

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 11, 2016 (April 11, 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 11, 2016, Norfolk Southern Corporation released a corporate communication from chief executive officer Jim Squires to employees regarding Canadian Pacific's withdrawal of both its proposal to acquire NS and its shareholder resolution. The communication is attached as Exhibit 99.1 to this Current Report on Form 8-K.

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	Communication to NS Employees

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 11, 2016

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Communication to NS Employees

To All Norfolk Southern Employees:

As you may have seen, this morning Canadian Pacific announced that it has withdrawn both its proposal to acquire NS and its shareholder resolution. We recently issued a press release commenting on the matter, which can be accessed [here](#).

This news doesn't change our business objectives. Our board and management team remain committed to running a great railroad. NS has the right strategic plan in place to streamline operations, reduce expenses, and maintain superior customer service levels.

With your hard work, Norfolk Southern is making solid progress on the plan. Thank you for your unrelenting focus on your daily work and for providing exceptional service to our customers, particularly over the last few months. Please help NS safely deliver the service and results that our customers, communities, and investors expect and deserve.

Sincerely,

Jim Squires