CSX CORP
Form S-8 POS
July 19, 2018

As filed with the Securities and Exchange Commission on July 19, 2018

Registration No. 333-221052

==========

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	**62-1051971**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**
500 Water Street, 15th Floor, Jacksonville, Florida	**32202**
(Address of Principal Executive Offices)	**(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 Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) 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	Chief Executive Officer and Director
James M. Foote	(Principal Executive Officer)
/s/ FRANK A. LONEGRO	Executive Vice President and Chief Financial Officer
Frank A. Lonegro	(Principal Financial Officer)
/s/ ANGELA C. WILLIAMS	Vice President and Controller
Angela C. Williams	(Principal Accounting Officer)
*	Director
Donna M. Alvarado	
*	Director
John B. Breaux	
*	Director

Pamela L. Carter

* Director

Steven T. Halverson

* Director

Paul C. Hilal

* Director

Edward J. Kelly, III

* Director

John D. McPherson

* Director

David M. Moffett

* 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