

NORFOLK SOUTHERN CORP

Form S-4

February 05, 2018

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As filed with the Securities and Exchange Commission on February 5, 2018

Registration Statement No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NORFOLK SOUTHERN CORPORATION
(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

4011
(Primary Standard Industrial
Classification Code Number)

52-1188014
(I.R.S. Employer
Identification No.)

Three Commercial Place

Norfolk, Virginia 23510-2191

(757) 629-2860

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

William A. Galanko, Esq.

Norfolk Southern Corporation

Three Commercial Place

Norfolk, Virginia 23510-2191

(757) 629-2600

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications to:

James R. Burke, Esq.

Hinckley, Allen & Snyder LLP

28 State Street

Boston, MA 02109-1775

(617) 345-9000

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or 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 the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to Be Registered	Proposed Maximum Offering Price per Unit	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (1)
4.050% Notes due 2052	\$749,994,000	100%	\$749,994,000	\$93,374.25
3.942% Notes due 2047	\$749,997,000	100%	\$749,997,000	\$93,374.63

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f) under the Securities Act of 1933, as amended.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED FEBRUARY 5, 2018

PROSPECTUS

Offers to Exchange

\$749,994,000 aggregate principal amount of 4.050% Notes due 2052 (that we refer to as the 4.050% original notes)

(CUSIP Nos. 655844 BU1 and U65584 AE1)

for

\$749,994,000 aggregate principal amount of 4.050% Notes due 2052 (that we refer to as the 4.050% exchange notes)

(CUSIP No. 655844 BV9)

that have been registered under the Securities Act of 1933, as amended (the Securities Act)

AND

\$749,997,000 aggregate principal amount of 3.942% Notes due 2047 (that we refer to as the 3.942% original notes)

(CUSIP Nos. 655844 BW7 and U65584 AF8)

for

\$749,997,000 aggregate principal amount of 3.942% Notes due 2047 (that we refer to as the 3.942% exchange notes)

(CUSIP No. 655844 BX5)

that have been registered under the Securities Act

Each exchange offer will expire at 5:00 p.m.,

New York City time, on 2018, unless extended.

We hereby offer, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal (which, together, constitute the exchange offers and, individually, constitute an exchange offer), to exchange up to \$749,994,000 aggregate principal amount of our outstanding 4.050% original notes (CUSIP Nos. 655844 BU1 and U65584 AE1) and \$749,997,000 aggregate principal amount of our 3.942% original notes (CUSIP Nos. 655844 BW7 and U65584 AF8) for a like principal amount of our 4.050% exchange notes and 3.942% exchange notes, respectively, that have been registered under the Securities Act. When we use the term original notes in this prospectus, the term includes the 4.050% original notes and the 3.942% original notes unless otherwise indicated or the context otherwise requires. When we use the term exchange notes in this prospectus, the term includes the 4.050% exchange notes and the 3.942% exchange notes, unless otherwise indicated or the context otherwise requires. When we use the term notes in this prospectus, the term includes the original notes and the exchange notes unless otherwise indicated or the context otherwise requires. Neither exchange offer is dependent or conditioned upon the completion of the other exchange offer. The terms of the exchange offers are summarized below and are more fully described in this prospectus.

The terms of the exchange notes of each series are substantially identical to the terms of the original notes for which they would be exchanged (the corresponding original notes) in all material respects, except that the exchange notes are registered under the Securities Act and the transfer restrictions, registration rights and additional interest provisions applicable to the original notes do not apply to the exchange notes.

We will accept for exchange any and all original notes of each series validly tendered and not validly withdrawn prior to 5:00 p.m., New York City time, on 2018, unless the exchange offer for the original notes of that series is extended.

You may withdraw tenders of original notes at any time prior to the expiration of the applicable exchange offer.

We will not receive any proceeds from the exchange offers.

The exchange of original notes for exchange notes will not be a taxable event for U.S. federal income tax purposes.

We do not intend to list the exchange notes on any national securities exchange.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offers must acknowledge that it shall deliver a prospectus in connection with any such resale of such exchange notes. The letter of transmittal states that by so acknowledging and delivering a prospectus, a broker-dealer shall not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for original notes where such original notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that we will keep the registration statement, of which this prospectus is a part, effective, for so long as such broker-dealers are required to deliver a prospectus

meeting the requirements of the Securities Act in connection with any resales of exchange notes (provided that such period will in no event exceed 270 days after the closing of the applicable exchange offer) and will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

See **Risk Factors** beginning on page 12 to read about important factors you should consider before tendering your original notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is 2018.

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This prospectus incorporates important business and financial information about us that is not included in or delivered with this prospectus. This prospectus also contains summaries of the material terms of certain documents and refers you to certain documents that we have filed with the Securities and Exchange Commission (the SEC). See Where You Can Find More Information. Copies of these documents, except for certain exhibits and schedules, will be made available to you without charge upon written or oral request to:

Investor Relations

Norfolk Southern Corporation

Three Commercial Place

Norfolk, Virginia 23510-2191

(757) 629-2861

In order to obtain timely delivery of such materials, you must request the information described above from us no later than five (5) business days prior to the expiration of the applicable exchange offer.

No information in this prospectus constitutes legal, business or tax advice, and you should not consider it as such. You should consult your own attorney, business advisor and tax advisor for legal, business and tax advice regarding the applicable exchange offer.

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FORWARD-LOOKING STATEMENTS

This prospectus, including the information incorporated by reference herein, contains forward-looking statements that may be identified by the use of words like may, will, could, would, should, expect, plan, anticipate, in estimate, project, consider, predict, potential, feel, or other comparable terminology. Forward-looking statements reflect our good-faith evaluation of information available at the time the forward-looking statements were made.

However, such statements are dependent on and, therefore, can be influenced by a number of external variables over which we have little or no control, including: transportation of hazardous materials as a common carrier by rail; acts of terrorism or war; general economic conditions, including, but not limited to, fluctuation and competition within the industries of our customers; competition and consolidation within the transportation industry; the operations of carriers with which we interchange; disruptions to our technology infrastructure, including computer systems; labor difficulties, including strikes and work stoppages; commercial, operating, environmental, and climate change legislative and regulatory developments; results of litigation; natural events such as severe weather, hurricanes, and floods; unpredictable demand for rail services; fluctuation in supplies and prices of key materials, in particular diesel fuel; volatility in energy prices; and changes in securities and capital markets. For a discussion of significant risk factors applicable to us, see Part I, Item 1A, Risk Factors, and Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, in our Annual Report on Form 10-K for our 2017 fiscal year (the Fiscal 2017 Form 10-K), which is incorporated by reference in this prospectus. See Where You Can Find More Information. For a discussion of significant risk factors applicable to the exchange notes and the exchange offers, see Risk Factors beginning on page 12 of this prospectus. Forward-looking statements are not, and should not be relied upon as, a guarantee of future performance or results, nor will they necessarily prove to be accurate indications of the times at or by which any such performance or results will be achieved. As a result, actual outcomes and results may differ materially from those expressed in forward-looking statements. We undertake no obligation to update or revise forward-looking statements.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows certain issuers, including us, to incorporate by reference information into a prospectus such as this one, which means that we can disclose important information about us by referring you to those documents that are considered part of this prospectus. Any statement contained in this prospectus or a document incorporated by reference into this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or therein, or in any other subsequently filed document that also is deemed to be incorporated herein or therein by reference, modifies or supersedes such statement. A statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus. We incorporate by reference into this prospectus the documents set forth below, provided, however, that we are not incorporating any information furnished rather than filed in accordance with SEC rules, including Items 2.02 and 7.01 in any Current Report on Form 8-K or Form 8-K/A:

our Annual Report on Form 10-K for the fiscal year ended December 31, 2017;

our Current Reports on Form 8-K filed with the SEC on January 22, 2018, January 23, 2018 and January 24, 2018 (Item 8.01 and Exhibit 99.3 in Item 9.01); and

any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) under the Securities Exchange Act of 1934, as amended (the Exchange Act), after (1) the date of the initial registration statement and prior to effectiveness of the registration statement and (2) the date of this prospectus but before each of the exchange offers expires or is otherwise terminated.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, prospectuses, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an Internet site that contains our reports, proxy statements and other information regarding us at <http://www.sec.gov>. You may also read and copy these documents at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005. Information about Norfolk Southern is also available to the public from our website at <http://www.nscorp.com>. The information on our website is not incorporated by reference into this prospectus, and you should not consider it a part of this prospectus.

