

NORFOLK SOUTHERN CORP  
Form 8-K  
August 08, 2013

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):  
August 8, 2013 (August 8, 2013)

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  
(I.R.S. Employer  
Identification No.)

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))



Item 8.01. Other Events

This Current Report on Form 8-K (this “Report”) is filed for the purpose of incorporating the contents of this Report in the Registration Statement on Form S-3 (No. 333-179569) (the “Registration Statement”) and filing the attached Exhibit No. 12.1 as an exhibit to the Registration Statement.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibit is filed as part of this Report:

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

|      |   |
|------|---|
| 12.1 | Computation of Ratio of Earnings to Fixed Charges for the six-month period ended June 30, 2013 and each of the five fiscal years in the five-year period ended December 31, 2012. |
|------|---|

---

SIGNATURE

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)

By: /s/ Howard D. McFadden  
Name: Howard D. McFadden  
Title: Corporate Secretary

Date: August 8, 2013

---

EXHIBIT INDEX

Exhibit Number Description

12.1 Computation of Ratio of Earnings to Fixed Charges for the six-month period ended June 30, 2013 and each of the five fiscal years in the five-year period ended December 31, 2012.