# 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):
May 15, 2024 (May 9, 2024)

LOGO

### NORFOLK SOUTHERN CORPORATION

(Exact name of registrant as specified in its charter)

Virginia
(State or Other Jurisdiction of Incorporation)

1-8339 (Commission File Number) 52-11880 (IRS Emplo Identification N

650 West Peachtree Street NW
Atlanta, Georgia
30308-1925
(Address of principal executive offices, including zip code)

(855) 667-3 (Registrant's telepholincluding area

No Change (Former name or former address, if changed since last report)

	Title of each class	Trading Symbol	Name of each ex on which regis
Sec	curities registered pursuant to Section 12(b) of	Ethe Act:	
	□ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 2		
	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR		
	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)		
	Written communications pursuant to Rule 42	5 under the Securities Ac	et (17 CFR 230.425)
	eck the appropriate box below if the Form 8-K jistrant under any of the following provisions:	filing is intended to simul	taneously satisfy the filing obl

Norfolk Southern Corporation Common Stock (Par Value \$1.00)	NSC	New York Stock
Indicate by check mark whether the regist Act of 1933 (§230.405 of this chapter) or R chapter).		
		Emerging grov
If an emerging growth company, indicate has period for complying with any new or revise Exchange Act. □		

#### Item 5.07. Submission of Matters to a Vote of Security Holders.

Norfolk Southern Corporation (the "Corporation") held its 2024 Annual Meeting of Shareholders (the "An Meeting") on May 9, 2024.

Set forth below are the matters voted upon at the Annual Meeting, which are more fully described in the Proxy Statement in connection with the Annual Meeting, and the final voting results tabulated by the Coindependent Inspector of Election, First Coast Results, Inc.

#### **Proposal 1 - Election of Directors**

	For	Withhold
Corporation's Nominees		
Richard H. Anderson	155,963,709	20,882,198
Philip S. Davidson	148,120,555	27,961,598
Francesca A. DeBiase	156,252,279	20,684,529
Marcela E. Donadio	156,826,952	20,096,127
Mary Kathryn "Heidi" Heitkamp	95,984,122	80,906,794
John C. Huffard, Jr.	113,181,028	63,763,787
Christopher T. Jones	158,000,865	18,922,320
Thomas C. Kelleher	121,979,232	54,954,477
Amy E. Miles	64,271,195	112,663,573
Claude Mongeau	115,064,565	61,873,324
Jennifer F. Scanlon	81,607,126	95,329,798
Alan H. Shaw	113,918,528	63,022,232
John R. Thompson	52,012,141	124,923,422
Ancora Group's Nominees		
Betsy Atkins	67,807,262	107,797,967
James Barber, Jr.	62,038,091	113,578,206
William Clyburn, Jr.	110,126,338	65,474,552
Sameh Fahmy	111,026,536	64,570,407
John Kasich	78,694,346	93,921,110
Gilbert Lamphere	121,001,573	54,596,890
Allison Landry	87,180,961	88,422,646

The thirteen directors elected at the Annual Meeting to serve for a one-year term, are Richard H. Anders Clyburn, Jr., Philip S. Davidson, Francesca A. DeBiase, Marcela E. Donadio, Sameh Fahmy, Mary Kathryn Heitkamp, John C. Huffard, Jr., Christopher T. Jones, Thomas C. Kelleher, Gilbert Lamphere, Claude Mong H. Shaw.

#### Proposal 2 - Ratification of Appointment of Independent Registered Public Accounting Firm

Shareholders ratified the appointment of KPMG LLP as the Corporation's independent registered public firm for the year ending December 31, 2024, by the following count:

Votes For	Votes Against	Abstentions	
172,513,214	9,428,447	943,579	

#### Proposal 3 - Advisory Resolution on Executive Compensation ("Say on Pay")

Shareholders did not approve the advisory resolution on executive compensation, by the following count

Votes For	Votes Against	Abstentions	Broker Non-Vote
47,617,715	122,902,245	6,980,579	5,384,701

## Proposal 4 - Shareholder Proposal Regarding an Annual Report on Lobbying Activities, Policies Communications

Shareholder did not approve the shareholder proposal, by the following count:

Votes For	Votes Against	Abstentions	Broker Non-Vote
67,237,257	105,805,718	4,457,564	5,384,701

# Proposal 5 - Ancora Bylaw Proposal to repeal any provision or amendment of Norfolk Southern Adopted by the Board Without Shareholder Approval After July 25, 2023

Shareholders approved a proposal submitted by Ancora Group to repeal any provision or amendment of Southern's Bylaws adopted by the Board without shareholder approval after July 25, 2023, by the following

Votes For	Votes Against	Abstentions	Broker Non-Vote
105,852,005	66,786,301	4,862,233	5,384,701

#### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this rep signed on its behalf by the undersigned thereunto duly authorized.

### NORFOLK SOUTHERN CORP

(Registrant)

/s/ Denise W. Hutson

Name: Denise W. Hutson Title: Corporate Secretary

Date: May 15, 2024