

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM S-8

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

CSX CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Virginia
(State or Other Jurisdiction of
Incorporation or Organization)

62-1051971
(I.R.S. Employer
Identification No.)

500 Water Street, 15th Floor, Jacksonville, Florida
(Address of Principal Executive Offices)

32202
(Zip Code)

**Tax Savings Thrift Plan for Employees of CSX
Corporation and Affiliated Companies**
(Full Title of the Plan)

Ellen M. Fitzsimmons, Esq.
Executive Vice President – Law and Public Affairs,
General Counsel and Corporate Secretary
CSX Corporation
500 Water Street, 15th Floor
Jacksonville, Florida 32202
(Name and Address of Agent for Service)

904-359-3200
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:
Richard D. Truesdell, Jr., Esq.
Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, NY 10017
(212) 450-4000

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

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

<u>Title of Securities to be Registered</u>	<u>Amount to be Registered(1)(2)(3)</u>	<u>Proposed Maximum Offering Price Per Share</u>	<u>Proposed Maximum Aggregate Offering Price</u>	<u>Amount of Registration Fee</u>
Common Stock, \$1.00 par value per share	15,000,000 shares	\$26.27(4)	\$394,050,000 (4)	\$50,753.64 (5)

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered and sold pursuant to the Tax Savings Thrift Plan for Employees of CSX Corporation and Affiliated Companies.
 - (2) The number of shares being registered represents shares of the Registrant's common stock, par value \$1.00 ("Common Stock"), that may be offered or sold under the Tax Savings Thrift Plan for Employees of CSX Corporation and Affiliated Companies.
 - (3) Pursuant to Rule 416(b), the registration statement shall be deemed to cover additional shares resulting from the split of, or a stock dividend on, the registered shares.
 - (4) Estimated pursuant to Rule 457(c) and (h) solely for the purposes of calculating the amount of the registration fee. The fee with respect to the shares registered herein was based on the average of the high and low price per share of the Common Stock on February 4, 2014, as reported in the consolidated reporting system of the New York Stock Exchange.
 - (5) Rounded up to the nearest penny.
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GENERAL INSTRUCTION E
EXPLANATORY NOTE-REGISTRATION OF ADDITIONAL SHARES

This Registration Statement on Form S-8 is being filed by CSX Corporation (“CSX”) to register 15,000,000 shares of Common Stock that may be offered or sold pursuant to the Tax Savings Thrift Plan for Employees of CSX Corporation and Affiliated Companies (the “Plan”), together with an indeterminate amount of interests in the Plan. The shares being registered pursuant to this Registration Statement are additional securities of the same class as the securities for which Registration Statements on Form S-8 were filed with the Securities and Exchange Commission (the “Commission”) on July 15, 1991 (File No. 033-41735) and July 17, 2009 (File No. 333-160650) are effective. Pursuant to General Instruction E of Form S-8, the contents of such Registration Statements (File Nos. 033-41735 and 333-160650) and any post-effective amendments thereto are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed with the Commission are hereby incorporated by reference in this Registration Statement:

- a) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 28, 2012;
- b) The Annual Report on Form 11-K for the fiscal year ended December 31, 2012 for the Tax Savings Thrift Plan for Employees of CSX Corporation and Affiliated Companies;
- c) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended March 29, 2013, June 28, 2013 and September 27, 2013;
- d) The Registrant’s Current Reports on Form 8-K filed on May 13, 2013, July 11, 2013 and October 22, 2013;
- e) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of the fiscal year covered by the Registrant’s Annual Report on Form 10-K referred to in clause (a) above; and
- f) The description of the Registrant’s common stock contained in the Company’s Registration Statement on Form 8-B (File No. 1-8022) filed on September 25, 1980 under Section 12 of the Exchange Act.

In addition, all documents subsequently filed by the Registrant and the Plan with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that either indicates that all securities offered hereby have been sold or deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 6. Indemnification of Directors and Officers.

Article 10 of the Virginia Stock Corporation Act (“VSCA”) allows, in general, for indemnification, in certain circumstances, by a corporation of any person threatened with or made a party to any action, suit or proceeding by reason of the fact that he or she is, or was, a director or officer of such corporation or, while a director or officer, is or was serving at such corporation’s request as a director, officer, manager, partner, trustee, employee or agent of

another entity, if such person acted in good faith and believed his or her conduct to be in the best interests of such corporation. Indemnification is also authorized with respect to a criminal action or proceeding where the person had no reasonable cause to believe that his or her conduct was unlawful. Article 10 of the VSCA also provides that a corporation may make any other or further indemnity (including indemnity with respect to a proceeding by or in the right of the corporation) if authorized by its articles of incorporation or a shareholder-adopted bylaw, except an indemnity against willful misconduct or a knowing violation of the criminal law. Article 9 of the VSCA provides limitations on damages payable by officers and directors, except in cases of willful misconduct or knowing violation of criminal law or any federal or state securities law.