This prospectus contains summaries of the material terms of certain documents and refers you to certain documents that we have filed with the SEC. Copies of these documents, except for certain exhibits and schedules, will be made available to you without charge upon written or oral request to:

Investor Relations

Norfolk Southern Corporation

Three Commercial Place

Norfolk, Virginia 23510-2191

In order to obtain timely delivery of such materials, you must request the information described above from us no later than five (5) business days prior to the expiration of the applicable exchange offer.

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SUMMARY

The following is a summary of the more detailed information contained in or incorporated by reference into this prospectus. It does not contain all of the information that may be important to you. Before participating in an exchange offer, you should read this prospectus in its entirety and the documents to which we have referred you, especially the risks of participating in an exchange offer discussed under Risk Factors, and the risks relating to the Company which are set forth in Part I, Item 1A, Risk Factors as well as Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, in the Fiscal 2017 Form 10-K, which is incorporated by reference in this prospectus. See Incorporation of Certain Documents by Reference. As used in this prospectus, unless otherwise indicated, Norfolk Southern, the Company, we, our and us are used interchangeably to refer to Norfolk Southern Corporation or to Norfolk Southern Corporation and its consolidated subsidiaries, as appropriate to the context.

Our Company

Norfolk Southern Corporation is a Norfolk, Virginia based company that owns a major freight railroad, Norfolk Southern Railway Company (NSR). We are primarily engaged in the rail transportation of raw materials, intermediate products and finished goods primarily in the Southeast, East and Midwest and, via interchange with other rail carriers, to and from the rest of the United States. We also transport overseas freight through several Atlantic and Gulf Coast ports. We offer the most extensive intermodal network in the eastern half of the United States. The common stock of Norfolk Southern is listed on the New York Stock Exchange (the NYSE) under the symbol NSC.

Our executive offices are located at Three Commercial Place, Norfolk, Virginia 23510-2191, and our telephone number is (757) 629-2600.

Table of Contents**Summary of the Exchange Offers**

On August 15, 2017, in connection with private exchange offers, we issued \$749,994,000 aggregate principal amount of 4.050% Notes due 2052. On November 16, 2017, in connection with private exchange offers, we issued \$749,997,000 aggregate principal amount of 3.942% Notes due 2047. As part of each issuance, we entered into a registration rights agreement with the applicable dealer manager(s) of the private exchange offers, dated as of August 15, 2017 and November 16, 2017, respectively, in which we agreed, among other things, to deliver this prospectus to you and to use all commercially reasonable efforts to complete an exchange offer for each series of the original notes. Below is a summary of the exchange offers.

Securities offered:

- | | |
|--|---|
| (1) 4.050% Notes due 2052 | \$749,994,000 aggregate principal amount of 4.050% Notes due 2052 that have been registered under the Securities Act (the 4.050% exchange notes). The form and terms of the 4.050% exchange notes are identical in all material respects to those of the 4.050% original notes except that the 4.050% exchange notes are registered under the Securities Act and the transfer restrictions, registration rights and additional interest provisions applicable to the 4.050% original notes do not apply to the 4.050% exchange notes. |
| (2) 3.942% Notes due 2047 | \$749,997,000 aggregate principal amount of 3.942% Notes due 2047 that have been registered under the Securities Act (the 3.942% exchange notes). The form and terms of the 3.942% exchange notes are identical in all material respects to those of the 3.942% original notes except that the 3.942% exchange notes are registered under the Securities Act and the transfer restrictions, registration rights and additional interest provisions applicable to the 3.942% original notes do not apply to the 3.942% exchange notes. |
| Exchange offer for the 4.050% original notes | We are offering to exchange up to \$749,994,000 principal amount of our outstanding 4.050% original notes for a like principal amount of the 4.050% exchange notes. You may tender 4.050% original notes only in denominations of \$2,000 and any integral multiple of \$1,000 in excess thereof. We will issue 4.050% exchange notes promptly after the expiration of the exchange offer for the 4.050% original notes. In order to be exchanged, a 4.050% original note must be properly tendered and accepted. All 4.050% original notes that are validly tendered and not validly withdrawn will be exchanged. As of the date of this prospectus, there is \$749,994,000 aggregate principal amount of 4.050% original notes outstanding. The \$749,994,000 aggregate principal amount of 4.050% original notes were issued under an indenture dated August 15, 2017. |

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Exchange offer for the 3.942% original notes

We are offering to exchange up to \$749,997,000 principal amount of the outstanding 3.942% original notes for a like principal amount of the 3.942% exchange notes. You may tender 3.942% original notes only in denominations of \$2,000 and any integral multiple of \$1,000 in excess thereof. We will issue 3.942% exchange notes promptly

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after the expiration of the exchange offer for the 3.942% original notes. In order to be exchanged, a 3.942% original note must be properly tendered and accepted. All 3.942% original notes that are validly tendered and not validly withdrawn will be exchanged. As of the date of this prospectus, there is \$749,997,000 aggregate principal amount of 3.942% original notes outstanding. The \$749,997,000 aggregate principal amount of 3.942% original notes were issued under an indenture dated November 16, 2017.

Expiration date; Tenders

Each exchange offer will expire at 5:00 p.m., New York City time, on _____ 2018, which is the thirtieth calendar day of the offering period, unless we extend the period of time during which that exchange offer is open. In the event of any material change in an exchange offer, we will extend the period of time during which that exchange offer is open if necessary so that at least five (5) business days remain in that exchange offer period following notice of the material change. By tendering your original notes, you represent that:

you are neither our affiliate (as defined in Rule 405 under the Securities Act) nor a broker-dealer tendering original notes acquired directly from us for your own account;

any exchange notes you receive for your original notes (the corresponding exchange notes) in the applicable exchange offer are being acquired by you in the ordinary course of business;

at the time of commencement of the applicable exchange offer, neither you nor, to your knowledge, anyone receiving exchange notes from you has any arrangement or understanding with any person to participate in the distribution, as defined in the Securities Act, of the original notes or the exchange notes in violation of the Securities Act;

you are not engaged in, and do not intend to engage in, the distribution, as defined in the Securities Act, of your original notes or the corresponding exchange notes; and

if you are a broker-dealer receiving the exchange notes for your own account in exchange for the corresponding original notes that you acquired as a result of your market-making or other trading activities, you will deliver a prospectus in connection with any resale of the exchange notes that you receive. For further

information regarding resales of the exchange notes by broker-dealers, see the discussion under the caption Plan of Distribution.

Accrued interest on the exchange notes and original notes The 4.050% exchange notes will bear interest from February 15, 2018, which is the most recent date to which interest will have been paid on the 4.050% original notes. The 3.942% exchange notes will bear interest from May 1, 2018, which is the most recent date to

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which interest will have been paid on the 3.942% original notes. If your original notes are accepted for exchange, you will receive interest on the corresponding exchange notes and not on the original notes, provided that you will receive interest on your original notes and not the corresponding exchange notes if and to the extent the record date for such interest payment occurs prior to completion of the applicable exchange offer. Any original notes not tendered will remain outstanding and continue to accrue interest according to their terms.

Conditions to each exchange offer

Each exchange offer is subject to customary conditions. Neither exchange offer is dependent or conditioned upon the completion of the other exchange offer. If we materially change the terms of an exchange offer, we will resolicit tenders of the applicable original notes and extend that exchange offer period if necessary so that at least five (5) business days remain in the applicable exchange offer period following notice of any such material change. See [The Exchange Offers](#) [Conditions to each Exchange Offer](#) for more information regarding conditions to each of the exchange offers.

