

NORFOLK SOUTHERN CORP  
Form 8-K  
February 08, 2019

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):  
February 8, 2019 (February 5, 2019)

---

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  
23510-2191  
(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(b). Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Wesley G. Bush, a member of the Board of Directors of Norfolk Southern Corporation (the "Corporation"), notified the Corporation on February 5, 2019, of his decision to resign from the Board of Directors, effective immediately. Mr. Bush's resignation is not due to any disagreement with the Corporation on any matter relating to our operations, policies, or practices.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Bylaw Amendment

In light of Mr. Bush's decision and consistent with the terms of the Corporation's Bylaws, the Board amended Article II - Section I of the Bylaws to decrease the number of directors from thirteen (13) to twelve (12), effective February 6, 2019. The amended Bylaws are attached hereto as 3(ii).

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
3(ii)	<u>Bylaws of Norfolk Southern Corporation, as amended February 6, 2019.</u>

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: February 8, 2019