

CSX CORP  
Form DEFA14A  
December 19, 2007

**SCHEDULE 14A**  
**(Rule 14a-101)**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the Securities**

**Exchange Act of 1934 (Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under Rule 14a-12

CSX Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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On December 19, 2007, CSX Corporation issued the following communications in response to a press release from a group of shareholders:

1. Press release issued December 19, 2007 (Exhibit 1); and
2. Memorandum to employees dated December 19, 2007 (Exhibit 2)

EXHIBIT 1

### **CSX Issues Statement Regarding Minority Board Slate**

JACKSONVILLE, Fla., Dec. 19 /PRNewswire-FirstCall/ -- CSX Corporation (NYSE: CSX) issued the following response to today's press release from a group of shareholders, including The Children's Investment Fund Management (U.K.) LLP and 3G Capital Partners, LTD, announcing its intent to nominate a minority slate of directors to stand for election at the 2008 Annual Meeting:

"CSX has a strong Board of Directors with a broad range of experience. This group of directors has driven the company's successes, including nearly tripling the stock price in the past three years, and provided shareholders a return better than the rest of the North American rail industry and 89 percent of all S&P companies.

"The Board and management team believe that the CSX directors are well qualified to further advance the interests of the company's shareholders, as well as its employees, customers and communities. The Board also believes the company's outstanding record of financial, safety and operational improvements demonstrates unequivocally that CSX is a well run company."

#### About CSX

CSX Corporation, based in Jacksonville, Fla., is one of the nation's leading transportation companies, providing rail, intermodal and rail-to-truck trainload services. The company's transportation network spans approximately 21,000 miles, with service to 23 eastern states and the District of Columbia, and connects to more than 70 ocean, river and lake ports. More information about CSX Corporation and its subsidiaries is available at the company's web site, [www.csx.com](http://www.csx.com).

#### IMPORTANT INFORMATION

CSX Corporation ("CSX") plans to file with the SEC and furnish to its shareholders a Proxy Statement in connection with its 2008 Annual Meeting, and advises its security holders to read the Proxy Statement relating to the 2008 Annual Meeting when it becomes available, because it will contain important information. Security holders may obtain a free copy of the Proxy Statement and other documents (when available) that CSX files with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). The Proxy Statement and these other documents may also be obtained for free from CSX by directing a request to CSX Corporation, Attn: Investor Relations, David Baggs, 500 Water Street C110, Jacksonville, FL 32202.

#### CERTAIN INFORMATION CONCERNING PARTICIPANTS

CSX, its directors and named executive officers may be deemed to be participants in the solicitation of CSX's security holders in connection with its 2008 Annual Meeting. Security holders may obtain information regarding the names, affiliations and interests of such individuals in CSX's Annual Report on Form 10-K for the year ended December 29, 2006 and its proxy statement dated March 30, 2007, each of which is filed with the SEC. To the extent holdings of

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CSX securities have changed since the amounts printed in the proxy statement, dated March 30, 2007, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 or Form 5 filed with the SEC.

SOURCE CSX Corporation

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Web site: <http://www.csx.com>

<http://www.sec.gov>

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EXHIBIT 2

Today a group of shareholders made up of hedge funds that operate from the U.K and the Cayman Islands announced plans to nominate five candidates to the twelve-member CSX Board of Directors.

CSX already has a strong Board of Directors with a broad range of experience. The members of this Board have driven the company's successes, including nearly tripling the stock price in the last three years and providing shareholders with a return better than the rest of the North American rail industry and 89 percent of all S&P 500 companies. These gains in shareholder value are the result of safety, operational and financial improvements.

The bottom line is that CSX is a very well run company with a strong Board that supports your work and accomplishments. The fact that shareholders are focused on CSX is a sign of your success, and that CSX's strategy has delivered, and will continue to deliver, strong results. You should have confidence that CSX will keep moving forward and building value for you, for our customers, our communities and this country.

Michael Ward

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