Procedures for tendering original notes

A tendering holder must, on or prior to the expiration date:

transmit a properly completed and duly executed letter of transmittal, including all other documents required by the letter of transmittal, to the exchange agent at the address listed in this prospectus; or

if original notes are tendered in accordance with the book-entry procedures described in this prospectus, the tendering holder must transmit an agent's message to the exchange agent at the address listed in this prospectus. See [The Exchange Offers](#) [Procedures for Tendering](#).

Special procedures for beneficial holders

If you are a beneficial holder of original notes that are registered in the name of your broker, dealer, commercial bank, trust company or other nominee, and you wish to tender in the exchange offer for those notes, you should promptly contact the person in whose name your original notes are registered and instruct that nominee to tender on your behalf. See [The Exchange Offers](#) [Procedures for Tendering](#).

Withdrawal rights

Tenders may be withdrawn at any time before 5:00 p.m., New York City time, on the expiration date. See [The Exchange Offers](#) [Withdrawal Rights](#).

Acceptance of original notes and delivery of exchange notes Subject to the conditions stated under the heading The Exchange Offers Conditions to each Exchange Offer , we will accept for exchange any and all original notes which are properly tendered in the exchange offer and not validly withdrawn before 5:00 p.m., New York City time, on the expiration date. The exchange notes will be delivered promptly after the expiration date. See The Exchange

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	Offers Acceptance of Original Notes for Exchange; Delivery of Exchange Notes.
Material U.S. federal tax consequences	Your exchange of original notes for exchange notes pursuant to the applicable exchange offer will not be a taxable event for U.S. federal income tax purposes. See Material U.S. Federal Income Tax Consequences.
Regulatory requirements	Following the effectiveness of the registration statement covering the exchange offers with the SEC, no other material federal regulatory requirement must be complied with in connection with the exchange offers.
Exchange agent	U.S. Bank National Association is serving as exchange agent in connection with the exchange offers. The address and telephone number of the exchange agent are listed under the heading The Exchange Offers Exchange Agent.
Use of proceeds; expenses	We will not receive any proceeds from the issuance of exchange notes in the exchange offers. We have agreed to pay all expenses incidental to the exchange offers other than underwriting discounts and commissions and concessions and transfer taxes, if any, relating to the sale or disposition of any original notes by a holder of the original notes, and will indemnify holders of the notes, including any broker-dealers, against certain liabilities, including liabilities under the Securities Act.
Resales	Based on interpretations by the staff of the SEC as detailed in a series of no-action letters issued to third parties, we believe that the exchange notes issued in the exchange offers may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act as long as: you are acquiring the exchange notes in the ordinary course of your business; you are not participating, do not intend to participate and have no arrangement or understanding with any person to participate, in a distribution of the exchange notes; and

you are neither an affiliate of ours nor a broker-dealer tendering notes acquired directly from us for your own account.

If you are an affiliate of ours or are engaged in or intend to engage in or have any arrangement or understanding with any person to participate in the distribution of the exchange notes:

you cannot rely on the applicable interpretations of the staff of the SEC; and

you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale, unless the resale is made pursuant to an exemption from those requirements.

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Each broker-dealer that receives exchange notes for its own account in exchange for original notes that were acquired as a result of market-making or other trading activities must acknowledge that it will comply with the registration and prospectus delivery requirements of the Securities Act in connection with any offer to resell or other transfer of the exchange notes issued in an exchange offer. Furthermore, any broker-dealer that acquired any original notes directly from us:

may not rely on the applicable interpretation of the staff of the SEC's position contained in *Exxon Capital Holdings Corp.*, SEC no-action letter (April 13, 1988), *Morgan, Stanley & Co. Inc.*, SEC no-action letter (June 5, 1991), and *Shearman & Sterling*, SEC no-action letter (July 2, 1993); and

must also be named as a selling note holder in connection with the registration and prospectus delivery requirements of the Securities Act relating to any resale transaction.

As a condition to participation in an exchange offer, each holder of applicable original notes will be required to represent that it is not our affiliate or a broker-dealer that acquired the original notes directly from us.

Consequences of not exchanging original notes

If you do not exchange your original notes in the applicable exchange offer, you will continue to be subject to the restrictions on transfer described in the legend on your original notes. In general, you may offer or sell your original notes only:

if they are registered under the Securities Act and applicable state securities laws;

if they are offered or sold under an exemption from registration under the Securities Act and applicable state securities laws; or

if they are offered or sold in a transaction not subject to the Securities Act and applicable state securities laws.

Although your original notes will continue to accrue interest, they will generally retain no rights under the registration rights agreement. We currently do not intend to register any original notes under the Securities

Act. Under some circumstances, holders of the original notes, including holders who are not permitted to participate in an exchange offer for its original notes or who may not freely sell exchange notes received in the applicable exchange offer, may require us to file, and to cause to become effective, a shelf registration statement covering resales of the original notes by these holders. For more information regarding the consequences of not tendering your original notes and our obligations to file a shelf registration statement, see [The Exchange Offers Consequences of Exchanging or Failing to Exchange the Original Notes](#), [The Exchange Offers Registration Rights Agreement Relating to 4.050% Original Notes](#)

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and The Exchange Offers Registration Rights Agreement Relating to 3.942% Original Notes.

Risk factors

See Part I, Item 1A, Risk Factors, as well as Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, in the Fiscal 2017 Form 10-K, which is incorporated by reference in this prospectus. See Incorporation of Certain Documents by Reference. For a discussion of significant risk factors applicable to the exchange notes and the exchange offers, see Risk Factors beginning on page 12 of this prospectus for a discussion of factors you should consider carefully before deciding to participate in an exchange offer.

Table of Contents**Summary of the Terms of the 4.050% Exchange Notes**

*The following is a summary of the terms of the 4.050% exchange notes. The form and terms of the 4.050% exchange notes are identical in all material respects to those of the 4.050% original notes except that the 4.050% exchange notes are registered under the Securities Act and the transfer restrictions, registration rights and additional interest provisions applicable to the 4.050% original notes do not apply to the 4.050% exchange notes. The 4.050% exchange notes will evidence the same debt as the 4.050% original notes and will be governed by the same indenture. Certain of the terms and conditions described below are subject to important limitations and exceptions. For a more detailed description of the terms and conditions of the 4.050% exchange notes, see *Description of 4.050% Exchange Notes*.*

Issuer	Norfolk Southern Corporation.
Securities offered	\$749,994,000 aggregate principal amount of 4.050% Notes due 2052.
Maturity	August 15, 2052.
Interest	Interest will accrue on the 4.050% exchange notes from February 15, 2018, which is the most recent date to which interest will have been paid on the 4.050% original notes, at the rate of 4.050% per annum, and will be payable in cash semi-annually in arrears on February 15 and August 15 of each year, beginning on August 15, 2018. Interest on the notes will be computed on the basis of a 360-day year comprised of twelve 30-day months.
Ranking	The 4.050% exchange notes will be direct, unsecured and unsubordinated obligations of Norfolk Southern and will rank equally in right of payment with each other and with all of Norfolk Southern's other existing and future unsecured and unsubordinated indebtedness. The 4.050% exchange notes will be effectively subordinated to existing and future indebtedness and other liabilities of our subsidiaries, to the interest of existing and future holders of preferred stock of our subsidiaries and to any of our existing and future secured indebtedness.
Optional Redemption	We may redeem some or all of the 4.050% exchange notes, in whole or in part, at any time or from time to time, at the redemption prices set forth in the indenture for the 4.050% exchange notes, as summarized in this prospectus. See <i>Description of 4.050% Exchange Notes</i> Optional Redemption.
Change of Control Repurchase Event	

Upon the occurrence of a Change of Control Repurchase Event (as defined herein), each holder of 4.050% exchange notes may require us to repurchase all or a portion of such holder's 4.050% exchange notes at a purchase price equal to 101% of the aggregate principal amount thereof, plus accrued interest to the repurchase date. See Description of 4.050% Exchange Notes Change of Control Repurchase Event.

