

GENESEE & WYOMING INC  
Form 8-K  
November 01, 2016

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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):

November 1, 2016

Genesee & Wyoming Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-31456

06-0984624

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

20 West Avenue, Darien, Connecticut

06820

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

203-202-8900

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 November 1, 2016, Genesee & Wyoming Inc. (G&W) completed the acquisition of Providence and Worcester Railroad Company (P&W) through the merger (the Merger) of Pullman Acquisition Sub Inc. (Merger Sub), a wholly-owned subsidiary of G&W, with and into P&W, with P&W surviving the Merger as a wholly-owned subsidiary of G&W, pursuant to the Merger Agreement, dated as of August 12, 2016 (the Merger Agreement), by and among G&W, Merger Sub and P&W. A copy of the press release announcing completion of the acquisition is attached hereto as Exhibit 99.1. The attached Exhibit 99.1 is incorporated into this Item 8.01 by reference.

Immediately following consummation of the Merger, G&W transferred the stock of P&W to a voting trustee to hold such shares of stock in trust pending receipt of final U.S. Surface Transportation Board (STB) approval, authorization or exemption, as the case may be, with respect to the Merger, pursuant to the Voting Trust Agreement (the Voting Trust Agreement), dated as of October 31, 2016, between R. Lawrence McCaffrey (the Trustee) and G&W. The Voting Trust Agreement governs the terms upon which G&W has transferred the stock of P&W to the Trustee to hold such shares of stock in trust pending formal STB approval of G&W's control of P&W, consistent with a written informal opinion from the staff of the STB that the proposed voting trust submitted by G&W to the STB would insulate G&W from unauthorized control of P&W between the effective time of the Merger and receipt of such STB approval.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are filed herewith:

**Exhibit**

**Description**

Exhibit 99.1 Press release, dated November 1, 2016 announcing the completion of the acquisition of Providence and Worcester Railroad Company.

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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.

Genesee & Wyoming Inc.

*November 1, 2016*

*By: /s/ Allison M. Fergus*

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*Name: Allison M. Fergus  
Title: General Counsel and Secretary*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press release, dated November 1, 2016 announcing the completion of the acquisition of Providence and Worcester Railroad Company. |