CSX CORP
Form 3
March 08, 2017

FORM 3

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

OMB APPROVAL	
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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Mantle Ridge LP
(Last) (First) (Middle)
900 THIRD AVENUE, 11TH FLOOR
(Street)
NEW YORK,Â NYÂ 10022
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
03/06/2017

3. Issuer Name **and** Ticker or Trading Symbol
CSX CORP [CSX]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
_X_ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	106	D	Â
Common Stock	7	I	See footnotes (1) (2) (3) (4) (5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Call Option (right to buy)	01/09/2017	03/09/2017	Purchase Contract (6)	937,523	$ 27.78	I	See footnotes (1) (3) (4) (5)
Call Option (right to buy)	01/10/2017	03/10/2017	Purchase Contract (6)	981,689	$ 27.98	I	See footnotes (1) (3) (4) (5)
Call Option (right to buy)	01/11/2017	03/10/2017	Purchase Contract (6)	2,791,488	$ 28.36	I	See footnotes (1) (3) (4) (5)
Call Option (right to buy)	01/12/2017	03/13/2017	Purchase Contract (6)	2,488,349	$ 28.53	I	See footnotes (1) (3) (4) (5)
Call Option (right to buy)	01/13/2017	03/13/2017	Purchase Contract (6)	3,138,793	$ 28.77	I	See footnotes (1) (3) (4) (5)
Call Option (right to buy)	01/17/2017	03/17/2017	Purchase Contract (6)	1,725,483	$ 28.51	I	See footnotes (1) (3) (4) (5)
Call Option (right to buy)	01/18/2017	03/17/2017	Purchase Contract (6)	1,706,179	$ 27.73	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	10/07/2016	10/09/2018	Common Stock	1,201,138	$ 30.9	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	10/10/2016	10/10/2018	Common Stock	1,276,136	$ 30.85	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	12/09/2016	12/07/2018	Common Stock	2,013,062	$ 30.5	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	12/12/2016	12/12/2018	Common Stock	2,377,838	$ 30.23	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	12/12/2016	12/12/2018	Common Stock	2,320,154	$ 30.79	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	12/13/2016	12/13/2018	Common Stock	2,179,655	$ 31.21	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	12/13/2016	12/13/2018	Common Stock	211,000	$ 37.14	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	12/14/2016	12/14/2018	Common Stock	572,700	$ 36.95	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	12/16/2016	12/17/2018	Common Stock	593,285	$ 31	I	See footnotes (1) (3) (4) (5)

Purchase Contract (obligation to buy)	12/16/2016	12/17/2018	Common Stock	938,626	$ 31.06	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	12/27/2016	12/27/2018	Common Stock	208,000	$ 37.02	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	12/28/2016	12/28/2018	Common Stock	51,000	$ 36.82	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	01/17/2017	01/17/2019	Common Stock	4,000,000	$ 36.27	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	01/18/2017	01/18/2019	Common Stock	295,000	$ 37.23	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	02/21/2017	02/21/2019	Common Stock	2,246,491	$ 30.63	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	02/21/2017	02/21/2019	Common Stock	1,077,512	$ 31.3	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	02/21/2017	02/21/2019	Common Stock	572,000	$ 36.84	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	02/22/2017	02/22/2019	Common Stock	483,000	$ 36.66	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	03/01/2017	03/01/2019	Common Stock	1,606,731	$ 30.51	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	03/01/2017	03/01/2019	Common Stock	1,103,772	$ 30.6	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	03/01/2017	03/01/2019	Common Stock	1,592,095	$ 30.62	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	03/01/2017	03/01/2019	Common Stock	995,816	$ 30.66	I	See footnotes (1) (3) (4) (5)
Purchase Contract (obligation to buy)	03/01/2017	03/01/2019	Common Stock	533,726	$ 30.76	I	See footnotes (1) (3) (4) (5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mantle Ridge LP 900 THIRD AVENUE, 11TH FLOOR NEW YORK,Â NYÂ 10022	Â X	Â	Â	Â
MR Argent Advisor LLC 900 THIRD AVENUE, 11TH FLOOR NEW YORK,Â NYÂ 10022	Â X	Â	Â	Â
MR Argent GP LLC 900 THIRD AVENUE, 11TH FLOOR NEW YORK,Â NYÂ 10022	Â X	Â	Â	Â

