

NORFOLK SOUTHERN CORP  
Form 8-K  
September 22, 2015

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):  
September 22, 2015 (September 22, 2015)

---

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  
(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)

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Bylaw Amendments

On September 22, 2015, the Board of Directors amended the Bylaws of Norfolk Southern Corporation, effective immediately, to require that certain Virginia courts be the exclusive jurisdiction for adjudication of internal disputes.

Also on September 22, 2015, the Board of Directors amended the Bylaws of the Corporation, effective December 31, 2015, to reduce the number of directors from 13 to 12, due to C. W. Moorman's resignation from the Board.

The amended Bylaws are attached hereto as Exhibit 3(ii).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed as part of this Current Report on Form 8-K:

Exhibit Number	Description
3(ii)	The Bylaws of Norfolk Southern Corporation, as amended September 22, 2015.

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/ William A. Galanko  
Name: William A. Galanko  
Title: Vice President, Law

Date: September 22, 2015

EXHIBIT INDEX

Exhibit Number	Description
3(ii)	The Bylaws of Norfolk Southern Corporation, as amended September 22, 2015