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Certain covenants

The indenture governing the 4.050% exchange notes contains covenants that, among other things, limit our ability, with certain exceptions, to:

create liens on the stock or debt of NSR;

incur Funded Debt (as defined herein); and

consolidate with or merge into, or convey, transfer or lease our properties and assets substantially as an entirety to, another person.

Table of Contents**Summary of the Terms of the 3.942% Exchange Notes**

*The following is a summary of the terms of the 3.942% exchange notes. The form and terms of the 3.942% exchange notes are identical in all material respects to those of the 3.942% original notes except that the 3.942% exchange notes are registered under the Securities Act and the transfer restrictions, registration rights and additional interest provisions applicable to the 3.942% original notes do not apply to the 3.942% exchange notes. The 3.942% exchange notes will evidence the same debt as the 3.942% original notes and will be governed by the same indenture. Certain of the terms and conditions described below are subject to important limitations and exceptions. For a more detailed description of the terms and conditions of the 3.942% exchange notes, see the section of this prospectus entitled *Description of 3.942% Exchange Notes*.*

Issuer	Norfolk Southern Corporation.
Securities offered	\$749,997,000 aggregate principal amount of 3.942% Notes due 2047.
Maturity	November 1, 2047.
Interest	Interest will accrue on the 3.942% exchange notes from May 1, 2018, which is the most recent date to which interest will have been paid on the 3.942% original notes, at the rate of 3.942% per annum, and will be payable in cash semi-annually in arrears on May 1 and November 1 of each year, beginning on November 1, 2018. Interest on the notes will be computed on the basis of a 360-day year comprised of twelve 30-day months.
Ranking	The 3.942% exchange notes will be direct, unsecured and unsubordinated obligations of Norfolk Southern and will rank equally in right of payment with each other and with all of Norfolk Southern's other existing and future unsecured and unsubordinated indebtedness. The 3.942% exchange notes will be effectively subordinated to existing and future indebtedness and other liabilities of our subsidiaries, to the interest of existing and future holders of preferred stock of our subsidiaries and to any of our existing and future secured indebtedness.
Optional Redemption	We may redeem some or all of the 3.942% exchange notes, in whole or in part, at any time or from time to time, at the redemption prices set forth in the indenture for the 3.942% exchange notes, as summarized in this prospectus. See <i>Description of 3.942% Exchange Notes</i> Optional Redemption.

Change of Control Repurchase Event	Upon the occurrence of a Change of Control Repurchase Event, each holder of 3.942% exchange notes may require us to repurchase all or a portion of such holder's 3.942% exchange notes at a purchase price equal to 101% of the aggregate principal amount thereof, plus accrued interest to the repurchase date. See Description of 3.942% Exchange Notes Change of Control Repurchase Event.
Certain covenants	The indenture governing the 3.942% exchange notes contains covenants that, among other things, limit our ability, with certain exceptions, to: create liens on the stock or debt of NSR;

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incur Funded Debt; and

consolidate with or merge into, or convey, transfer or lease our properties and assets substantially as an entirety to, another person.

Table of Contents**RISK FACTORS**

Before making any investment decision, including whether to participate in an exchange offer, you should carefully consider the risk factors below as well as the risk factors discussed in Part I, Item 1A, Risk Factors, as well as Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, in our Fiscal 2017 Form 10-K, which is incorporated by reference in this prospectus. See Incorporation of Certain Documents by Reference. Based on the information currently known to us, we believe that the following information identifies all known material risk factors relating to the exchange notes and affecting the exchange offers. However, the risks and uncertainties are not limited to those set forth in the risk factors described below. Additional risks and uncertainties not presently known to us or that we currently believe to be less significant than the following risk factors may also adversely affect our business. In addition, past financial performance may not be a reliable indicator of future performance, and historical trends should not be used to anticipate results or trends in future periods.

Risks Relating to the Exchange Notes

We may not be able to repurchase the exchange notes upon a Change of Control Repurchase Event.

Upon the occurrence of a Change of Control Repurchase Event (as defined in Description of 4.050% Exchange Notes Change of Control Repurchase Event and in Description of 3.942% Exchange Notes Change of Control Repurchase Event), each holder of exchange notes will have the right to require us to repurchase all or any part of such holder's exchange notes at a price equal to 101% of their principal amount, plus accrued and unpaid interest, if any, to, but not including, the date of repurchase. If we experience a Change of Control Repurchase Event, we cannot assure you that we would have sufficient financial resources available to satisfy our obligations to repurchase the exchange notes. Furthermore, debt agreements to which we are a party at such time may contain restrictions and provisions limiting our ability to repurchase the exchange notes, and our ability to repurchase the exchange notes may also be limited by law. Our failure to repurchase the exchange notes as required under the indentures governing the exchange notes would result in a default under such indentures, which could have material adverse consequences to us and the holders of the exchange notes.

The Change of Control Repurchase Event provisions applicable to the exchange notes provide only limited protection.

The definition of the term Change of Control Repurchase Event is limited and does not cover a variety of transactions (such as acquisitions by us and recapitalizations or going private transactions by our affiliates) that could negatively affect the value of the exchange notes. A Change of Control under the indentures governing the exchange notes may only occur if there is a change in the controlling interest in our business. For a Change of Control Repurchase Event to occur, there must be not only a Change of Control as defined in the indentures, but also a ratings downgrade to below investment grade resulting therefrom. If we were to enter into a significant corporate transaction that negatively affects the value of the exchange notes, but would not result in a Change of Control Repurchase Event, you would not have any rights to require us to repurchase the exchange notes prior to their maturity and may be required to hold the exchange notes despite the occurrence of such a transaction, which could materially and adversely affect your investment.

As with the original notes, claims of holders of the exchange notes will be structurally subordinated to those of creditors and any preferred equity holders of our subsidiaries.

We are a holding company, and we conduct substantially all of our operations through our subsidiaries. We perform management, legal, financial, tax, consulting, administrative and other services for our subsidiaries. Our principal

sources of cash are from external financings, dividends and advances from our subsidiaries, investments, payments by our subsidiaries for services rendered, and interest payments from our subsidiaries on cash advances. The amount of dividends available to us from our subsidiaries largely depends upon each

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subsidiary's earnings and operating capital requirements. The ability of our subsidiaries to make any payments to us will depend upon the terms of any credit facilities or other debt instruments of the subsidiaries, upon the subsidiaries' earnings, business and tax considerations and legal restrictions.

As a result of our holding company structure, the original notes and the exchange notes effectively rank junior to all existing and future debt, trade payables and other liabilities, and preferred equity of our subsidiaries. Our right and the right of our creditors to participate in the assets of any of our subsidiaries upon any liquidation or reorganization of any such subsidiary will be subject to the prior claims of that subsidiary's creditors, including trade creditors and preferred equity holders, except to the extent that we may ourselves be a creditor of such a subsidiary.

As of December 31, 2017, total liabilities (other than intercompany liabilities) of our railroad subsidiaries was approximately \$10.2 billion and total debt of our railroad subsidiaries was approximately \$605 million.

There is no current public market for the exchange notes, and a market may not develop.

The exchange notes are new issues of securities for which there is currently no public trading market. We do not intend to list the exchange notes on any national securities exchange and cannot guarantee:

the liquidity of any market that may develop for the exchange notes;

your ability to sell the exchange notes; or

the price at which you might be able to sell the exchange notes.

Liquidity of any market for the exchange notes and future trading prices of the exchange notes will depend on many factors, including:

prevailing interest rates;

our operating results; and

the market for similar securities.

The dealer managers for the original notes have advised us that they currently intend to make a market in the exchange notes, but they are not obligated to do so and may cease any market-making at any time without notice.

Risks Relating to the Exchange Offers

You may have difficulty selling the original notes that you do not exchange.