Hilal Paul C
900 THIRD AVENUE, 11TH FLOOR Â X Â Â Â
NEW YORK,Â NYÂ 10022

Signatures

MANTLE RIDGE LP, By: Mantle Ridge GP LLC, its managing member, By: PCH MR Advisor Holdings LLC, its managing member, By: /s/ Paul C. Hilal, Paul C. Hilal, Sole Member	03/08/2017
**Signature of Reporting Person	Date
MR ARGENT ADVISOR LLC, By: Mantle Ridge LP, its sole member, By: Mantle Ridge GP LLC, its managing member, By: PCH MR Advisor Holdings LLC, its managing member, By: /s/ Paul C. Hilal, Paul C. Hilal, Sole Member	03/08/2017
**Signature of Reporting Person	Date
MR ARGENT GP LLC, By: MR GP HoldCo LLC, its managing member, By: MR GP HoldCo MM LLC, its managing member, By: PCH MR GP Holdings LLC, its managing member, By: /s/ Paul C. Hilal, Paul C. Hilal, Sole Member	03/08/2017
**Signature of Reporting Person	Date
/s/ Paul C. Hilal, Paul C. Hilal	03/08/2017
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) In addition to Mantle Ridge LP, a Delaware limited partnership ("Mantle Ridge"), this Form 3 is being filed jointly by MR Argent Advisor LLC, a Delaware limited liability company ("MR Argent"), MR Argent GP LLC, a Delaware limited liability company ("Fund GP"), and Paul C. Hilal, a citizen of the United States of America (collectively, the "Reporting Persons"), each of whom has the same business address as Mantle Ridge and may be deemed to have a pecuniary interest in securities reported on this Form 3 (the "Subject Securities"). All Subject Securities reported on this Form 3 are rounded up to the nearest whole share.

(2) Seven shares of the Issuer are held by a wholly owned and wholly controlled special purpose subsidiary of Mantle Ridge.

(3) MR Argent, a wholly owned subsidiary of Mantle Ridge, advises the accounts of MR Argent Fund CE LP, a Delaware limited partnership, and MR Argent Offshore Fund AB LP, MR Argent Offshore Fund BB LP, MR Argent Offshore Fund CB 01 LP, MR Argent Offshore Fund CB 02 LP, MR Argent Offshore Fund CB 03 LP, MR Argent Offshore Fund CB 04 LP, MR Argent Offshore CB 05 LP and MR Argent Offshore CB 07 LP, each a Cayman Islands exempted limited partnership, and, if applicable, their subsidiaries, which are Cayman Islands exempted companies (all such funds and their subsidiaries together, the "Mantle Ridge Funds").

(4) MR Argent, as the investment adviser to the Mantle Ridge Funds, and Mantle Ridge, as the sole member of MR Argent, each may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a 1(a) under the Securities Exchange Act of 1934. As the general partner of the Mantle Ridge Funds, Fund GP may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). By virtue of Paul C. Hilal's position as ultimately controlling MR Argent, Mantle Ridge and MR GP HoldCo LLC, the sole member of the Fund GP, Paul C. Hilal may be deemed to be the beneficial owner of the Subject Securities for purposes of Rule 16a-1(a). Each of the Reporting Persons disclaims any beneficial ownership of any of the Subject Securities, except to the extent of any pecuniary interest therein.

(5) Paul C. Hilal is a member of the board of directors of the Issuer, and as a result, each of the Reporting Persons are directors by deputization for purposes of Section 16 of the Securities Exchange Act of 1934.

(6) The Mantle Ridge Funds have entered into call option contracts, pursuant to which, during the option term, they have a right to buy purchase contracts with respect to Issuer common stock. Under such purchase contracts, the Mantle Ridge Funds would have (if the option were exercised) the obligation to buy a specified number of Issuer common stock at a fixed exercise price on or prior to the maturity date of such purchase contract. The amount shown in column 3 is the number of shares of Issuer common stock underlying the purchase contract applicable to the option. The amount shown in column 4 is the exercise price of the call option per share of Issuer common stock, which may be different from the exercise price per share of Issuer common stock underlying the purchase contract applicable to the option.

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Remarks:

MultipleÂ FormsÂ Filed,Â 1Â ofÂ 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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