

NORFOLK SOUTHERN CORP
Form 8-K
August 15, 2017

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

FORM 8-K/A
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 15, 2017 (August 14, 2017)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company.

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On August 14, 2017, Norfolk Southern Corporation filed a Form 8-K announcing that the Norfolk Southern Board of Directors elected Cynthia C. Earhart to serve as Executive Vice President-Finance and Chief Financial Officer effective August 15, 2017. The press release attached to the 8-K as Exhibit 99.1 referred to Ms. Earhart as a certified public accountant. Ms. Earhart passed the Uniform Certified Public Accountant Examination and was licensed as a Certified Public Accountant, but she has not maintained her license because she has not been providing accounting services directly to the public.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is filed as part of this Current Report on Form 8-K/A:

| Exhibit Number | Description |
|----------------|-------------------------|
| 99.1 | Corrected Press Release |

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: August 15, 2017

EXHIBIT INDEX

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