

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**  
**FORM 11-K**

☒ ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the fiscal year end **DECEMBER 31, 2018**

☐ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-8339

A. Full title of the Plan and the address of the plan, if different from that of the issuer named below:

THOROUGHbred RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION  
AND PARTICIPATING SUBSIDIARY COMPANIES

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:



NORFOLK SOUTHERN CORPORATION  
Three Commercial Place  
Norfolk, VA 23510

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## **Report of Independent Registered Public Accounting Firm**

To the Plan Participants and the Board of Managers  
Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation  
and Participating Subsidiary Companies:

### *Opinion on the Financial Statements*

We have audited the accompanying statements of assets available for benefits of the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies (the Plan) as of December 31, 2018 and 2017, the related statement of changes in assets available for benefits for the year ended December 31, 2018, and the related notes (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the assets available for benefits of the Plan as of December 31, 2018 and 2017, and the changes in assets available for benefits for the year ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

### *Basis for Opinion*

These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Plan in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

### *Accompanying Supplemental Information*

The supplemental information in the accompanying schedule of the Plan (Schedule H, line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2018) has been subjected to audit procedures performed in conjunction with the audit of the Plan's financial statements. The supplemental information is the responsibility of the Plan's management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information is fairly stated in all material respects, in relation to the financial statements as a whole.

/s/ KPMG LLP  
KPMG LLP

We have served as the Plan's auditor since 1995.

Norfolk, Virginia  
May 14, 2019

**Thoroughbred Retirement Investment Plan of  
Norfolk Southern Corporation and Participating Subsidiary Companies  
Statements of Assets Available for Benefits**

	<b>December 31,</b>	
	<b>2018</b>	<b>2017</b>
	<hr/> (\$ in thousands) <hr/>	
<b>Assets</b>		
Investments at fair value	\$ 444,883	\$ 476,938
Plan interest in Master Trust for Norfolk Southern Corporation common stock at fair value	<hr/> 257,968	<hr/> 270,317
 <b>Assets available for benefits</b>	 <hr/> <hr/> \$ 702,851	 <hr/> <hr/> \$ 747,255

*See accompanying notes to financial statements.*

**Thoroughbred Retirement Investment Plan of  
Norfolk Southern Corporation and Participating Subsidiary Companies  
Statement of Changes in Assets Available for Benefits**

	<b>Year ended December 31, 2018</b>
	<i>(\$ in thousands)</i>
<b>Investment income (loss)</b>	
Net depreciation in fair value of investments	\$ (39,037)
Net increase in plan interest in Master Trust for Norfolk Southern Corporation common stock	14,490
Dividends	12,797
Interest	1,045
	<hr/>
Total investment loss	(10,705)
	<hr/>
<b>Contributions</b>	
Employee contributions	44,974
Employer contributions	4,146
	<hr/>
Total contributions	49,120
	<hr/>
<b>Distributions</b>	
Benefits paid	75,048
Assets transferred out to BLE Section 401(k) Plan	5,032
Assets transferred out to Thrift and Investment Plan	1,701
Administrative expenses	1,038
	<hr/>
Total distributions	82,819
	<hr/>
Net decrease in assets available for benefits	(44,404)
	<hr/>
<b>Assets available for benefits</b>	
Beginning of year	747,255
	<hr/>
End of year	\$ 702,851
	<hr/> <hr/>

*See accompanying notes to financial statements.*

**Thoroughbred Retirement Investment Plan of  
Norfolk Southern Corporation and Participating Subsidiary Companies  
Notes to Financial Statements**

The following Notes are an integral part of the Financial Statements.

**1. Summary of Significant Accounting Policies**

**Basis of Presentation**

The accompanying financial statements have been prepared on an accrual basis.

The Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation (NS) and Participating Subsidiary Companies (the Plan) meets the definition of a defined contribution employee benefit plan under the Employee Retirement Income Security Act of 1974, as amended (ERISA), and is thus subject to the reporting and disclosure, participation and vesting, fiduciary responsibility, and administration and enforcement provisions of Title I of ERISA. As an individual account plan; however, the Plan is not subject to the funding provisions of Title I or to the benefit guaranty provisions of Title IV of ERISA.

**Use of Estimates**

The preparation of financial statements in conformity with U.S. generally accepted accounting principles (GAAP) requires management to make estimates and assumptions that affect the reported amount of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities at the date of the financial statements. Changes in facts and circumstances may result in revised estimates.

**Investments**

The presentation of investments at fair value in the accompanying financial statements of the Plan is required by and in accordance with GAAP. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

**Revenue Recognition**

Unrealized and realized appreciation and depreciation in the fair value of investments are recognized in the financial statements in the periods in which such changes occur. Security transactions are accounted for on the trade date (the date that the order to buy or sell is executed). Interest is accrued when it is earned. Dividend income is recorded on the ex-dividend date.

**Payment of Benefits**

Benefit payments to participants are recorded upon distribution.

**New Accounting Pronouncement**

In February 2017, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2017-06, “*Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), Health and Welfare Benefit Plans (Topic 965) Employee Benefit Plan Master Trust Reporting.*” This update clarifies presentation requirements and provides more detailed disclosures for a plan’s interest in a Master Trust. The ASU is effective January 1, 2019. The Plan has not adopted the standard early.

## **2. Plan Description**

The following is a brief discussion of the Plan in effect during 2018 and not the complete text of the plan document. Members should refer to the plan document for more complete information about the Plan's provisions. Capitalized terms used but not defined herein are defined in the plan document.

### **General Information**

The Plan was established effective April 1, 1995, by the Board of Directors of NS.

The purpose of the Plan is to encourage retirement savings among eligible employees. Generally, Agreement Employees of NS or any participating subsidiary company is eligible to become a participant of the Plan (Member) upon employment, but an Agreement Employee who is eligible to make or receive contributions to a defined contribution plan sponsored by the Brotherhood of Locomotive Engineers and Trainmen during a year is ineligible to contribute to the Plan for that year.

The Plan is intended to be a cash or deferred arrangement described in Section 401(k) of the Internal Revenue Code (Code). A portion of the Plan is intended to be an employee stock ownership plan (ESOP) within the meaning of Section 4975(e)(7) of the Code. The ESOP is designed to invest primarily in NS common stock (NS stock), which is a qualifying security within the meaning of Sections 409(1) and 4975(e)(8) of the Code.

The Plan is administered by a Board of Managers (Managers), the members of which are appointed by the Chief Executive Officer of NS. However, the Plan designates the Benefits Investment Committee, consisting of NS' Chief Financial Officer, Chief Legal Officer, and Chief Human Resources Officer, as responsible for choosing the Plan's investment options and monitoring the continued appropriateness of those investment options. The Managers and members of the Benefits Investment Committee receive no remuneration with respect to their service in such capacity. The Vanguard Fiduciary Trust Company is the Plan's independent trustee, and The Vanguard Group, Inc. is the Plan's record keeper.

### **Pre-Tax, Roth, Matching, Rollover, TWIST and After-Tax Contributions Accounts**

Separate accounts (Accounts) are maintained for each type of contribution made under the Plan. The Plan allocates earnings or losses on the investments to Members' Accounts based on their investment in each investment option.

A Member may elect that NS withhold and contribute to the Plan from 1% to 75% of the Member's Compensation. A Member may at any time prospectively change this contribution rate. The Member must designate any such contribution to the Plan as a Pre-Tax Contribution or Roth Contribution. In addition, a Member may contribute to the Member's After-Tax Contributions Account from 1% to 5% of the Member's Compensation.

Annual Pre-Tax and Roth Contributions are limited as provided in Section 402(g) of the Code (\$18,500 for 2018). However, a Member who is at least age 50, or will attain age 50 by the end of the calendar year, may make additional annual contributions up to the limits as provided in Code Section 414(v)(2)(B)(i) (\$6,000 for 2018).

