

**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 21, 2023 (February 15, 2023)**

**CSX CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Virginia</b> (State or Other Jurisdiction of Incorporation)	<b>1-8022</b> (Commission File Number)	<b>62-1051971</b> (IRS Employer Identification No.)
<b>500 Water Street, 15th Floor, Jacksonville, Florida</b> (Address of principal executive offices)		<b>32202</b> (Zip Code)

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

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$1 Par Value</b>	<b>CSX</b>	<b>NASDAQ Global Select Market</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 15, 2023, the Compensation and Talent Management Committee (the "Committee") of the Board of Directors of CSX Corporation ("CSX" or the "Company") undertook a review of the Company's annual compensation levels for the Company's named executive officers, including a review of peer company compensation, and, based on this review, approved the following increases to the annual base salary and target annual bonus opportunity for Sean R. Pelkey, the Company's Executive Vice President and Chief Financial Officer: (i) a base salary increase from \$600,000 to \$660,000 and (ii) a target annual bonus opportunity increase from 90% of base salary to 100% of base salary.

**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 thereunto duly authorized.

CSX CORPORATION

By: /s/ Nathan D. Goldman

Name: Nathan D. Goldman

Title: Executive Vice President – Chief Legal Officer & Corporate Secretary

