, while also improving network efficiency and

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consolidating operations. Importantly, through disciplined cost control, we believe we can achieve the productivity savings outlined in this plan, and even more.”

The plan is a balance of revenue growth through pricing and volume, and resource optimization through a variety of expense reduction and cost control initiatives, including:

- **Compensation and Benefits.** Service and efficiency improvements, consolidation, and network rationalization will enable Norfolk Southern to reduce headcount in 2016 and beyond, building on initiatives begun in 2015 to right-size the workforce. This improved productivity is expected to result in \$420 million in annual expense savings by 2020. Norfolk Southern expects to:
    - Reduce headcount by 2,000 employees by 2020.
    - Decrease overtime by 50 percent from 2015 levels.
    - Reduce employee levels in areas affected by lower coal traffic and by the rightsizing of the Company’s coal infrastructure.
    - Consolidate operating regions from three to two.
    - Halt or reduce operations in several hump or secondary yards in 2016, reducing manpower needs and locomotive fleet requirements and consolidating traffic on fewer, larger trains.
    - Dispose of or downgrade 1,500 miles of secondary lines by 2020, including 1,000 miles in 2016, as traffic is rerouted onto higher-density lines and some parts of the system are more economically operated in collaboration with short-line rail carriers.
  - **Purchased Services and Rents.** Projected efficiency improvements and network rationalization should enable Norfolk Southern to realize annual savings of \$70 million by 2020 by reducing the size of the car fleet and associated costs and reducing payments to third parties. Norfolk Southern expects to:
    - Reduce equipment rental and lease costs, along with maintenance expenses for that equipment.
    - Reduce the use of third-party switching terminals by leveraging the recently completed expansion of Moorman Yard in Bellevue, Ohio.
    - Reduce trackage and haulage payments.
  - **Materials.** Projected efficiency improvements should enable Norfolk Southern to reduce expenses by \$80 million per year by 2020. Norfolk Southern expects to:
    - Decrease locomotive maintenance expenses by reducing active fleet size by 300 units in 2016 and another 100 units by 2020 through improved velocity, line, yard, and local-switching-network rationalizations.
    - Reduce overhaul and maintenance expenses and improve locomotive reliability by replacing older, less-reliable units.
    - Conserve capital while enhancing the efficiency and reliability of the locomotive fleet by continuing the company’s innovative 6-axle rebuild strategy, which includes DC to AC conversions.
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- **Fuel.** Projected fuel efficiency initiatives should allow Norfolk Southern to reduce fuel consumption by \$80 million per year by 2020 through. Norfolk Southern expects to:
  - o Maximize fuel efficiency through implementation of energy management technology.
  - o Reduce fuel consumption as a result of fewer units in the fleet, removal of the oldest, least efficient units, and higher system velocity.

#### Fourth Quarter 2015 Earnings

Separately today, Norfolk Southern released its earnings results for the fourth quarter ended Dec. 31, 2015. The Company's earnings release can be found under the Investor Relations section of the Company's website at [www.nscorp.com](http://www.nscorp.com).

Norfolk Southern will host a telephone conference call and a webcast today at 8:45 AM ET to discuss this announcement and its fourth quarter 2015 earnings results. You may participate in this call by dialing (877) 869-3847. The live webcast and accompanying presentation slides can be accessed through the Norfolk Southern website, [www.nscorp.com](http://www.nscorp.com).

#### About Norfolk Southern

Norfolk Southern Corporation (NYSE: NSC) is one of the nation's premier transportation companies. Its Norfolk Southern Railway Company subsidiary operates approximately 20,000 route miles in 22 states and the District of Columbia, serves every major container port in the eastern United States, and provides efficient connections to other rail carriers. Norfolk Southern operates the most extensive intermodal network in the East and is a major transporter of coal, automotive, and industrial products.

