

CANADIAN NATIONAL RAILWAY CO

Form 6-K

April 24, 2018

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FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Issuer

**Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934**

For the month of April 2018

Commission File Number: 001-02413

Canadian National Railway Company

(Translation of registrant's name into English)

935 de la Gauchetiere Street West

**Montreal, Quebec
Canada H3B 2M9**

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes

No

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes

No

Indicate by check mark whether by furnishing the information contained in this Form, the Registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes

No

If Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): **N/A**

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Canadian National Railway Company

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Item

1. Press Release

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North America's Railroad

NEWS RELEASE

CN announces election of directors

TORONTO, April 24, 2018 – CN (TSX: CNR) (NYSE: CNI) announced today that the director nominees listed in the management proxy circular dated March 6, 2018, were elected as directors of CN. The detailed results of the vote for the election of directors held at CN's Annual Meeting of Shareholders on April 24 in Toronto are set out below.

Election of Directors

On a vote by ballot, each of the following 12 nominees proposed by management was elected as a director of CN:

| Nominee | Votes For | % For | Votes Withheld | % Withheld |
|------------------------------------|-------------|-------|----------------|------------|
| Shauneen Bruder | 550,338,980 | 99.71 | 1,627,757 | 0.29 |
| Donald J. Carty | 545,058,421 | 98.75 | 6,908,317 | 1.25 |
| Ambassador Gordon D. Giffin | 532,199,296 | 96.42 | 19,767,441 | 3.58 |
| Julie Godin | 548,749,222 | 99.42 | 3,217,515 | 0.58 |
| Edith E. Holiday | 519,176,413 | 94.06 | 32,790,323 | 5.94 |
| V. Maureen Kempston Darkes | 525,295,489 | 95.17 | 26,671,247 | 4.83 |
| The Hon. Denis Losier | 529,651,751 | 95.96 | 22,314,986 | 4.04 |
| The Hon. Kevin G. Lynch | 548,104,947 | 99.30 | 3,861,791 | 0.70 |
| James E. O'Connor | 549,242,946 | 99.51 | 2,723,791 | 0.49 |
| Robert Pace | 534,394,610 | 96.82 | 17,572,128 | 3.18 |
| Robert L. Phillips | 542,077,971 | 98.21 | 9,888,767 | 1.79 |
| Laura Stein | 547,183,471 | 99.13 | 4,783,267 | 0.87 |

Robert Pace was unanimously re-elected by the board of directors as board chair. Mr. Pace is president and chief executive officer of The Pace Group Ltd., based in Halifax, N.S., which is engaged in radio broadcasting, real estate and environmental services.

Biographical information on all directors is available at <http://www.cn.ca/en/investors/regulatory-filings>

Final voting results on all matters voted on at the Annual Meeting of Shareholders held earlier today will be filed with the Canadian and U.S. securities regulators.

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CN is a true backbone of the economy whose team of approximately 25,000 railroaders transports more than C\$250 billion worth of goods annually for a wide range of business sectors, ranging from resource products to manufactured products to consumer goods, across a rail network of approximately 20,000 route-miles spanning Canada and mid-America. CN Canadian National Railway Company, along with its operating railway subsidiaries serves the cities and ports of Vancouver, Prince Rupert, B.C., Montreal, Halifax, New Orleans, and Mobile, Ala., and the metropolitan areas of Toronto, Edmonton, Winnipeg, Calgary, Chicago, Memphis, Detroit, Duluth, Minn./Superior, Wis., and Jackson, Miss., with connections to all points in North America. For more information about CN, visit the Company's website at www.cn.ca.

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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, thereunto duly authorized.

Canadian National Railway Company

Date: April 24, 2018

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|--------|-----------------------|--|
| By: | /s/ Cristina Circelli | |
| Name: | | Cristina Circelli |
| Title: | | Deputy Corporate Secretary and General Counsel |