

CANADIAN NATIONAL RAILWAY CO
Form S-8 POS
June 15, 2015

As filed with the Securities and Exchange Commission on June 15, 2015

Registration No. 333-71270

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-59337

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT NO. 333-71270

**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

CANADIAN NATIONAL RAILWAY COMPANY

(Exact Name of Registrant as specified in its charter)

CANADA
(State or other jurisdiction of
incorporation or organization)

98-0018609
(I.R.S. Employer
Identification No.)

935 de La Gauchetiere Street West, Montreal, Quebec,

Canada H3B 2M9

(Address including zip code of Principal Executive Offices)

**Option Adjustment
Program**

**Canadian
National/Wisconsin
Central Option
Adjustment
Program**
(Full title of the plans)

Sean Finn

Executive Vice-President Corporate Services and Chief Legal Officer

Canadian National Railway Company

935 de La Gauchetiere Street West

Montreal, Quebec,

Canada H3B 2M9

(514) 399-7091

(Name, address and telephone number, including area code, of agent for service)

with a copy to:

Michael T. Novak

General Counsel - US

Illinois Central Railroad Company

17641 South Ashland Avenue

Homewood, IL 60430

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated

filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment relates to the following Registration Statements of Canadian National Railway Company (the “**Registrant**”) on Form S-8 (the “**Registration Statements**”):

Registration Statement No. 333-59337, filed with the Securities and Exchange Commission (the “**Commission**”) on July 17, 1998, registering the offering and sale of common shares of the Registrant (“**Common Shares**”) under the Option Adjustment Program; and

Registration Statement No. 333-71270, filed with the Commission on October 9, 2001, registering the offering and sale of Common Shares under the Canadian National/Wisconsin Central Option Adjustment Program (collectively, the “**Plans**”).

The Plans are no longer in force and no awards remain outstanding under each Plan. Accordingly, the Registrant is filing this Post-Effective Amendment pursuant to Rule 478 under the Securities Act of 1933, as amended, to hereby terminate the effectiveness of the Registration Statements. The Registrant hereby removes from registration any Common Shares registered under the Registration Statements that have not previously been sold under the applicable Plan as of the date hereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in Montreal, Quebec, Canada, on June 15, 2015.

Canadian National Railway Company
By: /s/ Sean Finn
Name: Sean Finn
Executive Vice-President Corporate
Title:
Services and Chief Legal Officer

Note: Pursuant to Rule 478 of the Securities Act of 1933, as amended, no other person is required to sign this Post-Effective Amendment to the Registration Statements.