

CSX CORP  
Form S-8 POS  
December 17, 2013  
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As filed with the Securities and Exchange Commission on December 17, 2013

Registration No. 33-47655

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

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**CSX CORPORATION**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Commonwealth of Virginia**  
**(State or Other Jurisdiction of**

**62-1051971**  
**(I.R.S. Employer**

**Incorporation or Organization)**

**Identification No.)**

**500 Water Street, 15th Floor, Jacksonville, Florida**  
**(Address of Principal Executive Offices)**

**32202**  
**(Zip Code)**

**CSX Corporation Stock Plan for Directors**

**(Full Title of the Plan)**

**Ellen M. Fitzsimmons, Esq.**

**Executive Vice President Law and Public Affairs,**

**General Counsel and Corporate Secretary**

**CSX Corporation**

**500 Water Street, 15<sup>th</sup> Floor**

**Jacksonville, Florida 32202**

**(Name and Address of Agent for Service)**

**904-359-3200**

**(Telephone Number, Including Area Code, of Agent for Service)**

**Copy to:**

**Richard D. Truesdell, Jr., Esq.**

**Davis Polk & Wardwell LLP**

**450 Lexington Avenue**

**New York, NY 10017**

**(212) 450-4000**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting 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 ☐

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**DEREGISTRATION OF SECURITIES**

Pursuant to a Registration Statement on Form S-8, Registration No. 33-47655 (the "Registration Statement"), under the Securities Act of 1933, as amended, CSX Corporation (the "Corporation") registered shares of the Corporation's common stock, par value \$1.00 per share (the "Common Stock") (including the related rights (the "Rights") to purchase Preferred Stock of the Corporation), as well as an indeterminate number of interests (the "Plan Interests" and, together with the Common Stock and the Rights, the "Securities") issuable to directors of the Corporation under the CSX Corporation Stock Plan for Directors (the "Plan").

The Plan has terminated. Accordingly, all of the Securities registered for sale under the Plan that remain unsold are hereby deregistered pursuant to the Corporation's undertakings in the Registration Statement identified above.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on December 17, 2013.

**CSX CORPORATION**

Date: December 17, 2013

By: /s/ Ellen M. Fitzsimmons

Name: Ellen M. Fitzsimmons

Title: Executive Vice President Law & Public  
Affairs,

General Counsel and Corporate Secretary  
(Duly Authorized Representative)

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities indicated on December 17, 2013.

<b>Signature</b>	<b>Title</b>
Michael J. Ward	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)
Fredrik J. Eliasson	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
Carolyn T. Sizemore	Vice President and Controller (Principal Accounting Officer)
Donna M. Alvarado	Director
John B. Breaux	Director
Pamela L. Carter	Director
Steven T. Halverson	Director
Edward J. Kelly, III	Director

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*	Director
Gilbert H. Lamphere	
*	Director
John D. McPherson	
*	Director
Timothy T. O Toole	

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David M. Ratcliffe	*	Director
Donald J. Shepard	*	Director
J.C. Watts, Jr.	*	Director
J. Steven Whisler	*	Director

\*By: /s/ Ellen M. Fitzsimmons  
Attorney-in-fact

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Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Jacksonville, State of Florida, on December 17, 2013.

**CSX CORPORATION**

**STOCK PLAN FOR DIRECTORS**

**By: CSX CORPORATION, AS PLAN SPONSOR**

Date: December 17, 2013

By: /s/ Ellen M. Fitzsimmons

Name: Ellen M. Fitzsimmons

Title: Executive Vice President    Law & Public  
Affairs,

General Counsel and Corporate Secretary

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**INDEX OF EXHIBITS**

24.1 Powers of Attorney (filed herewith)