

CSX CORP  
Form 8-K  
May 22, 2018

**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 18, 2018**

**CSX CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Virginia**  
**(State or other jurisdiction**

**of incorporation)**

**500 Water Street, 15<sup>th</sup> Floor, Jacksonville, Florida**

**1-08022**  
**(Commission**

**File Number)**

**62-1051971**  
**(I.R.S. Employer**

**Identification No.)**

**32202**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (904) 359-3200**

**(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

CSX held its Annual Meeting on Friday, May 18, 2018. The final voting results for each matter submitted to a shareholder vote at the Annual Meeting are set forth below.

*Item 1:* The following thirteen persons were elected to the CSX Board of Directors:

|                      | For         | Against    | Abstain   | Broker Non-Votes | Total       |
|----------------------|-------------|------------|-----------|------------------|-------------|
| Donna M. Alvarado    | 635,442,838 | 25,399,887 | 1,453,753 | 111,043,376      | 773,339,854 |
| John B. Breaux       | 635,723,578 | 24,995,877 | 1,577,023 | 111,043,376      | 773,339,854 |
| Pamela L. Carter     | 644,492,059 | 16,344,815 | 1,459,604 | 111,043,376      | 773,339,854 |
| James M. Foote       | 647,193,787 | 13,624,647 | 1,478,044 | 111,043,376      | 773,339,854 |
| Steven T. Halverson  | 637,333,328 | 23,449,417 | 1,513,733 | 111,043,376      | 773,339,854 |
| Paul C. Hilal        | 642,442,520 | 18,293,459 | 1,560,499 | 111,043,376      | 773,339,854 |
| Edward J. Kelly, III | 631,790,519 | 28,669,152 | 1,836,807 | 111,043,376      | 773,339,854 |
| John D. McPherson    | 648,163,188 | 12,624,259 | 1,509,031 | 111,043,376      | 773,339,854 |
| David M. Moffett     | 640,438,710 | 20,348,906 | 1,508,862 | 111,043,376      | 773,339,854 |
| Dennis H. Reilley    | 641,115,879 | 19,626,589 | 1,554,010 | 111,043,376      | 773,339,854 |
| Linda H. Riefler     | 638,723,768 | 22,075,961 | 1,496,749 | 111,043,376      | 773,339,854 |
| J. Steven Whisler    | 643,522,829 | 17,250,624 | 1,523,025 | 111,043,376      | 773,339,854 |
| John J. Zillmer      | 637,280,796 | 23,419,976 | 1,595,706 | 111,043,376      | 773,339,854 |

*Item 2:* Shareholders ratified the appointment of Ernst & Young LLP as CSX's independent registered public accounting firm for 2018, by the votes set forth in the table below:

| For         | Against    | Abstain   | Total       |
|-------------|------------|-----------|-------------|
| 756,886,399 | 14,368,825 | 2,084,630 | 773,339,854 |

*Item 3:* Shareholders approved, on an advisory (non-binding) basis, the compensation of CSX's named executive officers, by the votes set forth in the table below:

| For         | Against     | Abstain   | Broker Non-Votes | Total       |
|-------------|-------------|-----------|------------------|-------------|
| 515,428,163 | 143,427,451 | 3,440,864 | 111,043,376      | 773,339,854 |

*Item 4:* Shareholders approved the 2018 CSX Employee Stock Purchase Plan, by the votes set forth in the table below:

| For         | Against   | Abstain   | Broker Non-Votes | Total       |
|-------------|-----------|-----------|------------------|-------------|
| 651,844,114 | 8,413,312 | 2,039,052 | 111,043,376      | 773,339,854 |

No other matters were submitted for shareholder action.

**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 hereunto duly authorized.

**CSX CORPORATION**

By: /s/ Nathan D. Goldman  
Name: Nathan D. Goldman  
Title: Executive Vice President Chief Legal  
Officer & Corporate Secretary

DATE: May 22, 2018