

CANADIAN NATIONAL RAILWAY CO

Form 6-K

April 26, 2017

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FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Issuer

**Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934**

For the month of April 2017

Commission File Number: 001-02413

Canadian National Railway Company

(Translation of registrant's name into English)

935 de la Gauchetiere Street West

**Montreal, Quebec
Canada H3B 2M9**

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes

No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes

No

Indicate by check mark whether by furnishing the information contained in this Form, the Registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes

No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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Canadian National Railway Company

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Item

1. Report of Vote Results

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Item 1

Corporate Services

Sean Finn

Executive Vice-President Corporate Services
and Chief Legal Officer

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Services corporatifs

Vice-président exécutif Services corporatifs
et chef de la direction des Affaires juridiques

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VIA SEDAR

April 25, 2017

To: **Autorité des marchés financiers**

Alberta Securities Commission

British Columbia Securities Commission

Manitoba Securities Commission

New Brunswick Securities Commission

Superintendent of Securities Office, Newfoundland & Labrador

Department of Justice, Northwest Territories

Nova Scotia Securities Commission

Ontario Securities Commission

Superintendent of Securities Office, Prince Edward Island

Saskatchewan Financial Services Commission

Yukon Securities Office

Department of Justice, Nunavut

RE: Canadian National Railway Company
Report of Voting Results pursuant to section 11.3 of National Instrument 51-102 - *Continuous Disclosure Obligations*
(NI 51-102)

Following the Annual Meeting of Shareholders of Canadian National Railway Company (the **Company**) held on Tuesday, April 25, 2017, at 9:00 a.m., (Central Standard Time) in The Hotel Saskatchewan, Regency Ballroom, 2125 Victoria Avenue, Regina, Saskatchewan, Canada (the **Meeting**), and in accordance with section 11.3 of NI 51-102 *Continuous Disclosure Obligations*, we hereby advise you of the following voting results obtained at the Meeting.

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1. Election of Directors

A ballot was conducted with respect to the election of directors. The 13 director nominees proposed by management were elected as directors. According to proxies received and ballots cast, each of the following 13 individuals were elected as directors of the Company until the next annual shareholder meeting or until such person's successor is elected or appointed, with the following results:

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| NAME OF NOMINEE | VOTES FOR | | VOTES WITHHELD | |
|----------------------------|-------------|-------|----------------|------|
| | | % | | % |
| Shauneen Bruder | 529,111,130 | 99.87 | 704,964 | 0.13 |
| Donald J. Carty | 524,329,111 | 98.96 | 5,486,983 | 1.04 |
| Amb. Gordon D. Giffin | 517,940,878 | 97.76 | 11,875,216 | 2.24 |
| Julie Godin | 529,024,233 | 99.85 | 791,861 | 0.15 |
| Edith E. Holiday | 516,126,753 | 97.42 | 13,689,341 | 2.58 |
| Luc Jobin | 527,698,116 | 99.60 | 2,117,978 | 0.40 |
| V. Maureen Kempston Darkes | 514,678,191 | 97.14 | 15,137,903 | 2.86 |
| The Hon. Denis Losier | 521,382,053 | 98.41 | 8,434,041 | 1.59 |
| The Hon. Kevin G. Lynch | 528,829,987 | 99.81 | 986,107 | 0.19 |
| James E. O Connor | 526,447,258 | 99.36 | 3,368,836 | 0.64 |
| Robert Pace | 522,594,343 | 98.64 | 7,218,957 | 1.36 |
| Robert L. Phillips | 520,111,109 | 98.17 | 9,704,985 | 1.83 |
| Laura Stein | 526,397,093 | 99.35 | 3,419,001 | 0.65 |

2. Appointment of Auditors

KPMG LLP was appointed as the Company's auditors until the next annual meeting of shareholders, by a majority of the shareholders on a show of hands. The percentage of common shares with proxies received FOR the appointment of the auditors was 98.49% of the common shares represented as follows:

Votes For 540,865,138 (98.49%)

Votes Withheld 8,283,452 (1.51%)

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3. Non-binding Advisory Resolution on Executive Compensation

A ballot was conducted with respect to the non-binding advisory vote on the Company's approach to Executive compensation. The percentage of common shares voted FOR was 97.98% of the common shares represented at the Meeting as follows:

Votes For 519,126,929 (97.98%)

Votes Against 10,688,267 (2.02%)

Yours truly,

/s/ Sean Finn
Executive Vice-President
Corporate Services and Chief Legal Officer

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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, thereunto duly authorized.

Canadian National Railway Company

Date: April 25, 2017

| | | |
|-----|-----------------------|--|
| By: | /s/ Cristina Circelli | |
| | Name: | Cristina Circelli |
| | Title: | Deputy Corporate Secretary and General Counsel |