If you do not exchange your original notes for exchange notes pursuant to the exchange offers, the original notes you hold will continue to be subject to the existing transfer restrictions. The original notes may not be offered, sold or

otherwise transferred, except in compliance with the registration requirements of the Securities Act, pursuant to an exemption from registration under the Securities Act or in a transaction not subject to the registration requirements of the Securities Act, and in compliance with applicable state securities laws. We do not anticipate that we will register any original notes under the Securities Act. After the exchange offer for a series of original notes is consummated, the trading market for the remaining untendered original notes of that series may be small and inactive. Consequently, you may find it difficult to sell any original notes of that series you continue to hold or to sell such original notes at the price you desire because there will be fewer original notes of that series outstanding.

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Some noteholders may be required to comply with the registration and prospectus delivery requirements of the Securities Act.

If you exchange your original notes in an exchange offer for the purpose of participating in a distribution of the corresponding exchange notes, you may be deemed to have received restricted securities and, if so, you will be required to comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale transaction. In addition, a broker-dealer that purchased original notes for its own account as part of market-making or trading activities must deliver a prospectus when it sells the corresponding exchange notes it receives in exchange for original notes in the applicable exchange offer. Our obligation to keep the registration statement of which this prospectus forms a part effective is limited. Accordingly, we cannot guarantee that a current prospectus will be available at all times to broker-dealers wishing to resell their exchange notes.

Late deliveries of original notes or any other failure to comply with the exchange offer procedures could prevent a holder from exchanging its original notes.

Noteholders are responsible for complying with all exchange offer procedures. The issuance of exchange notes in exchange for original notes will only occur upon proper completion of the exchange offer procedures described in this prospectus under the heading The Exchange Offers. Therefore, holders of original notes who wish to exchange their original notes for exchange notes should allow sufficient time for timely completion of the exchange offer procedures. Neither we nor the exchange agent are obligated to extend an exchange offer or notify you of any failure to follow the proper exchange offer procedures.

Table of Contents**THE EXCHANGE OFFERS****Purpose of the Exchange Offers**

When we completed the issuance of the 4.050% original notes on August 15, 2017, and when we completed the issuance of the 3.942% original notes on November 16, 2017, we entered into registration rights agreements with the applicable dealer managers of the private exchange offers. Under each registration rights agreement, we agreed to file a registration statement with the SEC relating to the exchange offer within 180 days of the issue date of the original notes. We also agreed to use all commercially reasonable efforts to cause the registration statement to become effective with the SEC within 270 days of the issue date of the applicable original notes and to consummate that exchange offer within 30 days after the registration statement is declared effective. Each registration rights agreement provides that we will be required to pay additional interest to the holders of the applicable original notes if we fail to comply with such filing, effectiveness and offer consummation requirements. See [Registration Rights Agreement Relating to 4.050% Original Notes](#) and [Registration Rights Agreement Relating to 3.942% Original Notes](#) below for additional information.

The exchange offers are not being made to holders of original notes in any jurisdiction where the exchange would not comply with the securities or blue sky laws of such jurisdiction. A copy of the registration rights agreement relating to the 4.050% original notes has been filed as an exhibit to the Current Report on Form 8-K (Items 1.01, 2.03 and 9.01) we filed with the SEC on August 15, 2017, and is available from us upon request. A copy of the registration rights agreement relating to the 3.942% original notes has been filed as an exhibit to the Current Report on Form 8-K we filed with the SEC on November 16, 2017, and is available from us upon request. See [Where You Can Find More Information](#).

Terms of each Exchange Offer

Upon the terms and conditions described in this prospectus and in the accompanying letters of transmittal, which together constitute the exchange offers, in each exchange offer, we will accept for exchange the applicable original notes that are properly tendered before 5:00 p.m., New York City time, on the expiration date and not validly withdrawn as permitted below. We will issue a like principal amount of corresponding exchange notes in exchange for the principal amount of the original notes tendered under each exchange offer. As used in this prospectus, the term [expiration date](#) means [2018](#), which is the thirtieth (30) calendar day of the offering period for each exchange offer. However, if we have extended the period of time for which an exchange offer is open, the term [expiration date](#) with respect to that exchange offer means the latest date to which we extend that exchange offer.

As of the date of this prospectus, \$749,994,000 aggregate principal amount of the 4.050% original notes is outstanding and \$749,997,000 aggregate principal amount of the 3.942% original notes is outstanding. The 4.050% original notes were issued under an indenture dated August 15, 2017, and the 3.942% original notes were issued under an indenture dated November 16, 2017. This prospectus, together with the letters of transmittal, is first being sent on or about [2018](#), to all holders of original notes known to us. Our obligation to accept original notes for exchange in each exchange offer is subject to the conditions described below under the heading [Conditions to each Exchange Offer](#). We reserve the right to extend the period of time during which an exchange offer is open. We may elect to extend an exchange offer period if less than 100% of the original notes subject to the applicable exchange offer are tendered or if any condition to consummation of that exchange offer has not been satisfied as of the expiration date and it is likely that such condition will be satisfied after that date. In addition, in the event of any material change in an exchange offer, we will extend the period of time during which that exchange offer is open if necessary so that at least five (5) business days remain in the offering period following notice of the material change. In the event of such extension, and only in such event, we may delay acceptance for exchange of any original notes subject to the

applicable exchange offer by giving oral or written notice of the extension to the holders of original notes as described below. During any extension period for an exchange offer, all original notes previously tendered in that exchange offer will remain subject to that

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exchange offer and may be accepted for exchange by us. Any original notes not accepted for exchange in that exchange offer will be returned to the tendering holder promptly after the expiration or termination of that exchange offer.

Original notes tendered in an exchange offer must be in denominations of \$2,000 and any integral multiple of \$1,000 in excess thereof. No dissenter's rights of appraisal exist with respect to an exchange offer.

We reserve the right to amend or terminate one or both exchange offers, and to decline to accept for exchange any original notes not previously accepted for exchange, upon the occurrence of any of the conditions of an exchange offer specified below under the heading **Conditions to each Exchange Offer**. We will give oral or written notice of any extension, amendment, non-acceptance or termination to the holders of the applicable original notes as promptly as practicable. Such notice, in the case of any extension, will be issued by means of a press release or other public announcement no later than 9:00 a.m., New York City time, on the next business day after the previously scheduled expiration date.

Our acceptance of the tender of original notes by a tendering holder will form a binding agreement upon the terms and subject to the conditions provided in this prospectus and the accompanying letter of transmittal.

Procedures for Tendering

Except as described below, a tendering holder must, on or prior to 5:00 p.m., New York City time, on the expiration date for the applicable exchange offer:

transmit a properly completed and duly executed letter of transmittal, including all other documents required by the letter of transmittal, to U.S. Bank National Association, as the exchange agent, at the address listed below under the heading **Exchange Agent**; or

if original notes are tendered in accordance with the book-entry procedures described below, the tendering holder must transmit an agent's message to the exchange agent at the address listed below under the heading **Exchange Agent**.

In addition:

the exchange agent must receive, on or before 5:00 p.m., New York City time, on the expiration date for the applicable exchange offer, certificates for the applicable original notes, if any; or

the exchange agent must receive a timely confirmation of book-entry transfer of the applicable original notes into the exchange agent's account at The Depository Trust Company, or DTC, the book-entry transfer facility.

The term **agent's message** means a message, transmitted to DTC and received by the exchange agent and forming a part of a book-entry transfer, that states that DTC has received an express acknowledgment that the tendering holder agrees to be bound by the letter of transmittal and that we may enforce the letter of transmittal against this holder.

The method of delivery of original notes, letters of transmittal and all other required documents is at your election and risk. If the delivery is by mail, we recommend that you use registered mail, properly insured, with return receipt requested. In all cases, you should allow sufficient time to assure timely delivery. You should not send letters of transmittal or original notes to anyone other than the exchange agent.

If you are a beneficial owner whose original notes are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and wish to tender, you should promptly instruct the registered holder to tender on your behalf. Any registered holder that is a participant in DTC's book-entry transfer facility system may make book-entry delivery of the original notes by causing DTC to transfer the original notes into the exchange agent's account.

