CSX CORP
Form FWP
April 26, 2017

Filed Pursuant to Rule 433

Registration No. 333-209541

CSX Corporation

PRICING TERM SHEET

April 26, 2017

$850,000,000 3.250% Notes due 2027 (the Notes)

Issuer:	CSX Corporation
Ratings*:	Baa1 / BBB+
Security:	3.250% Notes due 2027
Size:	$850,000,000
Maturity Date:	June 1, 2027
Coupon:	3.250%
Interest Payment Dates:	June 1 and December 1, commencing December 1, 2017
Price to Public:	99.878%
Benchmark Treasury:	2.250% due February 15, 2027
Benchmark Treasury Yield:	2.314%
Spread to Benchmark Treasury:	+ 95 bps
Yield:	3.264%
Make-Whole Call:	T + 15 bps
Par Call:	Within three months prior to the maturity date
Expected Settlement Date:	May 1, 2017 (T+3)
CUSIP / ISIN:	126408HH9 / US126408HH96
Joint Book-Running Managers:	J.P. Morgan Securities LLC Morgan Stanley & Co. LLC UBS Securities LLC
Senior Co-Managers:	Citigroup Global Markets Inc. Credit Suisse Securities (USA) LLC Mizuho Securities USA LLC

Co-Managers:	MUFG Securities Americas Inc.
	PNC Capital Markets LLC
	The Williams Capital Group, L.P.

* **Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and the related prospectus supplement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.

You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling J.P. Morgan Securities LLC collect at 1-212-834-4533, Morgan Stanley & Co. LLC toll free at 1-866-718-1649 or UBS Securities LLC toll free at 1-888-827-7275.

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