
**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): October 3, 2018

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
(I.R.S. Employer
Identification No.)

500 Water Street, 15th Floor, Jacksonville, Florida
(Address of principal executive offices)

32202
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 3, 2018, Edward J. Kelly, III notified the Board of Directors (the “Board”) of CSX Corporation (the “Company”) of his intention to retire as Chairman of the Board in January 2019, effective following the release of the Company’s earnings for the fourth quarter of 2018. There are no disagreements between Mr. Kelly and the Company relating to matters concerning the Company’s operations, policies or practices.

On October 5, 2018, the Board elected current director John J. Zillmer as Chairman of the Board, effective upon Mr. Kelly’s retirement.

Item 7.01. Regulation FD Disclosure.

On October 5, 2018, the Company issued a press release regarding the retirement of Mr. Kelly as Chairman of the Board and appointment of Mr. Zillmer following Mr. Kelly’s retirement. A copy of the press release is furnished as Exhibit 99.1 and incorporated in Item 7.01 to this Current Report on Form 8-K in its entirety by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in Item 7.01 of this Current Report on Form 8-K shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01. Exhibits.

99.1 [Press Release, dated October 5, 2018.](#)

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: October 9, 2018

Contacts:

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FOR IMMEDIATE RELEASE

CSX Corporation Announces Board Changes

JACKSONVILLE, Fla. – October 5, 2018 CSX Transportation (NASDAQ: CSX) today announced that Edward J. Kelly, III has advised CSX’s Board of Directors that he will retire from the Board in January 2019, following the release of CSX’s fourth quarter earnings. Mr. Kelly has served on the Board for more than 16 years, including ten years as either Presiding Director or Chairman. The Board has elected John J. Zillmer as Chairman, effective upon Mr. Kelly’s retirement.

James M. Foote, President and Chief Executive Officer, said “on behalf of the Board and all CSX employees, I would like to thank Ned for his extraordinary leadership, dedication and contributions to CSX. His stalwart service to CSX has guided us with exceptional skill through many turbulent moments.”

Paul C. Hilal, Vice Chairman of the Board, said “Particularly over these past two unprecedented years, Ned’s leadership has been principled, judicious, and no less than extraordinarily consequential. We are indebted for his stepping up to extend his service through this critical period, and will miss him.”

Mr. Kelly said, “It has been an honor and privilege to be a part of the CSX board of directors and have the opportunity to serve this great company, its employees and stockholders. CSX has made great progress under the leadership of Jim and his management team, as they continue to pursue the vision and execute the plan established by the late Hunter Harrison.”

Mr. Kelly continued, “I am also delighted that the Board has elected John Zillmer to succeed me as Chairman. I have worked closely with John and have great respect for his experience and judgment.”

Mr. Zillmer said, “I appreciate the confidence the Board has placed in me and look forward to continuing to work with Jim and his team as they continue to drive performance at CSX.”

About CSX

CSX, based in Jacksonville, Florida, is a premier transportation company. It provides rail, intermodal and rail-to-truck transload services and solutions to customers across a broad array of markets, including energy, industrial, construction, agricultural, and consumer products. For nearly 190 years, CSX has played a critical role in the nation’s economic expansion and industrial development. Its network connects every major metropolitan area in the eastern United States, where nearly two-thirds of the nation’s population resides. It also links more than 240 short-line railroads and more than 70 ocean,

river and lake ports with major population centers and farming towns alike. More information about CSX Corporation and its subsidiaries is available at www.csx.com. Like us on Facebook (<http://facebook.com/OfficialCSX>) and follow us on Twitter (<http://twitter.com/CSX>).

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