

CSX CORP
Form 8-K
August 01, 2008

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 31, 2008

CSX CORPORATION

(Exact name of registrant as specified in its charter)

Virginia

(State or other jurisdiction of
incorporation or organization)

1-8022
(Commission File No.)

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

500 Water Street, 15th Floor, Jacksonville, FL 32202
(Address of principal executive offices) (Zip Code)

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

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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))
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Item 8.01. Other Events

IVS Associates, Inc., the inspector of election for CSX's 2008 annual meeting of shareholders, issued its final report on July 31, 2008, indicating the following results. CSX does not yet have the votes withheld for the nominees for election as directors. This information will be included in a further report on Form 8-K when available.

ITEM 1—Election of Directors

| CSX Nominee | Votes For |
|-----------------------|-------------|
| Donna Alvarado | 289,484,637 |
| Elizabeth E. Bailey | 121,616,420 |
| John B. Breaux | 288,276,159 |
| Steven T. Halverson | 132,288,805 |
| Edward J. Kelly, III | 289,342,513 |
| Robert D. Kunisch | 120,061,421 |
| John D. McPherson | 289,502,300 |
| David M. Ratcliffe | 288,342,970 |
| William C. Richardson | 129,365,392 |
| Frank S. Royal | 129,715,745 |
| Donald J. Shepard | 289,477,087 |
| Michael J. Ward | 288,896,892 |
| TCI Group Nominee | Votes For |
| Christopher Hohn | 130,506,157 |
| Alexandre Behring | 159,839,867 |
| Gilbert H. Lamphere | 170,353,891 |
| Timothy T. O'Toole | 147,824,964 |
| Gary L. Wilson | 82,543,104 |

ITEM 2—Ratification of Ernst & Young LLP as the Independent Registered Public Accounting Firm for 2008

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 212,272,408 | 5,775,313 | 77,457,018 |

ITEM 3—Approval of the bylaw amendments adopted by the Board of Directors allowing shareholders to request special shareholder meetings

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 111,726,741 | 179,422,927 | 4,355,084 |

ITEM 4—Shareholder proposal regarding special shareholder meetings

| Votes For | Votes Against | Abstentions |
|-----------|---------------|-------------|
|-----------|---------------|-------------|

| | | |
|-------------|-------------|-----------|
| 184,270,535 | 105,308,447 | 5,924,142 |
|-------------|-------------|-----------|

ITEM 5—Shareholder proposal regarding nullification of certain bylaw provisions

| Votes For | Votes Against | Abstentions |
|-------------|---------------|-------------|
| 186,319,966 | 102,184,737 | 7,000,042 |

There were 404,783,890 shares of CSX common stock outstanding as of April 21, 2008, the record date for the 2008 annual meeting of shareholders, and 295,504,762 shares of CSX common stock were represented at the meeting.

The final outcome of the director election is subject to the appeal of pending litigation between the Company and the TCI Group before the U.S. Court of Appeals for the Second Circuit, as well as other questions regarding the vote count. CSX will continue to work diligently in an effort to resolve all remaining issues with respect to the meeting vote. The Company hopes that all such issues will be resolved before September 24, 2008, the date the Company will reconvene the annual meeting.

Pending the final outcome of the director election, Ms. Alvarado, Sen. Breaux, Mr. Halverson, Mr. Kelly, Mr. McPherson, Mr. Ratcliffe, Dr. Richardson, Dr. Royal, Mr. Shepard, Mr. Ward, Mr. Behring and Mr. Lamphere will continue to serve as directors of the Company.

The text of the press release issued by the Company announcing the results is attached hereto as Exhibit 99.1.

Item 9.01. Exhibits.

(d) Exhibits required to be filed by Item 601 of Regulation S-K.

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press release issued by CSX Corporation on July 31, 2008 |

Signature

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/ David A. Boor
Name: David A. Boor
Title: Vice President - Tax
and Treasurer

Date: August 1, 2008