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Signatures on a letter of transmittal or a notice of withdrawal must be guaranteed unless the original notes surrendered for exchange are tendered:

by a registered holder of the original notes who has not completed the box entitled Special Issuance Instructions or Special Delivery Instructions on the letter of transmittal; or

for the account of an eligible institution.

If signatures on a letter of transmittal or a notice of withdrawal are required to be guaranteed, the guarantees must be by an eligible institution. An eligible institution is a financial institution, including most banks, savings and loan associations and brokerage houses, that is a participant in the Securities Transfer Agents Medallion Program, the New York Stock Exchange Medallion Signature Program or the Stock Exchanges Medallion Program.

We will reasonably determine all questions as to the validity, form and eligibility of original notes tendered for exchange and all questions concerning the timing of receipts and acceptance of tenders. These determinations will be final and binding.

We reserve the right to reject any particular original note not properly tendered, or any acceptance that might, in our judgment or our counsel's judgment, be unlawful. We also reserve the right to waive any defects or irregularities with respect to the form or procedures applicable to the tender of any particular original note prior to the expiration date for the applicable exchange offer. Unless waived, any defects or irregularities in connection with tenders of original notes must be cured within a reasonable period of time. Neither we nor the exchange agent or any other person will be under any duty to give notification of any defect or irregularity in any tender of original notes or incur any liability for failing to give notification of any defect or irregularity.

If the letter of transmittal is signed by a person other than the registered holder of original notes, the letter of transmittal must be accompanied by a certificate of the original notes endorsed by the registered holder or written instrument of transfer or exchange in satisfactory form, duly executed by the registered holder, in either case with the signature guaranteed by an eligible institution. In addition, in either case, the original endorsement or the instrument of transfer must be signed exactly as the name of any registered holder appears on the original notes.

If the letter of transmittal or any original notes or powers of attorney are signed by trustees, executors, administrators, guardians, attorneys-in-fact, officers of corporations or others acting in a fiduciary or representative capacity, these persons should so indicate when signing. Unless waived by us, proper evidence satisfactory to us of their authority to so act must be submitted.

By tendering, each holder will represent to us that, among other things:

the holder is not an affiliate of ours (as defined in Rule 405 under the Securities Act) or a broker-dealer (within the meaning of the Securities Act) tendering original notes acquired directly from us for its own account;

the corresponding exchange notes are being acquired in the ordinary course of business of the person receiving the corresponding exchange notes, whether or not that person is the holder or a nominee; and

neither the holder nor the holder's nominee, if any, has any arrangement or understanding with any person to participate in the distribution (within the meaning of the Securities Act) of the corresponding exchange notes.

In the case of a holder that is not a broker-dealer, that holder, by tendering, will also represent to us that the holder is not engaged in, and does not intend to engage in, a distribution of the corresponding exchange notes.

However, any holder of original notes who (i) is our affiliate (within the meaning of the Securities Act), (ii) intends to participate in an exchange offer for the purpose of distributing the corresponding exchange notes, (iii) is a broker-dealer that acquired original notes in a transaction other than as part of its trading or

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market-making activities, or (iv) has arranged or has an understanding with any person to participate in the distribution of the corresponding exchange notes: (1) will not be able to rely on the interpretation by the staff of the SEC set forth in the applicable no-action letters; (2) will not be able to tender its original notes in the applicable exchange offer; and (3) must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any sale or transfer of the original notes unless such sale or transfer is made pursuant to an exemption from such requirements.

Each broker-dealer that receives exchange notes for its own account in exchange for original notes, where the corresponding original notes were acquired by it as a result of market-making activities or other trading activities, must acknowledge that it will deliver a prospectus that meets the requirements of the Securities Act in connection with any resale of the exchange notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. However, a broker-dealer may be a statutory underwriter. See Plan of Distribution.

Acceptance of Original Notes for Exchange; Delivery of Exchange Notes

Upon satisfaction of all of the conditions to an exchange offer, we will accept, promptly after the expiration date, all original notes subject to that exchange offer that are properly tendered. We will issue the corresponding exchange notes promptly after acceptance of the applicable original notes. See Conditions to each Exchange Offer below. For purposes of an exchange offer, we will be deemed to have accepted properly tendered applicable original notes for exchange when, as and if we have given oral or written notice of such acceptance to the exchange agent, with prompt written confirmation of any oral notice.

For each original note accepted for exchange, the holder of the original note will receive a corresponding exchange note having a principal amount equal to that of the surrendered original note. The 4.050% exchange notes will bear interest from February 15, 2018, which is the most recent date to which interest will have been paid on the 4.050% original notes. The 3.942% exchange notes will bear interest from May 1, 2018, which is the most recent date to which interest will have been paid on the 3.942% original notes. Original notes accepted for exchange will cease to accrue interest from and after the date of completion of the applicable exchange offer. Holders of original notes whose original notes are accepted for exchange will not receive any payment for accrued interest on the original notes otherwise payable on any interest payment date, the record date for which occurs on or after completion of the applicable exchange offer and will be deemed to have waived their rights to receive the accrued interest on the original notes.

In all cases, issuance of exchange notes for original notes will be made only after timely receipt by the exchange agent of:

certificates for the original notes, or a timely book-entry confirmation of the original notes into the exchange agent's account at the book-entry transfer facility;

a properly completed and duly executed letter of transmittal or a transmitted agent's message; and

all other required documents.

Unaccepted or non-exchanged original notes will be returned without expense to the tendering holder of the original notes. In the case of original notes tendered by book-entry transfer in accordance with the book-entry procedures described below, the non-exchanged original notes will be returned or recredited promptly.

Book-Entry Transfer

The exchange agent will make a request to establish an account for each series of the original notes at DTC for purposes of the exchange offers within two business days after the date of this prospectus. Any financial institution that is a participant in DTC's systems must make book-entry delivery of original notes by causing DTC to transfer those original notes into the applicable exchange agent's account at DTC in accordance with

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DTC's procedure for transfer. This participant should transmit its acceptance to DTC on or prior to 5:00 p.m., New York City time, on the expiration date. DTC will verify this acceptance, execute a book-entry transfer of the tendered original notes into the exchange agent's account at DTC and then send to the exchange agent confirmation of this book-entry transfer. The confirmation of this book-entry transfer will include an agent's message confirming that DTC has received an express acknowledgment from this participant that this participant has received and agrees to be bound by the letter of transmittal and that we may enforce the letter of transmittal against this participant. Delivery of exchange notes issued in an exchange offer may be effected through book-entry transfer at DTC. However, the letter of transmittal or facsimile of it or an agent's message, with any required signature guarantees and any other required documents, must be transmitted to and received by the exchange agent at the address listed below under the heading Exchange Agent on or prior to 5:00 p.m., New York City time, on the expiration date for that exchange offer.

Exchanging Book-Entry Notes

The exchange agent and the book-entry transfer facility have confirmed that any financial institution that is a participant in the book-entry transfer facility may utilize the book-entry transfer facility Automated Tender Offer Program, or ATOP, procedures to tender original notes. Any participant in the book-entry transfer facility may make book-entry delivery of original notes by causing the book-entry transfer facility to transfer such original notes into the applicable exchange agent's account in accordance with the book-entry transfer facility's ATOP procedures for transfer. However, the exchange for the original notes so tendered will only be made after a book-entry confirmation of the book-entry transfer of original notes into the applicable exchange agent's account, and timely receipt by the exchange agent of an agent's message and any other documents required by the letter of transmittal. The term agent's message means a message, transmitted by the book-entry transfer facility and received by the exchange agent and forming part of a book-entry confirmation, which states that the book-entry transfer facility has received an express acknowledgment from a participant tendering original notes that are the subject of such book-entry confirmation that such participant has received and agrees to be bound by the terms of the letter of transmittal, and that we may enforce such agreement against such participant.