NS contributes Matching Contributions of 30% of the sum of the Member's Pre-Tax Contributions plus Roth Contributions not to exceed the lesser of \$45 per month or 1.8% of the Member's Compensation. On or before November 15, 1999, NS contributed TWIST contributions in the amount each Member was entitled to have contributed to the Plan on their behalf under the Special Work Incentive Program.

A Member may contribute eligible rollover distributions from a tax-qualified retirement plan of a former employer or from an individual retirement account, and/or eligible rollover distributions from a designated Roth account from a tax-qualified retirement plan of a former employer.

## **Vesting**

A Member has an immediate, fully vested interest in all of the Member's Accounts, other than the Member's Matching Contributions Account. Matching Contributions are fully vested one year after the Member's hire date; however, Matching Contributions consisting of dividends reinvested in the NS Stock Fund are fully vested at all times.

## **Income and Dividends**

Income received, in the form of dividends or otherwise, is retained in the respective Accounts of each Member and is reinvested in the investment option from which such income was derived.

Notwithstanding the foregoing, all dividends paid with respect to NS stock held in the NS Stock Fund are paid to the Plan and, at the Member's election, either (i) distributed in cash to the Member, or (ii) reinvested in the NS Stock Fund within the Member's Accounts. A Member who does not make a timely election will have such dividends paid to the Plan and reinvested in the NS Stock Fund within the Member's Accounts.

## **Distributions and Withdrawals**

A distribution of the Member's Accounts will be made upon request following a Member's termination of employment. If the value of the Member's Accounts in the Plan is less than \$5,000 following the Member's termination of employment, then the Account balances will be distributed to the Member as soon as practicable; however, if the distribution is greater than \$1,000, but is less than \$5,000, and the Member does not elect to have the distribution paid directly to an eligible retirement plan or receive the distribution directly, then the Plan Administrator will transfer the amount in a direct rollover to an individual retirement account for the Member.

A Member who has terminated employment must take a full distribution of the Member's Accounts in the Plan upon reaching age 62. A Member's beneficiary must take a full distribution of the Member's Accounts in the Plan after the Member's death. However, in either case there may be alternatives to continue to defer taxation of all or part of the Plan distribution by electing a trustee-to-trustee transfer or, if permissible, a rollover distribution.

A Member may elect that the portion of the Account invested in the NS Stock Fund be distributed in whole shares of NS stock rather than cash.

A Member may request that a distribution from the Plan be made directly to another eligible retirement plan as the Member directs.

A Member may withdraw, no more than once during each three-month period measured from the beginning of the year, all or a portion of the balance of their After-Tax Contributions Account, subject to a \$500 minimum withdrawal. A Member may at any time withdraw all or a portion of the balance of the Member's Rollover Accounts or TWIST Account.

A Member may make a written request for a hardship withdrawal as described in the plan document.

## **Transfers with other Plans**

If a Member becomes eligible for participation in the Thrift and Investment Plan of NS and Participating Subsidiary Companies (TIP), the Member may transfer their Plan balance to TIP. If the Member does not elect to do so, the balance will be automatically transferred from the Plan to TIP as of the calendar quarter following the quarter in which the Member becomes eligible for TIP.



A Member may directly transfer their Accounts to the Brotherhood of Locomotive Engineers 401(k) Savings Plan for Employees of Norfolk Southern Carriers (BLE Section 401(k) Plan) if the Member is eligible to participate in such other plan.

### **Administrative Expenses**

Administrative expenses are paid by NS or by the Plan. Expenses paid by NS are excluded from these financial statements. Recordkeeping fees, and fees on plan loans and managed accounts are paid by the Plan and deducted from participant's accounts. Legally required testing, notices and other administrative expenses are paid directly by NS or from participant forfeitures.

### **Plan Termination**

Although it has not expressed any intent to do so, NS has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. If the Plan were to terminate, Members would remain 100% vested in their Account balances.

