

GENESEE & WYOMING INC  
Form 8-K  
August 01, 2007

**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): August 1, 2007

Genesee & Wyoming Inc.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation)

001-31456                      06-0984624  
(Commission                      (IRS Employer  
File Number)                      Identification No.)

66 Field Point Road, Greenwich,                      06830  
Connecticut  
(Address of Principal Executive                      (Zip Code)  
Offices)

(203) 629-3722  
(Registrant's Telephone Number, Including Area Code)

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))
-

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

On August 1, 2007, Genesee & Wyoming Inc. (GWI) issued a press release reporting financial results for the second quarter of 2007. 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 herein by reference.

**ITEM 9.01. Financial Statements and Exhibits**

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Title</u>                                                                           |
|--------------------|----------------------------------------------------------------------------------------|
| 99.1               | Press release, dated August 1, 2007, announcing results for the second quarter of 2007 |

---

**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.

GENESEE & WYOMING INC.

Date: August 1, 2007

By: /s/ Timothy J. Gallagher

---

Name: Timothy J. Gallagher  
Title: Chief Financial Officer

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Title</u>                                                                           |
|--------------------|----------------------------------------------------------------------------------------|
| 99.1               | Press release, dated August 1, 2007, announcing results for the second quarter of 2007 |

---