#### Forward-Looking Statements

Certain statements in this press release 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 the Company's future financial performance and involve known and unknown risks, uncertainties and other factors that may cause the actual results, levels of activity, performance or achievements of the Company or its industry to be materially different from those expressed or implied by any forward-looking statements. In some cases, forward-looking statements can be identified by terminology such as "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "project," "consider," "predict," "potential" or other comparable terminology. The Company has based these forward-looking statements on management's 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 the Company's Form 10-K for the year ended Dec. 31, 2014, as well as the Company's subsequent filings with the Securities and Exchange Commission, may cause actual results, performance or achievements to differ materially from those expressed or implied by these forward-looking statements. The forward-looking statements in this press release 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

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information, future events or otherwise. Copies of Norfolk Southern Corporation's press releases and additional information about the Company are available at [www.norfolksouthern.com](http://www.norfolksouthern.com) or you can contact the Norfolk Southern Corporation Investor Relations Department by calling 757-629-2861.

#### Important Additional Information and Where to Find It

Norfolk Southern Corporation (the "Company"), its directors and certain of its executive officers and employees may be deemed to be participants in the solicitation of proxies from stockholders in connection with the Company's 2016 Annual Meeting of Stockholders (the "2016 Annual Meeting"). The Company plans to file a proxy statement with the Securities and Exchange Commission (the "SEC") in connection with the solicitation of proxies for the 2016 Annual Meeting (the "2016 Proxy Statement"). Additional information regarding the identity of these potential participants, none of whom owns in excess of 1 percent of the Company's shares of Common Stock, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the 2016 Proxy Statement and other materials to be filed with the SEC in connection with the 2016 Annual Meeting. This information can also be found in the Company's definitive proxy statement for its 2015 Annual Meeting of Stockholders (the "2015 Proxy Statement"), filed with the SEC on March 25, 2015, or the Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on February 11, 2015 (the "Form 10-K"). To the extent holdings of the Company's securities by such potential participants have changed since the amounts printed in the 2015 Proxy Statement, such changes have been or will be reflected on Statements of Ownership and Change in Ownership on Forms 3 and 4 filed with the SEC.

**STOCKHOLDERS ARE URGED TO READ THE 2016 PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO), 2015 PROXY STATEMENT, FORM 10-K AND ANY OTHER RELEVANT DOCUMENTS THAT THE COMPANY HAS FILED OR WILL FILE WITH THE SEC CAREFULLY IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.**

Stockholders will be able to obtain, free of charge, copies of the 2016 Proxy Statement (when filed), 2015 Proxy Statement, Form 10-K and any other documents (including the WHITE proxy card) filed or to be filed by the Company with the SEC in connection with the 2016 Annual Meeting at the SEC's website (<http://www.sec.gov>) or at the Company's website (<http://www.nscorp.com>) or by writing to Denise Hutson, Corporate Secretary, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

#### Contacts

##### Media Inquiries:

Frank Brown, 757-629-2710 ([fsbrown@nscorp.com](mailto:fsbrown@nscorp.com))

Joele Frank / Dan Katcher / Andrew Siegel of Joele Frank, Wilkinson Brimmer Katcher, 212-355-4449

##### Investor Inquiries:

Katie Cook, 757-629-2861 ([InvestorRelations@nscorp.com](mailto:InvestorRelations@nscorp.com))

<http://www.norfolksouthern.com>

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# Fourth Quarter Earnings Conference Call

January 27, 2016

# Forward-Looking Statements

Certain statements in this presentation are forward-looking statements within the meaning of the safe harbor provision of the Private Securities Litigation Reform Act of 1995, as amended. In some cases, forward-looking statements may be identified by the use of words like "believe," "expect," "anticipate," "estimate," "plan," "consider," "project," and similar references to the future. Forward-looking statements are made as of the date they were first issued and reflect the good-faith evaluation of Norfolk Southern Corporation's (NYSE: NSC) ("Norfolk Southern" or the "Company") management of information currently available. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond the Company's control. These and other important factors, including those discussed under "Risk Factors" in the Company's Form 10-K for the year ended December 31, 2014, as well as the Company's other public filings with the SEC, may cause our actual results, performance or achievement to differ materially from those expressed or implied by these forward-looking statements. Forward-looking statements are not, and should not be relied upon as, a guarantee of future performance or results, nor will they necessarily prove to be accurate indications of the times at or by which any such performance or results will be achieved. As a result, actual outcomes and results may differ materially from those expressed in forward-looking statements. We undertake no obligation to update or revise forward-looking statements, whether as a result of new information, the occurrence of certain events or otherwise, unless otherwise required by applicable securities law.





