

GENESEE & WYOMING INC  
Form 8-K  
March 31, 2015

---

**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): 03/27/2015**

**Genesee & Wyoming Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 001-31456**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**06-0984624**  
(IRS Employer  
Identification No.)

**20 West Avenue**  
Darien, CT 06820  
(Address of principal executive offices, including zip code)

**203-202-8900**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(d) Election of Director.

On March 27, 2015 the Board of Directors (the "Board") of Genesee & Wyoming Inc. (the "Company") elected Hunter C. Smith as a Director. Mr. Smith has not been appointed to serve on any committees of the Board.

Mr. Smith currently serves as vice president of finance for Celgene Corporation's Inflammation and Immunology business unit. Prior to that, he held various roles during a 14-year tenure at Bunge Limited, a global agribusiness and food company, including chief financial officer of two distinct business units, corporate treasurer and chief risk officer. Previously, he served as a director of UBS AG and started his career at Manufacturers Hanover Trust Company.

Upon Mr. Smith's election to the Board, he became eligible to receive equity and cash compensation in accordance with previously adopted compensation arrangements for non-employee directors as disclosed in the Company's proxy statement filed with the Securities and Exchange Commission on March 30, 2015.

Mr. Smith will stand for election by the stockholders at the Company's 2015 Annual Meeting of Stockholders.

On March 30, 2015 the Company issued a press release announcing the election of Mr. Smith. A copy of the press release is filed with this Current Report on Form 8-K as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release announcing the election of Hunter C. Smith to the Board of Directors.

---

**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.

Genesee & Wyoming Inc.

Date: March 31, 2015

By: /s/ Allison M. Fergus

---

Allison M. Fergus  
General Counsel and Secretary

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-99.1	Press Release announcing the election of Hunter C. Smith to the Board of Directors.