### **3. Investment Program**

A Member must make an initial investment election which will apply to the Member's Accounts. If a Member does not make an affirmative initial investment election, the Member will be deemed to have allocated all contributions to the Vanguard Target Retirement Trust that has a target date nearest to the date on which the Member will turn age 65.

A Member may elect at any time to exchange the existing balances in the Member's Accounts invested in any option to another option(s), subject to any frequent trading policy or other restrictions.

A Member may elect to participate in the Vanguard Managed Account Program, under which the Member delegates ongoing, discretionary investment management services with respect to their entire interest in the Plan to Vanguard Advisers, Inc.

### **4. Fair Value Measurements**

FASB Accounting Standards Codification (ASC) 820-10, "*Fair Value Measurements*," established a framework for measuring fair value and a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels, as follows:

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	<p>Inputs to the valuation methodology include:</p> <ul style="list-style-type: none"><li>• quoted prices for similar assets or liabilities in active markets;</li><li>• quoted prices for identical or similar assets or liabilities in inactive markets;</li><li>• inputs other than quoted prices that are observable for the asset or liability;</li><li>• inputs that are derived principally from or corroborated by observable market data by correlation or other means.</li></ul> <p>If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.</p>
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2018 and 2017.

Registered investment companies: Shares held by the Plan at year end are valued at the official closing price as defined by the exchange or at the most recent trade price of a security at the close of the active market. The registered investment companies hold equity securities, fixed income securities and cash and cash equivalents.

Common collective trusts: The readily determinable fair value is based on the published fair value per unit of the trusts. The common collective trusts hold equity securities, fixed income securities and cash and cash equivalents.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth the Plan's investments by valuation technique level, within the fair value hierarchy, excluding Plan interest in Master Trust for NS stock. There were no level 3 valued investments.

	Level 1	Level 2	Total
	(\$ in thousands)		
<b>December 31, 2018</b>			
Registered investment companies	\$ 276,623	\$ —	\$ 276,623
Common collective trusts	—	168,260	168,260
	<u>—</u>	<u>168,260</u>	<u>168,260</u>
Investments at fair value	<u>\$ 276,623</u>	<u>\$ 168,260</u>	<u>\$ 444,883</u>
<b>December 31, 2017</b>			
Registered investment companies	\$ 309,889	\$ —	\$ 309,889
Common collective trusts	—	167,049	167,049
	<u>—</u>	<u>167,049</u>	<u>167,049</u>
Investments at fair value	<u>\$ 309,889</u>	<u>\$ 167,049</u>	<u>\$ 476,938</u>

## 5. Interest in Master Trust for Norfolk Southern Corporation Common Stock

The Plan's investment in NS stock is included in a Master Trust along with investments in NS stock held by TIP. The NS Stock Fund consists of shares of NS stock, measured at fair value, and a small cash balance for liquidity purposes, and is divided into units (rather than shares of stock) for the purpose of valuing assets of the participating plans and the members' accounts. A unit represents a proportionate ownership interest in investments of the Master Trust. A unit value is calculated daily by dividing the total value of NS stock and cash, reduced by any unpaid commissions and fees associated with the Master Trust's transactions, by the number of units credited to members of both plans in the Master Trust. Units are allocated among the plans based on total units credited to members of each plan. The Plan's percentage of Master Trust investment assets was 47.1% at December 31, 2018 and 46.1% at December 31, 2017. The Plan's proportionate interest in the fair value of Master Trust investment assets was \$258.0 million at December 31, 2018 and \$270.3 million at December 31, 2017.