# Norfolk Southern Strategic Plan

January 27, 2016

*Jim Squires*  
*Chairman, President, and*  
*Chief Executive Officer*

# *Foundation for Success*

- Superior service levels restored
- G&A reorganization consolidated headquarters
- Triple Crown restructuring
- Delaware & Hudson Railway Company line acquisition
- Reduced 2015 capital spending
- Division consolidation and line rationalizations

# *Norfolk Southern's Strategic Plan*

- Revenue Plan
  - Optimize pricing
  - Contribution growth from service-sensitive markets
  - Conservative pricing and volume forecasts
- Cost Reduction Plan
  - Commitment to drive operating ratio below 65 by 2020
  - Specific initiatives underway to achieve more than \$650MM of annual productivity savings by 2020

## *Norfolk Southern's Revenue Plan*

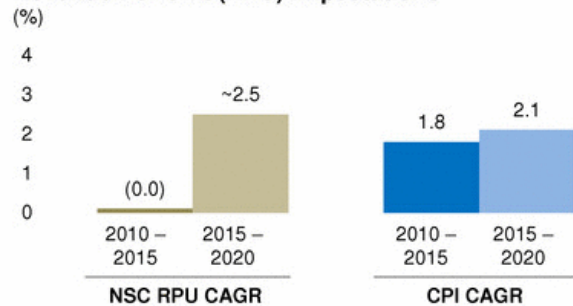
# *Overview of Norfolk Southern Revenue Plan*

- Revenue growth from both pricing and volume increases
  - Disciplined pricing increases and strong revenue growth from service-sensitive markets to deliver increasing earnings and returns on capital
- Detailed, bottom-up plan for revenue growth over the next five years
  - Extensive review of customer expectations, plant-level forecasts and market expectations
  - Independent indices used to build long-term forecasts and validate near-term analysis
  - Five-year revenue plan is conservative compared to public data and past trends
  - Dynamic forecasting to adjust to market conditions and continually drive value

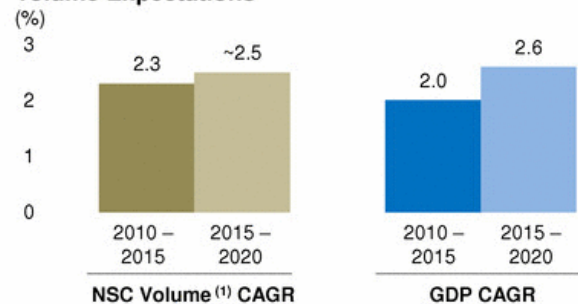
# Volume and Pricing Guidance

- RPU growth from 2015 – 2020 of ~2.5%, around 0.5% above projected CPI
  - Decline in fuel surcharge headwinds, recent price initiatives and reduced negative mix drive RPU increases in excess of CPI
  
- Volume growth from 2015 – 2020 of ~2.5% <sup>(1)</sup> in line with GDP growth expectations
  - Volumes historically have tracked GDP
  - Intermodal to drive volume growth despite headwinds in coal

## Revenue Per Unit (RPU) Expectations



## Volume Expectations



1. Excluding restructured Triple Crown (TCS).



# Volume Growth Details

	2010 – 2015 Performance		2015 – 2020 Outlook
Coal	<ul style="list-style-type: none"> <li>■ (7.1%) CAGR</li> <li>■ Volume impacted by earlier MATS impact, with all retiring plants cleared by 2016</li> <li>■ Steep drop in natural gas price since 2014</li> </ul>	↓	<ul style="list-style-type: none"> <li>■ Expected CAGR: ~1%</li> <li>■ Coal volume declines in 2016 giving way to stabilization in 2017</li> <li>■ Coal forecast more conservative than estimates from DOE and other experts</li> <li>■ New gas capacity in Southeast does not impact NS-served power plants</li> </ul>
Merchandise	<ul style="list-style-type: none"> <li>■ 2.2% CAGR</li> <li>■ Energy-related gains, strong automotive and chemicals growth, declining steel business</li> </ul>	↑	<ul style="list-style-type: none"> <li>■ Expected CAGR: ~2%</li> <li>■ Growth in line with market trends</li> <li>■ Changing markets with automotive and chemicals growth</li> </ul>
Intermodal	<ul style="list-style-type: none"> <li>■ 6.5% CAGR <sup>(1)</sup></li> <li>■ Strong historical growth from both domestic and international intermodal</li> </ul>	↑	<ul style="list-style-type: none"> <li>■ Expected CAGR: ~5%, ex TCS</li> <li>■ Tighter truck capacity and improved service levels in domestic</li> <li>■ International alignment with shipping partners adding capacity</li> <li>■ Business shifts from West Coast to East Coast ports</li> </ul>

