

NORFOLK SOUTHERN CORP
Form DEFA14A
March 22, 2017

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

CHECK THE APPROPRIATE BOX:

| | |
|--------------------------|---|
| <input type="checkbox"/> | Preliminary Proxy Statement |
| <input type="checkbox"/> | Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2)) |
| <input type="checkbox"/> | Definitive Proxy Statement |
| <input type="checkbox"/> | Definitive Additional Materials |
| <input type="checkbox"/> | Soliciting Material Under Rule 14a-12 |

Norfolk Southern Corporation

(Name of Registrant as Specified In Its Charter)
(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

PAYMENT OF FILING FEE (CHECK THE APPROPRIATE BOX):

| | |
|--------------------------|---|
| <input type="checkbox"/> | No fee required. |
| <input type="checkbox"/> | Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11. |
| | 1) Title of each class of securities to which transaction applies: |
| | 2) Aggregate number of securities to which transaction applies: |
| | 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): |
| | 4) Proposed maximum aggregate value of transaction: |
| | 5) Total fee paid: |
| <input type="checkbox"/> | Fee paid previously with preliminary materials: |
| | Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing. |
| | 1) Amount previously paid: |
| | 2) Form, Schedule or Registration Statement No.: |
| | 3) Filing Party: |
| | 4) Date Filed: |

**Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting
to Be Held on May 11, 2017**

NORFOLK SOUTHERN CORPORATION

MEETING INFORMATION:

**May 11, 2017 at 8:30 A.M., Eastern Daylight Time
at the Hilton Norfolk The Main, 100 East Main Street, Norfolk, Virginia**

**COMPANY NUMBER
ACCOUNT NUMBER
CONTROL NUMBER**

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet or by mail. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you want to receive a paper or e-mail copy of the proxy materials you must request one. There is no charge to you for requesting a copy. To facilitate timely delivery please make the request as instructed below before 05/01/17.

Please visit <http://www.astproxyportal.com/ast/17278/>, where the following materials are available for view:

Notice of Annual Meeting of Shareholders

Proxy Statement

Form of Electronic Proxy Card

Annual Report on Form 10-K

TELEPHONE: 888-Proxy-NA (888-776-9962) 718-921-8562 (for international callers)

E-MAIL: info@amstock.com

WEBSITE: <https://us.astfinancial.com/proxyservices/requestmaterials.asp>

ONLINE: To access your online proxy card, please visit www.voteproxy.com and follow the on-screen instructions or scan the QR code with your smartphone. You may enter your voting instructions at www.voteproxy.com up until 11:59 PM Eastern Time the day before the cut-off or meeting date.

IN PERSON: You may vote your shares in person by attending the Annual Meeting. Please review the Voting and Proxies section of the Proxy Statement for related requirements for meeting attendance.

TELEPHONE: To vote by telephone, please visit www.voteproxy.com to view the materials and to obtain the toll free number to call.

**TO REQUEST PAPER OR
E-MAIL COPY:**

TO VOTE:

MAIL: You may request a card by following the instructions above.

1. ELECTION OF THIRTEEN DIRECTORS.

1.1. Thomas D. Bell, Jr.

1.2. Erskine B. Bowles

1.3. Robert A. Bradway

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- 1.4. Wesley G. Bush
- 1.5. Daniel A. Carp
- 1.6. Mitchell E. Daniels, Jr.
- 1.7. Marcela E. Donadio
- 1.8. Steven F. Leer
- 1.9. Michael D. Lockhart
- 1.10 Amy E. Miles
- 1.11 Martin H. Nesbitt
- 1.12 James A. Squires
- 1.13 John R. Thompson

Ratification of the appointment of KPMG LLP, independent registered public accounting firm, as Norfolk Southern's independent auditors for the year ending December 31, 2017.

- 2. Approval of advisory resolution on executive compensation, as disclosed in the proxy statement for the 2017 Annual Meeting of Shareholders.
- 3. Frequency of advisory resolution on executive compensation, every one, two, or
- 4. three years.

In addition, in their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE FOLLOWING ITEMS 1 - 3: THE BOARD OF DIRECTORS RECOMMENDS A VOTE OF ONE YEAR ON ITEM 4.

Please note that you cannot use this notice to vote by mail.
