

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-05-16** | Period of Report: **2013-05-15**
SEC Accession No. [0001341004-13-000561](#)

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FILER

NORFOLK SOUTHERN CORP

CIK: **702165** | IRS No.: **521188014** | State of Incorpor.: **VA** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-08339** | Film No.: **13849579**
SIC: **4011** Railroads, line-haul operating

Mailing Address
*THREE COMMERCIAL PL
NORFOLK VA 23510-2191*

Business Address
*THREE COMMERCIAL PL
NORFOLK VA 23510-2191
7576292680*

**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):
May 16, 2013 (May 15, 2013)

NORFOLK SOUTHERN CORPORATION
(Exact Name of Registrant as Specified in its Charter)

| | | |
|--|--|---|
| Virginia (State or Other Jurisdiction of Incorporation) | 1-8339 (Commission File Number) | 52-1188014 (I.R.S. Employer Identification No.) |
| 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))

Item 8.01. Other Events

On May 16, 2013, the Registrant issued a press release announcing that it has extended its offer to the holders of the \$600,000,000 aggregate principal amount of its 2.903% Notes due 2023, to exchange such notes for like principal amounts of notes having identical terms other than that such new notes have been registered under the Securities Act of 1933, as amended. The exchange offer, which had been scheduled to expire on May 15, 2013 at 5:00 p.m., New York City time, will now expire at 5:00 p.m., New York City time, on Wednesday, May 22, 2013, unless further extended by the Registrant. The press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibit is filed as part of this Current Report on Form 8-K:

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|-----------------------------------|
| 99.1 | Press release dated May 16, 2013. |

SIGNATURE

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.

NORFOLK SOUTHERN CORPORATION
(Registrant)

By: /s/ Howard D. McFadden
Name: Howard D. McFadden
Title: Corporate Secretary

Date: May 16, 2013

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|-----------------------------------|
| 99.1 | Press release dated May 16, 2013. |



Norfolk Southern Corporation, Three Commercial Place, Norfolk, Va. 23510-2191

FOR IMMEDIATE RELEASE
May 16, 2013

NORFOLK SOUTHERN EXTENDS REGISTERED EXCHANGE OFFER

NORFOLK, VA. – Norfolk Southern Corporation announced that it has extended the expiration date of its offer to exchange up to \$600,000,000 aggregate principal amount of its 2.903% Notes due 2023 registered under the Securities Act of 1933, as amended, for an equal amount of its privately placed 2.903% Notes due 2023 (the "Original Notes"). The exchange offer, which was scheduled to expire at 5:00 p.m., New York City time, on May 15, 2013, will now expire at 5:00 p.m., New York City time, on May 22, 2013, unless further extended, to allow holders of the outstanding Original Notes additional time to tender in the exchange offer.

Except for the extension of the expiration date, the terms of the exchange offer remain as set forth in the prospectus, dated April 15, 2013. As of 5:00 p.m., New York City time, on May 15, 2013, \$596 million in aggregate principal amount of the Original Notes had been tendered in the exchange offer. This amount represents approximately 99.3% of the outstanding Original Notes.

Copies of the prospectus can be obtained from U.S. Bank Trust National Association, which is serving as exchange agent for the exchange offer. Contact information for U.S. Bank Trust National Association is as follows:

U.S. Bank Trust National Association
Attn: Corporate Trust Services
EP-MN-WS-2N
60 Livingston Avenue
St. Paul, MN 55107
Telephone: 1-800-934-6802
Facsimile transmission: 1-651-495-8158

-- MORE --

Operating Subsidiary: Norfolk Southern Railway Company

World Wide Web Site: www.nscorp.com



Norfolk Southern Corporation, Three Commercial Place, Norfolk, Va. 23510-2191

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This press release shall not constitute an offer to purchase or the solicitation of an offer to buy any securities. The exchange offer is being made solely pursuant to the prospectus, dated April 15, 2013, including any supplements thereto and only in such jurisdictions as is permitted under applicable law.

Norfolk Southern Corporation (NYSE: NSC) is one of the nation's premier transportation companies. Its Norfolk Southern Railway subsidiary operates approximately 20,000 route miles in 22 states and the District of Columbia, serves every major container port in the eastern United States, and provides efficient connections to other rail carriers. Norfolk Southern operates the most extensive intermodal network in the East and is a major transporter of coal and industrial products.

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Norfolk Southern contacts:

(Media) Frank Brown, 757-629-2710 (fsbrown@nscorp.com)

(Investors) Michael Hostutler, 757-629-2861 (michael.hostutler@nscorp.com)