1. Excluding restructured Triple Crown (TCS). Please see non-GAAP reconciliation posted on our website.

# *Norfolk Southern's Expense Reduction and Cost Control Plan*

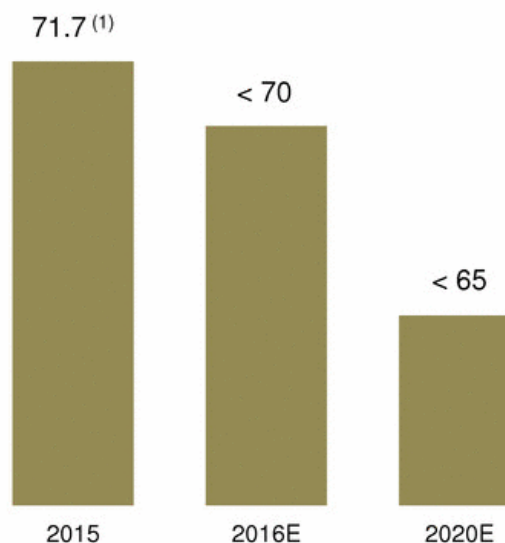




# Overview of Expense Reduction and Cost Control Initiatives

- Focus on maintaining industry-leading service levels and driving substantial operating ratio improvements
- Clear path to achieve an operating ratio below 65 by 2020
  - Robust review of various expense initiatives to maximize efficiency
  - Initiatives include managing headcount, increasing locomotive productivity, improving fuel efficiency and focusing on our network footprint
- Service recovery currently allows Norfolk Southern to capitalize on cost initiatives

Key Operating Ratio Targets



*Commitment to achieve operating ratio below 65 by 2020, and will not stop there*

1. Adjusted for Triple Crown restructuring and Roanoke relocation. Please see non-GAAP reconciliation posted on our website.

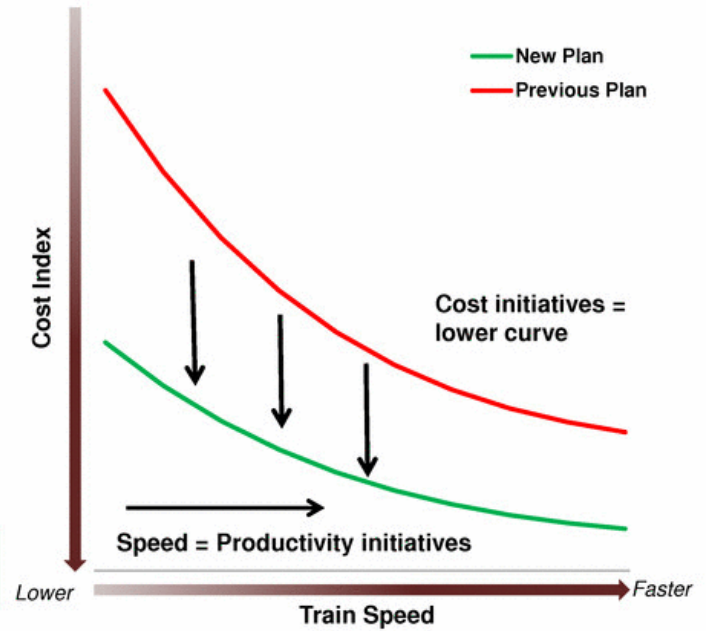
# *Norfolk Southern's Model Provides Significant Flexibility to Address Future Market Conditions*

