

KANSAS CITY SOUTHERN  
Form 8-K  
April 27, 2010

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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):

April 27, 2010

**Kansas City Southern**

(Exact name of registrant as specified in its charter)

Delaware

1-4717

44-0663509

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

427 West 12th Street, Kansas City, Missouri

64105

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

816-983-1303

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))

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#### **Item 8.01 Other Events.**

On April 27, 2010, Kansas City Southern, a Delaware corporation ("KCS" or the "Company"), issued a news release announcing the commencement of an offering of shares of its common stock, pursuant to an automatic shelf registration statement on Form S-3 filed with the Securities and Exchange Commission (the "SEC"). A copy of the Company's news release containing this announcement is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The Company has filed a registration statement including a prospectus and a prospectus supplement with the SEC for the offering to which the communication incorporated herein by reference relates. Before you invest, you should read the prospectus and prospectus supplement in that registration statement and other documents the Company has filed with the SEC for more complete information about the Company and this offering. You may obtain these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the Company, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the prospectus supplement if you request them by calling BofA Merrill Lynch at 866-500-5408 or J.P. Morgan at 866-803-9204.

This report shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the common stock in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

#### **Item 9.01 Financial Statements and Exhibits.**

Exhibit 99.1 News Release dated April 27, 2010 issued by Kansas City Southern entitled "KCS Announces Public Offering of Common Stock."

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**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.

Kansas City Southern

*April 27, 2010*

By: */s/ Michael W. Upchurch*

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*Name: Michael W. Upchurch  
Title: Executive Vice President and Chief Financial Officer  
(Principal Financial Officer)*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | News Release dated April 27, 2010 issued by Kansas City Southern entitled "KCS Announces Public Offering of Common Stock." |