Article VII of CSX's Amended and Restated Articles of Incorporation provides for mandatory indemnification of any director or officer of CSX who is, was or is threatened to be made a party to any proceeding (including any proceeding by or on behalf of CSX) by reason of the fact that he or she is or was a director or officer of CSX against all liabilities and reasonable expenses incurred in the proceeding, except such liabilities and expenses as are incurred because of such director's or officer's willful misconduct or knowing violation of the criminal law.

CSX's Amended and Restated Articles of Incorporation also provide that in every instance permitted under the VSCA in effect from time to time, the liability of a director or officer of CSX to CSX or CSX's shareholders arising out of a single transaction, occurrence or course of conduct will be limited to one dollar.

CSX maintains a standard policy of officers' and directors' liability insurance.

Item 8. Exhibits.

The exhibits to this Registration Statement are described in the Exhibit Index below.

Item 9. Undertakings.

(a) The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that:

Paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of its annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and each filing of the Plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

INDEX TO EXHIBITS

- 4.1 Amended and Restated Articles of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on December 14, 2004)
- 4.1(a) Articles of Amendment to CSX Corporation's Amended and Restated Articles of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on July 18, 2006)
- 4.1 (b) Articles of Amendment to CSX Corporation's Amended and Restated Articles of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 4, 2011)
- 4.2 Bylaws of the Registrant, amended effective as of July 10, 2013 (incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Commission on July 11, 2013)
- 5.1 Internal Revenue Service Determination Letter dated May 1, 2013 (filed herewith)
- 23.1 Consent of Ernst & Young LLP, independent registered public accounting firm (filed herewith)
- 24.1 Powers of Attorney (filed herewith)
- 99.1 Tax Savings and Thrift Plan for Employees of CSX Corporation and Affiliated Companies (Incorporated by reference to Exhibit 28 to the Registrant's Registration Statement on Form S-8 filed on July 15, 1991 (File No. 33-41735))



INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: MAY 01, 2013

CSX CORPORATION
C/O HUNTON & WILLIAMS LLP
MARK S DRAY
951 E BYRD ST
RICHMOND, VA 23219-4074

Employer Identification Number:
62-1051971
DLN:
17007038203022
Person to contact:
JON H STAGGS ID# 31208
Contact Telephone Number:
(513) 263-3620
Plan Name:
TAX SAVINGS THRIFT PL FOR
EES OF CSX CORPORATION AND
AFFILIATED COS
Plan Number: 003

Dear Applicant:

We have made a favorable determination on the plan identified above based on the information you have supplied. Please keep this letter, the application forms submitted to request this letter and all correspondence with the Internal Revenue Service regarding your application for a determination letter in your permanent records. You must retain this information to preserve your reliance on this letter.

Continued qualification of the plan under its present form will depend on its effect in operation. See section 1.401-1(b)(3) of the Income Tax Regulations. We will review the status of the plan in operation periodically.

The enclosed Publication 794 explains the significance and the scope of this favorable determination letter based on the determination requests selected on your application forms. Publication 794 describes the information that must be retained to have reliance on this favorable determination letter. The publication also provides examples of the effect of a plan's operation on its qualified status and discusses the reporting requirements for qualified plans. Please read Publication 794.

This letter relates only to the status of your plan under the Internal Revenue Code. It is not a determination regarding the effect of other federal or local statutes.

This determination letter gives no reliance for any qualification change that becomes effective, any guidance published, or any statutes enacted, after the issuance of the Cumulative List (unless the item has been identified in the Cumulative List) for the cycle under which this application was submitted.

This determination letter is applicable for the amendment(s) executed on 12/07/12 & 01/23/12.

CSX CORPORATION

This determination letter is also applicable for the amendment(s) dated on 12/16/11 & 04/07/10.

This determination is subject to your adoption of the proposed amendments submitted in your letter dated 03/29/13. The proposed amendments should be adopted on or before the date prescribed by the regulations under Code section 401(b).

This plan satisfies the requirements of Code section 4975(e)(7).

This letter supersedes our letter dated on or about April 19, 2013.

This letter may not be relied on after the end of the plan's first five-year remedial amendment cycle that ends more than 12 months after the application was received. This letter expires on January 31, 2017. This letter considered the 2010 Cumulative List of Changes in Plan Qualification Requirements.

