

NORFOLK SOUTHERN CORP  
Form 8-K  
November 15, 2017

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

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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):  
November 15, 2017 (November 14, 2017)

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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.

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Item 8.01 Other Events

On November 14, 2017, the Registrant issued a press release announcing (i) the results of its private exchange offers (the “Exchange Offers”), through 5:00 p.m., New York City time, on November 13, 2017 (which was the early exchange date in connection with the Exchange Offers), for the Registrant’s outstanding 6.000% Notes due 2105, 7.900% Notes due 2097, 6.000% Notes due 2111, 7.050% Notes due 2037, 7.250% Notes due 2031, 7.800% Notes due 2027, and 4.800% Notes due 2043 and (ii) that the Registrant has increased the aggregate principal amount of new Notes to be issued in the Exchange Offers from \$600,000,000 to \$750,000,000. On November 14, 2017, the Registrant issued a press release announcing the pricing of the Exchange Offers. The Exchange Offers will expire at 11:59 p.m., New York City time, on November 28, 2017, unless extended by the Registrant. Copies of the press releases are attached hereto as Exhibits 99.1 and 99.2 and are hereby incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed as part of this Current Report on Form 8-K:

Exhibit Number	Description
99.1	<u>Press Release dated November 14, 2017</u>
99.2	<u>Press Release dated November 14, 2017</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: November 15, 2017