

NORFOLK SOUTHERN CORP
Form 8-K
July 26, 2017

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):
July 26, 2017 (July 25, 2017)

NORFOLK SOUTHERN CORPORATION
(Exact name of registrant as specified in its charter)

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|--|---------------------------------------|---|
| 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 502. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 25, 2017, the Norfolk Southern Board of Directors appointed Thomas E. Hurlbut to serve as interim Chief Financial Officer effective August 1, 2017.

Mr. Hurlbut, age 52, currently serves as Vice President and Controller of Norfolk Southern and will continue to serve in that role in addition to assuming the duties of Chief Financial Officer. Mr. Hurlbut has been employed by Norfolk Southern since 1992 and served as Vice President and Controller since November 1, 2013. Prior thereto, he served as Vice President Audit and Compliance from February 1, 2010 until October 31, 2013.

Norfolk Southern confirms, as required by regulations under the Securities and Exchange Act of 1934, that (1) there is no arrangement or understanding between Mr. Hurlbut and any other person pursuant to which he was selected as an officer, (2) there is no family relationship between Mr. Hurlbut and any director or other executive officer of Norfolk Southern, and (3) there is no transaction or currently proposed transaction in which Norfolk Southern was or is to be a participant and the amount involved exceeds \$120,000, and in which Mr. Hurlbut had or will have a direct or indirect material interest, other than compensation solely resulting from the employment relationship. No material plan, contract or arrangement (whether or not written) to which Mr. Hurlbut is a party or participant was entered into or materially amended in connection with his appointment, and Mr. Hurlbut did not receive any grant or award or modification thereto under any such plan, contract or arrangement in connection with such event.

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: July 26, 2017