

CSX CORP
Form 8-K
May 16, 2016

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 11, 2016

CSX CORPORATION

(Exact name of registrant as specified in its charter)

Virginia

**(State or other jurisdiction of
incorporation or organization)**

1-08022
(Commission

62-1051971
(I.R.S. Employer

File No.)

Identification No.)

500 Water Street, 15th Floor, Jacksonville, FL 32202

(Address of principal executive offices) (Zip Code)

Registrant s telephone number, including area code:

(904) 359-3200

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(e) under the Exchange Act (17 CFR 240.13e-4(c))

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

CSX Corporation (CSX) held its Annual Meeting of Shareholders (the Annual Meeting) on Wednesday, May 11, 2016. The final voting results for each matter submitted to a shareholder vote at the Annual Meeting are set forth below.

Item 1: The following twelve persons were elected to the CSX Board of Directors by the votes set forth in the table below:

| | For | Against | Abstain | Broker Non-Votes | Total |
|----------------------|-------------|------------|-----------|------------------|-------------|
| Donna M. Alvarado | 676,330,098 | 7,013,745 | 2,968,200 | 134,654,171 | 820,966,214 |
| John B. Breaux | 669,550,022 | 13,182,560 | 3,579,461 | 134,654,171 | 820,966,214 |
| Pamela L. Carter | 675,546,479 | 7,166,907 | 3,598,657 | 134,654,171 | 820,966,214 |
| Steven T. Halverson | 676,101,534 | 6,483,733 | 3,726,776 | 134,654,171 | 820,966,214 |
| Edward J. Kelly, III | 663,084,764 | 19,910,295 | 3,316,984 | 134,654,171 | 820,966,214 |
| John D. McPherson | 675,818,208 | 7,069,930 | 3,423,905 | 134,654,171 | 820,966,214 |
| David M. Moffett | 674,671,970 | 8,102,475 | 3,537,598 | 134,654,171 | 820,966,214 |
| Timothy T. O Toole | 674,562,444 | 8,506,583 | 3,243,016 | 134,654,171 | 820,966,214 |
| David M. Ratcliffe | 672,945,919 | 9,916,461 | 3,449,663 | 134,654,171 | 820,966,214 |
| Donald J. Shepard | 668,600,201 | 14,127,791 | 3,584,051 | 134,654,171 | 820,966,214 |
| Michael J. Ward | 651,193,775 | 28,501,358 | 6,616,910 | 134,654,171 | 820,966,214 |
| J. Steven Whisler | 676,580,288 | 6,182,070 | 3,549,685 | 134,654,171 | 820,966,214 |

Item 2: Shareholders ratified the appointment of Ernst & Young LLP as CSX s independent registered public accounting firm for 2016, by the votes set forth in the table below:

| For | Against | Abstain | Total |
|-------------|------------|-----------|-------------|
| 806,746,332 | 11,437,874 | 2,782,008 | 820,966,214 |

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 |
|-------------|------------|-----------|------------------|-------------|
| 651,643,591 | 28,363,537 | 6,304,915 | 134,654,171 | 820,966,214 |

No other matters were submitted for shareholder action.

Signature

Pursuant to the requirements of the Securities and 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/ Ellen M. Fitzsimmons
Ellen M. Fitzsimmons

Executive Vice President, Law and Public
Affairs, General Counsel and Corporate
Secretary

Date: May 16, 2016