The following table presents the net assets of the Master Trust:

	<b>December 31,</b>	
	<b>2018</b>	<b>2017</b>
	<i>(\$ in thousands)</i>	
NS stock	\$ 545,272	\$ 584,438
Money market fund	2,363	2,254
Total investments	<u>547,635</u>	<u>586,692</u>
Accounts receivable	101	258
Accounts payable and other accrued expenses	<u>(20)</u>	<u>(12)</u>
Net assets	<u><u>\$ 547,716</u></u>	<u><u>\$ 586,938</u></u>

The following table presents the changes in net assets of the Master Trust:

	<b>Year ended December 31, 2018</b>
	<i>(\$ in thousands)</i>
Net appreciation in fair value of investments	\$ 20,139
Dividends and interest	<u>11,612</u>
Net investment income	31,751
Net deductions	<u>(70,973)</u>
Decrease in net assets	<u><u>\$ (39,222)</u></u>

The closing prices reported in the active markets in which the securities are traded are used to value the investments in the Master Trust. The following is a description of the valuation methodologies used for assets measured at fair value:

NS stock: Valued based upon the closing price reported on the New York Stock Exchange at year end.

Money market fund: Valued at the closing price reported on the active market on which the fund is traded.

All of the Master Trust investments at December 31, 2018 and 2017 are level 1 investments in accordance with the valuation technique level.

## **6. Federal Income Taxes**

The Internal Revenue Service (IRS) determined and informed NS by a letter dated February 17, 2016, that the Plan and related trust are designed in accordance with applicable sections of the Code. Subsequent to this determination by the IRS, the Plan was amended and restated. Management believes the Plan is designed and being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is still qualified and the related trust is tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

The Plan is generally subject to IRS examination for a period of three years after the filing of its employee benefit plan annual return. There are currently no audits for any plan years in progress.

The Plan follows the provisions of FASB ASC 740, "*Income Taxes*," as it relates to uncertainties in income taxes. FASB ASC 740 requires that a liability be recorded for the Plan's estimate of uncertain tax positions, including a determination that income is nontaxable under the tax law. The Plan has no liabilities recorded at December 31, 2018 and 2017 for uncertain tax positions.

## **7. Plan Amendments**

NS has reserved the right to amend the Plan at any time.

Effective January 1, 2019, the Plan was amended to allow a Member to borrow from the Member's vested account balance.

## **8. Related Party Transactions**

Certain Plan investments are shares of registered investment companies or units of common collective trusts managed by The Vanguard Group, Inc. The Vanguard Fiduciary Trust Company and The Vanguard Group, Inc. are the Plan's independent trustee and the record keeper, respectively; therefore fees paid to these entities for trustee, administrative and other transactions qualify as exempt party-in-interest transactions under ERISA and the Code.

Vanguard Advisers, Inc. provides ongoing discretionary management services to Members who elect to participate in the Vanguard Managed Account Program; therefore fees paid to this entity for management services qualify as exempt party-in-interest transactions under ERISA and the Code.

The Plan, through the NS Stock Fund, holds NS stock. NS is the Plan Sponsor, and as such, the investment in the NS Stock Fund qualifies as an exempt party-in-interest transaction under ERISA and the Code.

**Thoroughbred Retirement Investment Plan of  
Norfolk Southern Corporation and Participating Subsidiary Companies**

Schedule H, line 4i – Schedule of Assets (Held at End of Year)  
December 31, 2018

