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

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934**

CSX Corporation

(Exact name of registrant as specified in its charter)

Virginia
(State of incorporation
or organization)

62-1051971
(IRS employer
identification no.)

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

32202
(Zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered
Common Stock, \$1.00 par value per share

Name of each exchange on which
each class is to be registered
The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c) or (e), check the following box. ☒

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d) or (e), check the following box. ☐

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. ☐

Securities Act registration statement or Regulation A offering statement file number to which this form relates: N/A

Securities to be registered pursuant to Section 12(g) of the Act:

None
(Title of class)

EXPLANATORY NOTE

CSX Corporation (the “Company”) is filing this Form 8-A in connection with the transfer of the listing of its common stock, \$1.00 par value per share (“Common Stock”), from the New York Stock Exchange to the NASDAQ Global Select Market of The NASDAQ Stock Market LLC, effective as of the close of business Monday, December 21, 2015.

Item 1. Description of Registrant’s Securities to be Registered.

The description of the Common Stock set forth under the caption “Description of Capital Stock” contained in the Prospectus included in the Company’s Registration Statement on Form S-3 (Registration No. 333-186715), filed under the Securities Act of 1933, as amended, which became effective upon filing with the Securities and Exchange Commission on February 15, 2013, is incorporated herein by reference.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: December 21, 2015

CSX CORPORATION
(Registrant)

By: /s/ Ellen M. Fitzsimmons
Name: Ellen M. Fitzsimmons
Title: Executive Vice President, Law and Public Affairs, General Counsel and
Corporate Secretary