

**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)

CSX Special Executive Equity Award Program

(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
Emerging Growth Company (Do not check if a smaller reporting 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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$1.00 par value per share	8,000,000 shares	\$49.79 (2)	\$398,320,000 (2)	\$49,590.84 (3)

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), the registration statement shall be deemed to cover additional shares resulting from the split of, or a stock dividend on, the registered shares.

(2) Estimated pursuant to Rule 457(h) under the Securities Act 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 price at which the issued options may be exercised.

(3) Rounded up to the nearest penny.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed by CSX Corporation (“CSX”) to register 8,000,000 shares of CSX Common Stock, par value \$1.00 per share (“Common Stock”) that may be issued pursuant to the CSX Special Executive Equity Award Program (the “Program”).

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act. These document(s) and the documents incorporated by reference herein pursuant to Item 3 of Part II hereof, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

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 30, 2016;
- b) The Registrant’s Current Reports on Form 8-K filed on January 17, 2017, February 10, 2017, February 13, 2017, February 15, 2017, February 21, 2017, February 22, 2017, February 27, 2017, March 7, 2017, April 3, 2017, April 19, 2017, May 1, 2017, May 5, 2017, May 19, 2017, May 24, 2017, June 8, 2017, June 16, 2017, July 11, 2017, July 18, 2017 and October 17, 2017;
- c) The Registrant’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2017, June 30, 2017 and September 30, 2017;
- d) 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 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Ellen M. Fitzsimmons, Executive Vice President-Law and Public Affairs, General Counsel and Corporate Secretary of CSX, whose legal opinion with respect to the shares of CSX Common Stock registered hereunder is filed as Exhibit 5.2 herewith, is an employee of CSX.

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 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 authorizes the elimination of liability of, and 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.

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 or was serving any other legal entity at the request 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 7. Exemption from Registration Claimed.

Not Applicable.

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 \(incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on December 14, 2004\)](#)
 - 4.2 [Articles of Amendment to CSX Corporation's Amended and Restated Articles of Incorporation of the Registrant \(incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on July 18, 2006\)](#)
 - 4.3 [Articles of Amendment to CSX Corporation's Amended and Restated Articles of Incorporation of the Registrant \(incorporated herein by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on May 4, 2011\)](#)
 - 4.4 [Bylaws of the Registrant, amended effective as of July 7, 2017 \(incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed with the Commission on July 11, 2017\)](#)
 - 5.1 [Opinion of Ellen M. Fitzsimmons, Senior Vice President of Law and Public Affairs, General Counsel and Corporate Secretary of the Corporation, as to the validity of the Common Stock offered hereunder \(filed herewith\)](#)
 - 23.1 [Consent of Ernst & Young LLP, independent registered public accounting firm \(filed herewith\)](#)
 - 23.2 [Consent of Ellen M. Fitzsimmons, Senior Vice President of Law and Public Affairs, General Counsel and Corporate Secretary of the Corporation \(included in Exhibit 5.1\)](#)
 - 24.1 [Powers of Attorney \(filed herewith\)](#)
 - 99.1 [CSX Special Executive Equity Award Program \(filed herewith\)](#)
 - 99.2 [Inducement Non-Qualified Stock Option Agreement Under the CSX Special Executive Equity Award Program \(incorporated herein by reference to Exhibit 10.9 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017\)](#)
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Director

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Dennis H. Reilley

Director

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Linda H. Riefler

Director

*

J. Steven Whisler

Director

*

John J. Zillmer

*By: /s/ Ellen M. Fitzsimmons
Ellen M. Fitzsimmons
Attorney-in-fact

Opinion of Ellen M. Fitzsimmons



Ellen M. Fitzsimmons
Executive Vice President
Law and Public Affairs

500 Water Street
Jacksonville, FL 32202
Tel. 904-359-7611
Fax. 904-359-3597

October 18, 2017

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

Ladies and Gentlemen:

I am the Executive Vice President-Law and Public Affairs, General Counsel and Corporate Secretary to CSX Corporation, a Virginia corporation (the "Company"), and as such I have acted as counsel to the Company in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to the registration by the Company of 8,000,000 shares of CSX Common Stock, par value \$1.00 per share (the "Securities"), that may be issued pursuant to the CSX Special Executive Equity Award Program (the "Program").

I have examined the Registration Statement, the Program, the Company's Amended and Restated Articles of Incorporation, the Company's Articles of Amendment to the Company's Amended and Restated Articles of Incorporation and the Company's Bylaws. I have also examined the originals, or duplicates or certified or conformed copies, of such corporate records, agreements, documents and other instruments and have made such other investigations as I have deemed relevant and necessary in connection with the opinions hereinafter set forth. In rendering the opinion set forth below, I have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, the conformity of original documents submitted to me as duplicates or certified or conformed copies and the authenticity of the originals of such latter documents.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, I am of the opinion that, if and when the Securities are issued in accordance with the terms and conditions of the Program, the Securities will be valid and binding obligations of the Company, enforceable in accordance with their terms, except as enforcement thereof may be limited by the effects of bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and other similar laws relating to or affecting creditors' rights generally or by general equitable principles (whether considered in a proceeding in equity or at law).

