
**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): December 14, 2017

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 December 14, 2017, the Board of Directors of CSX Corporation (the “Company”) appointed James M. Foote, the Company’s Chief Operating Officer, as acting Chief Executive Officer due to the medical leave of E. Hunter Harrison, the Company’s President and Chief Executive Officer.

Before joining the Company in October 2017, Mr. Foote, age 63, served as President and Chief Executive Officer of Bright Rail Energy, Inc., a privately-held corporation. From 2000 until 2009, Mr. Foote was Chief Sales and Marketing Officer of Canadian National Railway. Mr. Foote worked with Mr. Harrison when Mr. Harrison was Chief Executive Officer of Canadian National Railway from 2003 to 2009.

Item 8.01. Other Events.

On December 14, 2017, the Company issued a press release. A copy of the press release is attached as Exhibit 99.1 and is incorporated in this Current Report on Form 8-K in its entirety by reference.

Forward-looking Statements

The information contained in the attached press release and other statements by the Company may contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act with respect to, among other items: projections and estimates of earnings, revenues, margins, volumes, rates, cost-savings, expenses, taxes, liquidity, capital expenditures, dividends, share repurchases or other financial items, statements of management’s plans, strategies and objectives for future operations, and management’s expectations as to future performance and operations and the time by which objectives will be achieved, statements concerning proposed new services, and statements regarding future economic, industry or market conditions or performance. Forward-looking statements are typically identified by words or phrases such as “will,” “should,” “believe,” “expect,” “anticipate,” “project,” “estimate,” “preliminary” and similar expressions. Forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update or revise any forward-looking statement. If the Company updates any forward-looking statement, no inference should be drawn that the Company will make additional updates with respect to that statement or any other forward-looking statements.

Forward-looking statements are subject to a number of risks and uncertainties, and actual performance or results could differ materially from that anticipated by any forward-looking statements. Factors that may cause actual results to differ materially from those contemplated by any forward-looking statements include, among others; (i) the Company’s success in implementing its financial and operational initiatives; (ii) changes in domestic or international economic, political or business conditions, including those affecting the transportation industry (such as the impact of industry competition, conditions, performance and consolidation); (iii) legislative or regulatory changes; (iv) the inherent business risks associated with safety and security; (v) the outcome of claims and litigation involving or affecting the Company; (vi) natural events such as severe weather conditions or pandemic health crises; and (vii) the inherent uncertainty associated with projecting economic and business conditions.

Other important assumptions and factors that could cause actual results to differ materially from those in the forward-looking statements are specified in the Company’s SEC reports, accessible on the SEC’s website at www.sec.gov and the Company’s website at www.csx.com.

Item 9.01. Exhibits.

99.1 [Press Release, dated December 14, 2017.](#)

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 and
Corporate Secretary

DATE: December 15, 2017

Contact:

Bryan Tucker, Corporate Communications
855-955-6397



FOR IMMEDIATE RELEASE

**CSX Announces Medical Leave of CEO E. Hunter Harrison
*Jim Foote Appointed to Serve as Acting CEO***

JACKSONVILLE, Fla. – December 14, 2017 — CSX Corporation (Nasdaq: CSX) announced that its Chief Executive Officer and President, E. Hunter Harrison, is on medical leave due to unexpected complications from a recent illness. Therefore, the Board of Directors has named COO James M. Foote as acting CEO of the Company.

CSX Chairman Edward J. Kelly, III, stated, “On behalf of the Board and the entire CSX family, I want to express that our thoughts are with Mr. Harrison and his family.”

Acting CEO Jim Foote commented, “Hunter is a good friend and has been a colleague of mine for many years. He is an icon in the industry and we pray for his speedy recovery. I have been following the CSX story very closely since January, but did not realize just how much progress Hunter and CSX’s able team have made replicating the transformation we effected at Canadian National some years ago. I believe that the battleship has turned, the Precision Scheduled Railroading framework has been put into place, and the Company has amassed the critical talent – through education of the internal team and supplementation with a complement of strong PSR operating veterans and a strongly supportive Board – sufficient to follow through and execute on the PSR operating plan. Because the team has implemented a foundation consistent with Hunter’s vision, I do not see any reason to diminish our expectations concerning the pace and magnitude of our future progress.”

The Company will host a conference call tomorrow morning, December 15, 2017, at 7:30 a.m. Eastern time. Investors, media and the public may listen to the conference call by dialing 1-888-EARN-CSX (888-327-6279) and asking for the CSX conference call. Callers outside the U.S., dial 1-773-756-0199. Participants should dial in at least ten minutes prior to the call. In conjunction with the call, a live webcast will be accessible on the Company’s website at <http://investors.csx.com>. Following the conference call, an internet replay of the call will be archived on the Company’s website.

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 over 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 <http://www.csx.com> and on Facebook (<http://www.facebook.com/OfficialCSX>).

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