The information on the enclosed addendum is an integral part of this determination. Please be sure to read and keep it with this letter.

We have sent a copy of this letter to your representative as indicated in the Form 2848 Power of Attorney or appointee as indicated by the Form 8821 Tax Information Authorization.

If you have questions concerning this matter, please contact the person whose name and telephone number are shown above.

Sincerely

/s/ Andrew E. Zuckerman

Andrew E. Zuckerman
Director, EP Rulings & Agreements

Enclosures:
Publication 794
Addendum

CSX CORPORATION

This determination also applies to the amendment(s) adopted on 12/15/09, 12/08/08, & 03/07/08.



Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Tax Savings Thrift Plan for Employees of CSX Corporation and Affiliated Companies of CSX Corporation of our reports (a) dated February 19, 2013, with respect to the consolidated financial statements of CSX Corporation, and the effectiveness of internal control over financial reporting of CSX Corporation, included in its Annual Report (Form 10-K) for the year ended December 28, 2012, and (b) dated June 14, 2013, with respect to the financial statements and supplemental schedule of the Tax Savings Thrift Plan for Employees of CSX Corporation and Affiliated Companies, included in the Plan's Annual Report (Form 11-K) for the year ended December 31, 2012, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Certified Public Accountants

Jacksonville, Florida
February 5, 2014



POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned directors and officers (each, a “Signatory”) of CSX Corporation, a corporation organized under Virginia law (the “Company”), hereby constitutes and appoints Ellen M. Fitzsimmons, Nathan D. Goldman and Mark D. Austin (each, an “Agent”, and collectively, “Agents”) or any of them, his or her true and lawful attorney-in-fact and agent for and in his or her name, place and stead, in any and all capacities, to sign any registration statement under the Securities Act of 1933, as amended, and any amendment to a previously filed registration statement, in each case relating to shares of the Corporation’s Common Stock that may be issued or sold pursuant to the Corporation’s stock plans identified on Annex A, and all amendments or supplements (including any post-effective amendments) thereto, and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act, with all exhibits and any and all documents required to be filed with respect thereto, relating to any such registration statement or amendment, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission. Each Signatory further grants to the Agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary, in the judgment of such Agent, to be done in connection with any such signing and filing, as full to all intents and purposes as he might or could do in person, and hereby ratifies and confirms all that said Agents, or any of them, may lawfully do or cause to be done by virtue hereof.

[The remainder of this page is left intentionally blank.]

This Power of Attorney may be executed simultaneously in one or more counterparts, each of which shall be deemed an original, but all of which constitute but one and the same.

<u>/s/ Fredrik J. Eliasson</u> Fredrik J. Eliasson Executive Vice President and Chief Financial Officer (Principal Financial Officer)	December 12, 2013
<u>/s/ Donna M. Alvarado</u> Donna M. Alvarado Director	December 11, 2013
<u>/s/ Pamela L. Carter</u> Pamela L. Carter Director	December 11, 2013
<u>/s/ J.C. Watts, Jr.</u> J.C. Watts, Jr. Director	December 11, 2013
<u>/s/ J. Steven Whisler</u> J. Steven Whisler Director	December 11, 2013
<u>/s/ Michael J. Ward</u> Michael J. Ward Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	July 15, 2009
<u>/s/ Carolyn T. Sizemore</u> Carolyn T. Sizemore Vice President and Controller (Principal Accounting Officer)	July 15, 2009
<u>/s/ John B. Breaux</u> John B. Breaux Director	July 15, 2009
<u>/s/ Steven T. Halverson</u> Steven T. Halverson Director	July 15, 2009
<u>/s/ Edward J. Kelly, III</u> Edward J. Kelly, III Director	July 15, 2009
<u>/s/ Gilbert H. Lamphere</u> Gilbert Lamphere Director	July 15, 2009
<u>/s/ John D. McPherson</u> John D. McPherson Director	July 15, 2009
<u>/s/ Timothy O'Toole</u> Timothy O'Toole Director	July 15, 2009
<u>/s/ David M. Ratcliffe</u> David M. Ratcliffe Director	July 15, 2009

/s/ Donald J. Shepard

Donald J. Shepard

Director

July 15, 2009

ANNEX A

LIST OF PLANS SUBJECT TO POWER OF ATTORNEY

CSX Corporation Capital Builder Plan

Deferred Compensation Program for Executives of CSX Corporation and Affiliated Companies

Tax Savings Thrift Plan for Employees of CSX Corporation and Affiliated Companies (CSXtra)