Withdrawal Rights

For a withdrawal to be effective, the exchange agent must receive a written notice of withdrawal at the address or, in the case of eligible institutions, at the facsimile number, indicated below under the heading Exchange Agent before 5:00 p.m., New York City time, on the expiration date for the applicable exchange offer. Any notice of withdrawal must:

specify the name of the person, referred to as the depositor, having tendered the original notes to be withdrawn;

identify the original notes to be withdrawn, including the series, the certificate number or numbers and the principal amount of the original notes;

in the case of original notes tendered by book-entry transfer, specify the number of the account at the book-entry transfer facility from which the original notes were tendered and specify the name and number of the account at the book-entry transfer facility to be credited with the withdrawn original notes and otherwise comply with the procedures of such facility;

contain a statement that the holder is withdrawing his or her election to have the original notes exchanged;

be signed by the holder in the same manner as the original signature on the letter of transmittal by which the original notes were tendered, including any required signature guarantees, or be accompanied by documents of transfer to have the trustee with respect to the original notes register the transfer of the original notes in the name of the person withdrawing the tender; and

specify the name in which the original notes are registered, if different from that of the depositor.

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If certificates for original notes have been delivered or otherwise identified to the exchange agent, then, prior to the release of these certificates, the withdrawing holder must also submit the serial numbers of the particular certificates to be withdrawn and signed notice of withdrawal with signatures guaranteed by an eligible institution unless this holder is an eligible institution. We will determine all questions as to the validity, form and eligibility, including time of receipt, of notices of withdrawal. Any original notes so withdrawn will be deemed not to have been validly tendered for exchange. No exchange notes will be issued unless the corresponding original notes so withdrawn are validly re-tendered. Any original notes that have been tendered for exchange, but which are not exchanged for any reason, will be returned to the tendering holder without cost to the holder. In the case of original notes tendered by book-entry transfer, the original notes will be credited to an account maintained with the book-entry transfer facility for the original notes. Properly withdrawn original notes may be re-tendered by following the procedures described under the heading **Procedures for Tendering** above at any time on or before 5:00 p.m., New York City time, on the expiration date for the applicable exchange offer.

Conditions to each Exchange Offer

Notwithstanding any other provision of each exchange offer, we shall not be required to accept for exchange, or to issue exchange notes in exchange for, any corresponding original notes, and may terminate or amend the applicable exchange offer, if at any time prior to 5:00 p.m., New York City time, on the expiration date for that exchange offer any of the following events occurs:

there is threatened, instituted or pending any action or proceeding before, or any injunction, order or decree issued by, any court or governmental agency or other governmental regulatory or administrative agency or commission that might materially impair our ability to proceed with that exchange offer; or

that exchange offer or the making of any exchange by a holder of the applicable original notes would violate applicable law or any applicable interpretation of the staff of the SEC.

In addition, we will not accept for exchange any original notes tendered, and no exchange notes will be issued in exchange for any original notes, if any stop order is threatened by the SEC or in effect relating to the registration statement of which this prospectus constitutes a part or the qualification of the applicable indenture under the Trust Indenture Act of 1939, as amended. We are required to make every reasonable effort to obtain the withdrawal of any order suspending the effectiveness of a registration statement at the earliest possible moment.

Neither exchange offer is dependent or conditioned upon the completion of the other exchange offer.

Exchange Agent

We have appointed U.S. Bank National Association as the exchange agent for the exchange offers. You should direct all executed letters of transmittal to the exchange agent at the address indicated below. You should direct questions and requests for assistance, requests for additional copies of this prospectus or of the letter of transmittal to the exchange agent addressed as follows:

Delivery To:

U.S. Bank National Association

Edgar Filing: NORFOLK SOUTHERN CORP - Form S-4

By Hand, Registered or Certified Mail, or Overnight Courier:

U.S. Bank National Association

Corporate Trust Services

111 Filmore Avenue

St. Paul, MN 55107-1402

Attn: Specialized Finance

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For Information Call:

(800) 934-6802

By Facsimile Transmission

(for eligible Institutions only):

Attn: Specialized Finance

(651) 466-7367

Confirm by Telephone:

(800) 934-6802

All other questions should be addressed to Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510-2191, Attention: Investor Relations. If you deliver the letter of transmittal to an address other than any address indicated above or transmit instructions via facsimile other than to any facsimile number indicated above, then your delivery or transmission will not constitute a valid delivery of the letter of transmittal.

Fees and Expenses

We will not make any payment to brokers, dealers or others soliciting acceptances of the exchange offers. We have agreed to pay all expenses incidental to the exchange offers other than commissions and concessions of any broker or dealer and will indemnify holders of the original notes, including any broker-dealers, against certain liabilities, including liabilities under the Securities Act. The cash expenses to be incurred in connection with the exchange offers, including out-of-pocket expenses for the exchange agent, will be paid by us.

Transfer Taxes

We will pay any transfer taxes in connection with the tender of original notes in the exchange offers unless you instruct us to register exchange notes in the name of, or request that original notes not tendered or not accepted in the applicable exchange offer be returned to, a person other than the registered tendering holder. In those cases, you will be responsible for the payment of any applicable transfer taxes.

Consequences of Exchanging or Failing to Exchange the Original Notes

Holders of original notes who do not exchange their original notes for exchange notes in the exchange offers will continue to be subject to the provisions in the applicable indenture regarding transfer and exchange of the original notes and the restrictions on transfer of the original notes as described in the legend on the original notes as a consequence of the issuance of the original notes under exemptions from, or in transactions not subject to, the registration requirements of the Securities Act and applicable state securities laws. In general, the original notes may not be offered, sold or otherwise transferred, unless registered under the Securities Act, except under an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Original note holders that do not exchange original notes for exchange notes in the exchange offers will no longer have any registration rights with respect to such notes.

Under existing interpretations of the Securities Act by the SEC's staff contained in several no-action letters to third parties, and subject to the immediately following sentence, we believe that the exchange notes would generally be freely transferable by holders after the applicable exchange offer without further registration under the Securities Act, subject to certain representations required to be made by each holder of applicable exchange notes, as set forth above under the heading "Procedures for Tendering". However, any holder of original notes who (i) is our affiliate (within the meaning of the Securities Act), (ii) intends to participate in an exchange offer for the purpose of distributing the corresponding exchange notes, (iii) is a broker-dealer that acquired original notes in a transaction other than as part of its trading or market-making activities, or (iv) has arranged or has an understanding with any person to participate in the distribution of the corresponding exchange notes:

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(1) will not be able to rely on the interpretation by the staff of the SEC set forth in the applicable no-action letters; (2) will not be able to tender its original notes in the applicable exchange offer; and (3) must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any sale or transfer of the original notes unless such sale or transfer is made pursuant to an exemption from such requirements. See Plan of Distribution.

We do not intend to seek our own interpretation regarding the exchange offers and there can be no assurance that the SEC's staff would make a similar determination with respect to the exchange notes as it has in other interpretations to other parties, although we have no reason to believe otherwise.

Registration Rights Agreement Relating to 4.050% Original Notes

The following description is a summary of the material provisions of the registration rights agreement relating to the 4.050% original notes. It does not restate that agreement in its entirety. We urge you to read the registration rights agreement in its entirety because it, and not this description, defines your registration rights as holders of the 4.050% original notes. A copy of the registration rights agreement has been filed as an exhibit to the Current Report on Form 8-K (Items 1.01, 2.03 and 9.01) we filed with the SEC on August 15, 2017 and is available from us upon request. See Where You Can Find More Information.

On August 15, 2017, we and the dealer managers of the private exchange offers relating to the 4.050% original notes entered into the registration rights agreement. Pursuant to the registration rights agreement, we agreed to conduct a registered exchange offer (a Registered Exchange Offer), whereby holders of 4.050% original notes, subject to certain conditions and exceptions, could exchange their 4.050% original notes for a like aggregate principal amount of substantially identical exchange notes. We agreed to file with the SEC the Exchange Offer Registration Statement with respect to the 4.050% exchange notes. Upon the effectiveness of this Exchange Offer Registration Statement, of which this prospectus is a part (the Exchange Offer Registration Statement), we will offer to the holders of the 4.050% original notes pursuant to the Registered Exchange Offer who are able to make certain representations the opportunity to exchange their 4.050% original notes for 4.050% exchange notes.