- Over the past year, the railroad industry has experienced significant headwinds related to a number of external factors, particularly challenging commodity markets
- Focused on both reducing costs as well as providing additional flexibility to rapidly address both market headwinds and opportunities
- Dynamic plan that identifies opportunities for additional operating expense reduction:
  - **Labor:** reduced overtime and headcount reductions
  - **Locomotive:** reduced fleet size and better fuel efficiency
  - **Network Operating Plan:** additional yard closures and rationalization of less active secondary lines
- Even considering challenging future market conditions, we are confident that we will be able to achieve a < 65% operating ratio

# *Faster Railroad = Lower Cost and Better Service*

- + Service product of consistency, reliability and availability
- + Less overtime
- + Lower fuel costs
- + Lower asset costs
- + Lower car-hire costs
- + Fewer re crews

**= Lower cost and more profitable railroad**



# Path to Achieve Operating Ratio Below 65

## Cost Reduction and Expense Control Detail

### Compensation & Benefits – ~\$420MM

- Overtime reductions with improving service levels
- Build on 2015 initiatives to right-size workforce
- Reduced employee levels in coal traffic areas
- Realignment from three to two operating regions
- Continued progress on yard closures
- Smaller secondary main line network

### Purchased Services & Rents – ~\$70MM

- Reduced equipment rental and lease costs
- Reduced payments for use of third-party switching terminals
- Reduced trackage and haulage rights payments

## Annual Savings by 2020: \$650MM

Compensation & Benefits  
~65%

Purchased Services & Rents  
~11%

Materials  
~12%

Fuel  
~12%

# Path to Achieve Operating Ratio Below 65 (cont'd)

## Cost Reduction and Expense Control Detail

### Materials – ~\$80MM

- Increased efficiencies to allow reduced fleet size
- Continued rationalization of yard and local locomotive fleet
- New locomotives to replace older, higher cost and less reliable units
- 6-axle re-build strategy conserves capital and enhances efficiency

### Fuel – ~\$80MM

- Reduced fleet size, removal of older, less efficient units and higher system velocity
- Implementation of industry-leading energy management technology

## Annual Savings by 2020: \$650MM

Compensation & Benefits  
~65%

Purchased Services & Rents  
~11%

Materials  
~12%

Fuel  
~12%



# Driving Increasing Shareholder Value

## Key Focus Areas

*Optimize revenue – both pricing and volume*



*Improve productivity to deliver efficient and superior service*



*Increase asset utilization*



*Focus capital investment to support long-term value creation*



*Reward shareholders with significant return of capital*



## Key Financial Targets

2016E

2020E

*Disciplined pricing increases above rail inflation*

*Operating Ratio < 70*

*Operating Ratio < 65*

*Double-digit compound annual EPS growth*

*~\$2.1bn of CapEx*

*CapEx ~17% of revenue*

*Dividend payout target of ~33% over the longer term and continuation of dividend growth and significant share repurchases*

*Maximize Long-Term Shareholder Value*

## Important Additional Information and Where to Find It

Norfolk Southern Corporation (the "Company"), its directors and certain of its executive officers and employees may be deemed to be participants in the solicitation of proxies from stockholders in connection with the Company's 2016 Annual Meeting of Stockholders (the "2016 Annual Meeting"). The Company plans to file a proxy statement with the Securities and Exchange Commission (the "SEC") in connection with the solicitation of proxies for the 2016 Annual Meeting (the "2016 Proxy Statement"). Additional information regarding the identity of these potential participants, none of whom owns in excess of 1 percent of the Company's shares of Common Stock, and their direct or indirect interests, by security holdings or otherwise, will be set forth in the 2016 Proxy Statement and other materials to be filed with the SEC in connection with the 2016 Annual Meeting. This information can also be found in the Company's definitive proxy statement for its 2015 Annual Meeting of Stockholders (the "2015 Proxy Statement"), filed with the SEC on March 25, 2015, or the Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on February 11, 2015 (the "Form 10-K"). To the extent holdings of the Company's securities by such potential participants have changed since the amounts printed in the 2015 Proxy Statement, such changes have been or will be reflected on Statements of Ownership and Change in Ownership on Forms 3 and 4 filed with the SEC.

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