

NORFOLK SOUTHERN CORP  
Form 8-K  
June 09, 2014

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

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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):

June 9, 2014 (June 4, 2014)

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NORFOLK SOUTHERN CORPORATION

(Exact name of registrant as specified in its charter)

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Virginia  
(State or Other Jurisdiction  
of Incorporation)

1-8339  
(Commission File  
Number)

52-1188014  
(IRS Employer  
Identification Number)

Three Commercial Place  
Norfolk, Virginia  
23510-9241  
(Address of principal executive  
offices)

(757) 629-2680  
(Registrant's telephone number, including area  
code)

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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 1.02. Termination of a Material Definitive Agreement

On June 4, 2014, the Commercial Paper Dealer Agreement dated as of January 23, 2008, between the Registrant and J.P. Morgan Securities Inc. (“JPMS”) was terminated at the election of the Registrant upon reassessment of its liquidity needs. See Exhibit (tt) to the Registrant’s Annual Report on Form 10-K filed on February 14, 2014 (the “2013 10-K”). Similarly, on June 5, 2014, the Commercial Paper Dealer Agreement dated as of January 23, 2008, between the Registrant and Goldman, Sachs & Co. (“GS”) was terminated at the election of the Registrant. See Exhibit (uu) to the 2013 10-K.

With respect to JPMS and GS, the Registrant has or may have had customary banking relationships based on the provision of a variety of financial services, none of which are or were material individually or in the aggregate with respect to any individual party.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SIGNATURES

NORFOLK SOUTHERN CORPORATION

(Registrant)

/s/ Denise W. Hutson\_\_\_\_\_

Name: Denise W. Hutson

Title: Corporate Secretary

Date: June 9, 2014

