

GENESEE & WYOMING INC
Form 8-K
November 09, 2018

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): November 2, 2018

Genesee & Wyoming Inc.

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------------------|--|
| Delaware | 001-31456 | 06-0984624 |
| _____ (State or other jurisdiction of incorporation) | _____ (Commission File Number) | _____ (I.R.S. Employer Identification No.) |

| | |
|---|---------------------|
| 20 West Avenue, Darien, Connecticut | 06820 |
| _____ (Address of principal executive offices) | _____ (Zip Code) |

| | |
|--|--------------|
| Registrant's telephone number, including area code: | 203-202-8900 |
|--|--------------|

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this

chapter).

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 13(a) of the Exchange Act.

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

Effective November 2, 2018, the Board of Directors of Genesee & Wyoming Inc. (the “Company”) approved certain amendments to the Amended and Restated Bylaws of the Company, the purpose of which was to provide for majority voting in uncontested elections of directors, as previously disclosed in the Company’s Form 10-Q for the quarterly period ended September 30, 2018 filed on November 6, 2018. The foregoing description of the amendment to the Amended and Restated Bylaws of the Company does not purport to be complete and is qualified in its entirety by reference to the Amended and Restated Bylaws of the Company, as amended, which is included hereto as Exhibit 3.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No. Exhibit

Amended and Restated By-Laws of Genesee & Wyoming Inc., effective as of November 2, 2018, is incorporated 3.2 by reference to Exhibit 3.1 to the Company’s Quarterly Report on Form 10-Q filed on November 6, 2018 (File No. 001-31456).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Genesee & Wyoming Inc.

November 9, 2018 By: /s/ Allison M. Fergus
Name: Allison M. Fergus
Title: General Counsel and Secretary