I do not express any opinion herein concerning any law other than the law of the State of Virginia, the federal law of the United States and the Virginia Stock Corporation Act (including the statutory provisions, all applicable provisions of the Virginia Constitution and related judicial decisions interpreting the foregoing).

I consent to the filing of this opinion as an exhibit to the Registration Statement. I also consent to the reference to me under the caption "Interests of Named Experts and Counsel" contained in Registration Statement without implying or admitting that I am an "expert" within the meaning of the Securities Act, or other rules or regulations of the Commission issued thereunder, with respect to any part of the Registration Statement, including this exhibit.

Very truly yours

/s/ Ellen m. Fitzsimmons

ELLEN M. FITZSIMMONS, ESQ.

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the CSX Special Executive Equity Award Program of our reports dated February 14, 2017, 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 30, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP
Certified Public Accountants

Jacksonville, Florida
October 18, 2017

Powers 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 CSX Special Executive Equity Award Program, 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/ Donna M. Alvarado</u> Donna M. Alvarado	October 4, 2017
<u>/s/ John B. Breaux</u> John B. Breaux	October 4, 2017
<u>/s/ Pamela L. Carter</u> Pamela L. Carter	October 4, 2017
<u>/s/ Steven T. Halverson</u> Steven T. Halverson	October 4, 2017
<u>/s/ E. Hunter Harrison</u> E. Hunter Harrison	October 4, 2017
<u>/s/ Paul C. Hilal</u> Paul C. Hilal	October 4, 2017
<u>/s/ Edward J. Kelly, III</u> Edward J. Kelly, III	October 4, 2017
<u>/s/ John D. McPherson</u> John D. McPherson	October 4, 2017
<u>/s/ David M. Moffett</u> David M. Moffett	October 4, 2017
<u>/s/ Dennis H. Reilley</u> Dennis H. Reilley	October 4, 2017
<u>/s/ Linda H. Riefler</u> Linda H. Riefler	October 13, 2017
<u>/s/ J. Steven Whisler</u> J. Steven Whisler	October 5, 2017
<u>/s/ John J. Zillmer</u> John J. Zillmer	October 4, 2017

CSX SPECIAL EXECUTIVE EQUITY AWARD PROGRAM

As of March 2017

1. *Purpose.* The primary purpose of the CSX Special Executive Equity Award Program (the "**Program**") is to further the long term stability and success of CSX Corporation ("**CSX**"), its Subsidiaries, and Affiliates by providing a program to reward selected individuals hired as senior executives of the Company with grants of Inducement Awards (the "**Inducement Awards**"). The CSX Board believes that such awards induce employees to become employed by CSX, encourage superior quality work and further align the interests of CSX employees, Directors and shareholders. Unless provided herein or in the original or amended award agreement for an Inducement Award (the "**Inducement Award Agreement**"), the operative terms of the Inducement Awards granted under this Program shall adhere to the terms and conditions of the CSX 2010 Stock and Incentive Award Plan (the "**Plan**"), but are intended to qualify for the exception from the requirement for CSX's shareholders to approve equity incentive plans under Nasdaq Listing Rule 5635(c)(4) and accordingly will be granted under the Program, not the Plan.
 2. *Definitions.* Unless defined in this Program, capitalized terms shall have the meanings ascribed to them in the Plan.
 3. *Stock.* Shares of authorized but unissued Company Stock shall be available for the issuance of Inducement Awards under the Program only if approved by the Board. The Board may exercise the power to determine and make Inducement Awards under the Program or delegate such power to a committee of the Board (in either case, the body exercising such power shall be referred to as the "**Committee**"). The Shares subject to Inducement Awards shall not be counted against the Shares reserved for issuance under the Plan or the per Participant award limits under the Plan.
 4. *Eligibility.* The Committee shall have the power and discretion to determine the eligible participants to receive Inducement Awards (the "**Eligible Participants**"), but Inducement Awards may only be granted to Eligible Participants in connection with becoming an employee of CSX.
 5. *Awards Under the Program.* The Committee shall have the power and discretion to grant any type of Incentive Award authorized under the Plan to Eligible Participants, subject to the terms governing such type of Incentive Award other than minimum Restricted Period vesting period and holding period requirements, which shall not apply to Inducement Awards. Each Inducement Award Agreement will set forth the number of shares covered by the award, the terms and conditions of the award (including amendments to any terms and conditions), the exercise price, if applicable, and the methods by which the award may be exercised, cancelled, forfeited or suspended.
 6. *Amendments and Termination.*
 - (a) *Program Amendments:* The Board or Committee may amend the Program as it deems advisable.
 - (b) *Inducement Award Amendments:* The Committee may also amend as it deems advisable the terms of an Inducement Award. However, the Committee may not amend the terms of any Inducement Award in a manner that adversely impacts such award without participant consent, except as permitted under the Plan.
 - (c) *Termination:* The Board, in its sole discretion, may terminate the Program at any time, except, with respect to outstanding Inducement Awards, the Committee may not terminate the Program in a manner that adversely impacts such awards without the affected participant's consent.
 7. *Interpretation.* The terms of this Plan shall be governed by the laws of the State of Florida without regard to its conflict of laws rules.
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