

NORFOLK SOUTHERN CORP  
Form DEFA14A  
April 11, 2016

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

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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)

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NORFOLK SOUTHERN CORPORATION  
(Exact name of registrant as specified in its charter)

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|---|--|---|
| Virginia<br>(State or Other Jurisdiction<br>of Incorporation)   | 1-8339<br><br>(Commission File Number) | 52-1188014<br><br>(IRS Employer<br>Identification Number)                   |
| Three Commercial Place<br>Norfolk, Virginia<br>23510-9241<br>(Address of principal executive offices) |  | 757-629-2680<br><br>(Registrant's telephone number, including<br>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:

| Exhibit Number | Description                   |
|----------------|-------------------------------|
| 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

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|----------------|-------------------------------|
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