

GENESEE & WYOMING INC  
Form 8-K  
February 08, 2012

**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): February 8, 2012

Genesee & Wyoming Inc.

(Exact name of registrant as specified in its charter)

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

66 Field Point Road, Greenwich, Connecticut    06830  
(Address of principal executive offices)              (Zip Code)

Registrant's telephone number, including area code: (203) 629-3722

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))

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**ITEM 2.02. Results of Operations and Financial Condition**

On February 8, 2012, Genesee & Wyoming Inc. (GWI) issued a press release reporting financial results for the fourth quarter of 2011. A copy of the press release is attached hereto as Exhibit 99.1. The attached Exhibit 99.1 is furnished in its entirety pursuant to this Item 2.02 and is incorporated into this Item 2.02 by reference.

**ITEM 9.01. Financial Statements and Exhibits**

(d) Exhibit.

99.1 Press release, dated February 8, 2012, announcing results for the fourth quarter of 2011

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**SIGNATURES**

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

GENESEE & WYOMING INC.

February 8, 2012 By: /s/ Timothy J. Gallagher  
Name: Timothy J. Gallagher  
Title: Chief Financial Officer