

CSX CORP  
Form 8-K  
February 28, 2012

**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): February 23, 2012

**CSX CORPORATION**

(Exact name of registrant as specified in its charter)

Virginia  
(State or Other Jurisdiction  
of Incorporation)

1-08022  
(Commission  
File Number)

62-1051971  
(IRS Employer  
Identification No.)

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

**(Address of principal executive offices)**

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

**32202**

**(Zip Code)**

**(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 1.01. Entry into a Material Definitive Agreement**

On February 23, 2012, CSX Corporation (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC and UBS Securities LLC, as representatives of the Underwriters named therein (the Underwriters), for the public offering of \$300,000,000 aggregate principal amount of the Company's 4.40% Notes due 2043 (the Notes). The Notes were issued pursuant to an indenture, dated as of August 1, 1990, between the Company and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.), successor to JPMorgan Chase Bank, N.A. (formerly known as The Chase Manhattan Bank), as trustee, as supplemented by a First Supplemental Indenture dated as of June 15, 1991, a Second Supplemental Indenture dated as of May 6, 1997, a Third Supplemental Indenture dated as of April 22, 1998, a Fourth Supplemental Indenture dated as of October 30, 2001, a Fifth Supplemental Indenture dated as of October 27, 2003, a Sixth Supplemental Indenture dated as of September 23, 2004, a Seventh Supplemental Indenture dated as of April 25, 2007 and an Eighth Supplemental Indenture dated as of March 24, 2010 (collectively, the Indenture), and an Action of Authorized Pricing Officers dated as of February 23, 2012. The Notes have been registered under the Securities Act of 1933, as amended (the Act), by a Registration Statement on Form S-3ASR (Registration No. 333-164978) which became effective February 19, 2010. On February 24, 2012, the Company filed with the Securities and Exchange Commission, pursuant to Rule 424(b)(2) under the Act, its Prospectus, dated February 19, 2010, and Prospectus Supplement, dated February 23, 2012, pertaining to the offering and sale of the Notes.

The form of the Notes is filed as Exhibit 4.2 to this Report, and is incorporated by reference in this Report.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

See Item 1.01.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits required to be filed by Item 601 of Regulation S-K.

The following exhibits are filed as a part of this Report.

| Exhibit No. | Description   |
|-------------|---|
| 1.1         | Underwriting Agreement, dated February 23, 2012, among CSX Corporation and J.P. Morgan Securities LLC and UBS Securities LLC, as representatives of the underwriters named therein. |
| 4.1         | Action of Authorized Pricing Officers of CSX Corporation dated February 23, 2012.   |
| 4.2         | Form of Notes.  |
| 5.1.1       | Opinion of Davis Polk & Wardwell LLP.   |
| 5.1.2       | Opinion of Ellen M. Fitzsimmons, Senior Vice President Law & Public Affairs and Corporate Secretary of CSX Corporation.   |
| 12.1        | Computation of Ratio of Earnings to Fixed Charges.  |
| 23.1.1      | Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1.1).   |
| 23.1.2      | Consent of Ellen M. Fitzsimmons, Senior Vice President Law & Public Affairs and Corporate Secretary of CSX Corporation (included in Exhibit 5.1.2).                                 |

**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.

CSX CORPORATION

Date: February 28, 2012

By: /s/ David A. Boor  
Name: David A. Boor  
Title: Vice President Tax and Treasurer