

CSX CORP  
Form 8-K  
July 11, 2013

**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): July 10, 2013**

**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.)

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**500 Water Street, 15th Floor, Jacksonville, Florida**

(Address of principal executive offices)

**Registrant's telephone number, including area code: (904) 359-3200**

**32202**

(Zip Code)

(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))

**Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On July 10, 2013, the Board of Directors of CSX Corporation ( CSX ) amended and restated CSX s Bylaws. The changes are effective as of July 10, 2013. The following is a summary of the principal features of the amendments, which:

Allow the Board of Directors and, when not conflicting, the chairman of the meeting to adopt rules, regulations and procedures for conduct at shareholder meetings (Article I, Section 9(b));

Establish and clarify certain requirements regarding the advance notice by shareholders of proposals and other nominations at annual shareholder meetings (Article I, Section 11(a));

Establish a director retirement age of 72 applicable to all directors, subject to the Board of Directors ability to grant a waiver for a period not to exceed one year (Article II, Section 2(a)); and

Provide greater flexibility to the Board of Directors regarding the filling of vacant director positions (Article II, Section 4).

The above description is qualified in its entirety by reference to the amended and restated Bylaws, which are included as Exhibit 3.1 to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following document is filed as an exhibit to this report:

3.1 Bylaws of CSX Corporation, amended and restated effective as of July 10, 2013

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

DATE: July 11, 2013

**EXHIBIT INDEX**

Exhibit No.	Description
3.1	Bylaws of CSX Corporation, amended and restated effective as of July 10, 2013