If, with respect to a Registered Exchange Offer for the 4.050% original notes, either: (1) we are not required to file the Exchange Offer Registration Statement or permitted to consummate the exchange offer for the 4.050% original notes, in each case, because the exchange offer for the 4.050% original notes is not permitted by applicable law or SEC policy; or (2) any holder of 4.050% original notes notifies us after commencement of the exchange offer for the 4.050% original notes and prior to the 20th business day following consummation of the exchange offer for the 4.050% original notes that: (i) it is prohibited by law or SEC policy from participating in the exchange offer for the 4.050% original notes, (ii) it may not resell the exchange notes acquired by it in the exchange offer for the 4.050% original notes to the public without delivering a prospectus and the prospectus contained in the Exchange Offer Registration Statement is not appropriate or available for such resales, or (iii) it is a broker-dealer and owns 4.050% original notes acquired directly from us or an affiliate of ours; then we will file with the SEC a Shelf Registration Statement (as defined in the registration rights agreement) to cover resales of the 4.050% original notes by the holders of the 4.050% original notes who satisfy certain conditions relating to the provision of information in connection with the Shelf Registration Statement.

We agreed to file the Exchange Offer Registration Statement with the SEC within 180 days of the issue date of the 4.050% original notes and use all commercially reasonable efforts to have the Exchange Offer Registration Statement declared effective by the SEC on or prior to 270 days after the issue date of the 4.050% original notes. Unless the exchange offer for the 4.050% original notes would not be permitted by applicable law or SEC policy, we agreed to (a) commence the exchange offer for the 4.050% original notes, and (b) use all commercially reasonable efforts to

issue on or prior to 30 days, or longer, if required by the federal securities laws, after the date on which the Exchange Offer Registration Statement is declared effective by the SEC, the applicable exchange notes in exchange for all of the applicable 4.050% original notes tendered prior thereto in the exchange

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offer for the 4.050% original notes. If obligated to file the Shelf Registration Statement, we will use all commercially reasonable efforts to file the Shelf Registration Statement with the SEC on or prior to 45 days after such filing obligation arises and to cause the Shelf Registration Statement to become effective under the Securities Act on or prior to 90 days after such obligation arises.

We will pay additional interest to each holder of the applicable original notes if: (1) we fail to file any of the registration statements required by the registration rights agreement on or before the date specified for such filing; (2) any of such registration statements is not declared effective by the SEC or has not become effective under the Securities Act on or prior to the date specified for such effectiveness (the Effectiveness Target Date); (3) we fail to consummate the exchange offer for the 4.050% original notes within 30 days of the Effectiveness Target Date with respect to the Exchange Offer Registration Statement; or (4) the Shelf Registration Statement or the Exchange Offer Registration Statement is declared effective or becomes effective but thereafter ceases to be effective or usable in connection with resales of 4.050% original notes during the periods specified in the registration rights agreement (each such event referred to in clauses (1) through (4) above, a Registration Default).

With respect to the first 90-day period immediately following the occurrence of the first Registration Default, additional interest will be paid in an amount equal to 0.25% per annum of the principal amount of the 4.050% original notes. The amount of the additional interest will increase by an additional 0.25% per annum with respect to each subsequent 90-day period until all Registration Defaults have been cured, up to a maximum amount of additional interest for all Registration Defaults of 0.50% per annum of the principal amount of the 4.050% original notes.

All accrued additional interest will be paid by us on the next scheduled interest payment date to DTC or its nominee by wire transfer of immediately available funds or by federal funds check and to holders of definitive original notes by wire transfer to the accounts specified by them or by mailing checks to their registered addresses if no such accounts have been specified. Following the cure of all Registration Defaults, the accrual of additional interest will cease.

Holders of the 4.050% original notes will be required to make certain representations to us (as described in the registration rights agreement) in order to participate in the exchange offer for the 4.050% original notes and will be required to deliver certain information to be used in connection with the Shelf Registration Statement in order to have their original notes included in the Shelf Registration Statement and benefit from the provisions regarding additional interest set forth above. By including the applicable original notes in the Shelf Registration Statement, a holder will be deemed to have agreed to indemnify us against certain losses arising out of information furnished by such holder in writing for inclusion in any Shelf Registration Statement. Holders of the 4.050% original notes will also be required to suspend their use of the prospectus included in the Shelf Registration Statement under certain circumstances upon receipt of written notice to that effect from us.

Registration Rights Agreement Relating to 3.942% Original Notes

The following description is a summary of the material provisions of the registration rights agreement relating to the 3.942% original notes. It does not restate that agreement in its entirety. We urge you to read the registration rights agreement in its entirety because it, and not this description, defines your registration rights as holders of the 3.942% original notes. A copy of the registration rights agreement has been filed as an exhibit to the Current Report on Form 8-K we filed with the SEC on November 16, 2017 and is available from us upon request. See [Where You Can Find More Information](#).

On November 16, 2017, we and the dealer manager of the private exchange offers relating to the 3.942% original notes entered into the registration rights agreement. Pursuant to the registration rights agreement, we agreed to conduct a Registered Exchange Offer whereby holders of 3.942% original notes, subject to certain conditions and

exceptions, could exchange their 3.942% original notes for a like aggregate principal amount of

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substantially identical exchange notes. We agreed to file with the SEC the Exchange Offer Registration Statement with respect to the 3.942% exchange notes. Upon the effectiveness of the Exchange Offer Registration Statement, of which this prospectus is a part, we will offer to the holders of the 3.942% original notes pursuant to the Registered Exchange Offer who are able to make certain representations the opportunity to exchange their 3.942% original notes for 3.942% exchange notes.

If, with respect to a Registered Exchange Offer for the 3.942% original notes, either: (1) we are not required to file the Exchange Offer Registration Statement or permitted to consummate the exchange offer for the 3.942% original notes, in each case, because the exchange offer for the 3.942% original notes is not permitted by applicable law or SEC policy; or (2) any holder of 3.942% original notes notifies us after commencement of the exchange offer for the 3.942% original notes and prior to the 20th business day following consummation of the exchange offer for the 3.942% original notes that: (i) it is prohibited by law or SEC policy from participating in the exchange offer for the 3.942% original notes, (ii) it may not resell the exchange notes acquired by it in the exchange offer for the 3.942% original notes to the public without delivering a prospectus and the prospectus contained in the Exchange Offer Registration Statement is not appropriate or available for such resales, or (iii) it is a broker-dealer and owns 3.942% original notes acquired directly from us or an affiliate of ours; then we will file with the SEC a Shelf Registration Statement (as defined in the registration rights agreement) to cover resales of the 3.942% original notes by the holders of the 3.942% original notes who satisfy certain conditions relating to the provision of information in connection with the Shelf Registration Statement.

We agreed to file the Exchange Offer Registration Statement with the SEC within 180 days of the issue date of the 3.942% original notes and use all commercially reasonable efforts to have the Exchange Offer Registration Statement declared effective by the SEC on or prior to 270 days after the issue date of the 3.942% original notes. Unless the exchange offer for the 3.942% original notes would not be permitted by applicable law or SEC policy, we agreed to (a) commence the exchange offer for the 3.942% original notes, and (b) use all commercially reasonable efforts to issue on or prior to 30 days, or longer, if required by the federal securities laws, after the date on which the Exchange Offer Registration Statement is declared effective by the SEC, the applicable exchange notes in exchange for all of the applicable 3.942% original notes tendered prior thereto in the exchange offer for the 3.942% original notes. If obligated to file the Shelf Registration Statement, we will use all commercially reasonable efforts to file the Shelf Registration Statement with the SEC on or prior to 45 days after such filing obligation arises and to cause the Shelf Registration Statement to become effective under the Securities Act on or prior to 90 days after such obligation arises.