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

**POST-EFFECTIVE AMENDMENT NO. 1 TO
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)**

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

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

**32202
(Zip Code)**

CSX Special Executive Equity Award Program

(Full Title of the Plan)

Nathan D. Goldman
Executive Vice President, Chief Legal Officer
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:
Lawton B. Way, Esq.
Hunton Andrews Kurth LLP
Riverfront Plaza, East Tower
951 East Byrd Street
Richmond, Virginia 23219
(804) 788-8200

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☒

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Accelerated filer ☐

Smaller reporting company ☐

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 7(a)(2)(B) of Securities Act. ☐

DEREGISTRATION OF SECURITIES

CSX Corporation (“CSX” or the “Registrant”) is filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (No. 333-221052) (the “Prior Registration Statement”) to deregister all 8,000,000 shares of CSX common stock, \$1.00 par value per share, that were registered for issuance pursuant to the CSX Special Executive Equity Award Program (the “Program”). No shares of CSX common stock were issued and there are no outstanding equity awards pursuant to the Program. CSX does not intend to make any future awards under the Program. Accordingly, the Prior Registration Statement is hereby amended to deregister all 8,000,000 shares of CSX common stock.

Contemporaneously with the filing of this Post-Effective Amendment No. 1 to the Prior Registration Statement, CSX is filing a Registration Statement on Form S-8 (the “New Registration Statement”) to register shares issuable under the CSX Corporation 2018 Employee Stock Purchase Plan. In accordance with Rule 457(p) under the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Prior Registration Statement is also being filed to carry over to the New Registration Statement the \$49,590.84 registration fee previously paid by CSX in connection with the Prior Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on July 19, 2018.

CSX CORPORATION

By: /s/ NATHAN D. GOLDMAN

Name: Nathan D. Goldman

Title: Executive Vice President –Chief Legal Officer &
Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on July 19, 2018.

Signature

Title

/s/ JAMES M. FOOTE

James M. Foote

Chief Executive Officer and Director
(Principal Executive Officer)

/s/ FRANK A. LONEGRO

Frank A. Lonegro

Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

/s/ ANGELA C. WILLIAMS

Angela C. Williams

Vice President and Controller
(Principal Accounting Officer)

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Director

Donna M. Alvarado

*

Director

John B. Breaux

*

Director

Pamela L. Carter

*

Director

Steven T. Halverson

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Director

Paul C. Hilal

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Director

Edward J. Kelly, III

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Director

John D. McPherson

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Director

David M. Moffett

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Director

Dennis H. Reilley

*

Director

Linda H. Riefler

*

Director

J. Steven Whisler

*

Director

John J. Zillmer

* By: /s/ NATHAN D. GOLDMAN
Nathan D. Goldman
Attorney-in-fact