

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): May 16, 2022 (May 12, 2022)



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)

650 West Peachtree Street NW
Atlanta, Georgia
30308-1925
(Address of principal executive offices, including zip code)

(855) 667-3655
(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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|---|----------------|---|
| Norfolk Southern Corporation Common Stock (Par Value \$1.00) | NSC | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Corporation held its Annual Meeting of Shareholders on May 12, 2022.

Proposal 1 – Election of Directors

Shareholders elected the following directors to serve for a one-year term, by the following count:

| | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|--------------------------|-------------|---------------|-------------|------------------|
| Thomas D. Bell, Jr. | 170,251,472 | 4,925,302 | 470,540 | 30,633,005 |
| Mitchell E. Daniels, Jr. | 158,383,802 | 16,061,674 | 1,201,838 | 30,633,005 |
| Marcela E. Donadio | 170,377,435 | 4,969,068 | 300,811 | 30,633,005 |
| John C. Huffard, Jr. | 173,882,460 | 1,391,427 | 373,427 | 30,633,005 |
| Christopher T. Jones | 169,590,755 | 5,503,277 | 553,282 | 30,633,005 |
| Thomas C. Kelleher | 173,360,578 | 1,919,020 | 367,716 | 30,633,005 |
| Steven F. Leer | 150,124,373 | 24,978,046 | 544,895 | 30,633,005 |
| Michael D. Lockhart | 168,070,918 | 7,131,172 | 445,224 | 30,633,005 |
| Amy E. Miles | 168,468,702 | 6,689,620 | 488,992 | 30,633,005 |
| Claude Mongeau | 172,571,823 | 2,715,162 | 360,329 | 30,633,005 |
| Jennifer F. Scanlon | 170,069,811 | 5,091,089 | 486,414 | 30,633,005 |
| Alan H. Shaw | 172,616,473 | 2,686,160 | 344,681 | 30,633,005 |
| James A. Squires | 171,424,430 | 3,840,622 | 382,262 | 30,633,005 |
| John R. Thompson | 167,564,994 | 7,528,015 | 554,305 | 30,633,005 |

Proposal 2 – Ratification of Appointment of Independent Registered Public Accounting Firm

Shareholders ratified the appointment of KPMG LLP as the Corporation’s independent registered public accounting firm for 2022, by the following count:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> |
|------------------|----------------------|--------------------|
| 192,763,410 | 13,204,669 | 312,240 |

Proposal 3 – Advisory Resolution on Executive Compensation (“Say on Pay”)

Shareholders approved, on an advisory basis, the compensation of the Corporation’s Named Executive Officers, by the following count:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 161,866,924 | 12,887,467 | 892,923 | 30,633,005 |

Proposal 4 – Shareholder Proposal Regarding Reducing the Percentage of Shareholders Required to Call a Special Meeting

Shareholders did not approve a shareholder proposal regarding reducing the percentage of shareholders required to call a special meeting, by the following count:

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 78,309,431 | 96,519,130 | 818,753 | 30,633,005 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NORFOLK SOUTHERN CORPORATION
(Registrant)

/s/ Denise W. Hutson

Name: Denise W. Hutson

Title: Corporate Secretary

Date: May 16, 2022
