

CSX CORP
Form DEFA14A
April 29, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement
CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS
PERMITTED BY RULE 14a-6(e) (2))
Definitive Proxy Statement
Definitive Additional Materials
Soliciting Material Pursuant to ss.240.14a-12

CSX CORPORATION

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- | | |
|-----|--|
| (1) | Title of each class of securities to which transaction applies: |
| (2) | Aggregate number of securities to which transaction applies: |
| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
(set forth the amount on which the filing fee is calculated and state how it was determined): |
| (4) | Proposed maximum aggregate value of transaction: |
| (5) | Total fee paid: |

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- | | |
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| (1) | Amount Previously Paid: |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party: |
| (4) | Date Filed: |

March 26, 2014

Vote now on CSX's Annual Stockholders' Meeting proposals

Critical voting deadlines:

May 4 (for 401(k) plans and deferred shares); and
May 6 for all other shares

You have received this message on behalf of CSX Corporation from Broadridge, CSX's proxy mailing agent. Each email you receive contains a unique control number to vote that enables you to vote your shares electronically.

CSX CORPORATION 2014 Annual Meeting of Shareholders

The Annual Meeting of Shareholders of CSX Corporation will be held at 10:00 a.m. (EDT) on Wednesday, May 7, 2014 at the Boston Harbor Hotel, 70 Rows Wharf, Boston, Massachusetts 02110. The meeting agenda includes the annual election of directors, the ratification of the selection of the independent registered public accounting firm, an advisory vote to approve executive compensation, and a stockholder proposal requesting action to allow shareholders to act by written consent.

This notice provides voting instructions and deadlines to vote the shares of CSX stock you may hold.

Voting Instructions

Visit Proxy Login to vote and follow the instructions. To vote, you will need your 12 Digit Control Number noted below:

Control Number: xxxxxxxxxxxx

Voting Recommendations

The CSX Board of Directors recommends that you vote as follows:

FOR: Election of the director nominees

FOR: Ratification of the selection of the independent registered public accounting firm

FOR: Advisory vote to approve executive compensation

X AGAINST: Stockholder proposal requesting action to allow shareholders to act by written consent

Please refer to the 2014 Proxy Statement for detailed information on each of the proposals and the Annual Stockholders' Meeting.

Critical voting deadlines

If you hold CSX stock in the Company's 401(k) Savings Plan, you must submit your vote by 11:59 p.m. (Eastern) on May 4, 2014 to allow J.P. Morgan time to receive your voting instructions and vote on behalf of the plan. J.P. Morgan has designated

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Broadridge, CSX's proxy mailing agent, to collect and tally the votes for the plan shares and vote on behalf of the plan. Broadridge will keep your vote confidential - only total results will be reported at the Annual Stockholders' Meeting or to CSX.

The deadline to vote your shares in all other accounts is 11:59 p.m. (Eastern) on May 6, 2014. If you hold shares in your CSX stock account at Merrill Lynch, Merrill Lynch and its designee will keep your beneficial ownership information as well as your voting instructions confidential, and only total voting results will be reported at the Annual Stockholders' Meeting.