Identity of issue, borrower, lessor or similar party.	Description of investment, including maturity date, rate of interest, collateral, par or maturity value			Current Value (\$ in thousands)
Plan interest in Master Trust for NS stock*	5,183,213	units of	NS Stock Fund	\$ 257,968
Value of Interests in Registered Investment Companies:				
The Vanguard Group, Inc.*	964,607	shares of	Vanguard Wellington Fund Admiral Shares	61,831
The Vanguard Group, Inc.*	233,872	shares of	Vanguard Institutional Index Fund	53,222
The Vanguard Group, Inc.*	568,460	shares of	Vanguard Growth Index Fund Institutional Shares	39,275
The Vanguard Group, Inc.*	382,292	shares of	Vanguard Total International Stock Index Fund	38,787
The Vanguard Group, Inc.*	710,820	shares of	Vanguard Value Index Fund Institutional Shares	27,132
The Vanguard Group, Inc.*	1,862,262	shares of	Vanguard Total Bond Market Index Fund	19,461
The Vanguard Group, Inc.*	419,159	shares of	Vanguard Mid-Cap Index Fund Institutional Shares	15,836
The Vanguard Group, Inc.*	199,187	shares of	Vanguard Small-Cap Index Fund Institutional Shares	12,592
Western Asset Funds, Inc.	561,623	shares of	Western Asset Core Bond Fund; Class IS	6,869
The Vanguard Group, Inc.*	158,391	shares of	Vanguard Inflation-Protected Securities Fund	1,579
The Vanguard Group, Inc.*	38,751	shares of	Vanguard Prime Money Market Fund	39
				<hr/> 276,623 <hr/>
Value of Interests in Common Collective Trusts:				
The Vanguard Group, Inc.*	47,724,502	units of	Vanguard Retirement Savings Trust III	47,725
The Vanguard Group, Inc.*	613,043	units of	Vanguard Target Retirement 2045 Trust II	19,464
The Vanguard Group, Inc.*	556,056	units of	Vanguard Target Retirement 2040 Trust II	17,655
The Vanguard Group, Inc.*	523,428	units of	Vanguard Target Retirement 2035 Trust II	16,232
The Vanguard Group, Inc.*	487,355	units of	Vanguard Target Retirement 2050 Trust II	15,547
The Vanguard Group, Inc.*	420,762	units of	Vanguard Target Retirement 2030 Trust II	12,951
The Vanguard Group, Inc.*	356,425	units of	Vanguard Target Retirement 2025 Trust II	11,135
The Vanguard Group, Inc.*	305,562	units of	Vanguard Target Retirement 2020 Trust II	9,637
The Vanguard Group, Inc.*	198,202	units of	Vanguard Target Retirement 2055 Trust II	8,467
The Vanguard Group, Inc.*	118,095	units of	Vanguard Target Retirement 2015 Trust II	3,718
The Vanguard Group, Inc.*	100,195	units of	Vanguard Target Retirement Income Trust II	3,335
The Vanguard Group, Inc.*	67,095	units of	Vanguard Target Retirement 2060 Trust II	2,260
The Vanguard Group, Inc.*	6,472	units of	Vanguard Target Retirement 2065 Trust II	134
				<hr/> 168,260 <hr/>
Total investments at fair value				<hr/> \$ 702,851 <hr/>

\*Party-in-interest

See accompanying Report of Independent Registered Public Accounting Firm.

## SIGNATURES

*The Plan.* Pursuant to the requirements of the Securities Exchange Act of 1934, the Board of Managers of the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

THOROUGHbred RETIREMENT INVESTMENT PLAN OF  
NORFOLK SOUTHERN CORPORATION  
AND PARTICIPATING SUBSIDIARY COMPANIES

Date: May 14, 2019

BY: /s/ Michelle L. Thompson

Michelle L. Thompson

Secretary, Board of Managers

## EXHIBIT

Exhibit

Number

Description

23

[Consent of Independent Registered Public Accounting Firm](#)

**Consent of Independent Registered Public Accounting Firm**

The Board of Managers  
Thoroughbred Retirement Investment Plan of Norfolk Southern  
Corporation and Participating Subsidiary Companies:

We consent to the incorporation by reference in the registration statement (no. 333-207640) on Form S-8 of Norfolk Southern Corporation of our report dated May 14, 2019, with respect to the statements of assets available for benefits of the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies (the Plan) as of December 31, 2018 and 2017, the related statement of changes in assets available for benefits for the year ended December 31, 2018, and the supplemental schedule of the Plan (Schedule H, line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2018), which report appears in the December 31, 2018 annual report on Form 11-K of the Thoroughbred Retirement Investment Plan of Norfolk Southern Corporation and Participating Subsidiary Companies.

/s/ KPMG LLP  
KPMG LLP  
Norfolk, Virginia  
May 14, 2019