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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

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Filed by the Registrant                       Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**CSX Corporation**  
(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by Registration Statement number, or the Form or Schedule and the date of its filing.

(1) Amount previously paid:

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(2) Form, Schedule, or Registration Statement No.:

(3) Filing party:

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(4) Date filed:

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The proxy statement filed by CSX Corporation (the “Company”) with the Securities and Exchange Commission on April 20, 2017, related to the Company’s Annual Meeting of Shareholders (the “Annual Meeting”) to be held on June 5, 2017, is hereby supplemented as follows:

On May 24, 2017, Paul C. Hilal, a director of the Company and a nominee for election as a director at the Annual Meeting, resigned as a member of the Compensation Committee and the Governance Committee of the Board of Directors (the “Board”) of the Company. Mr. Hilal continues to be a member of the Finance Committee and the Executive Committee. Additionally, he continues to serve as Vice-Chairman of the Board.

Mr. Hilal will continue to stand for election as a director at the Annual Meeting.