

KANSAS CITY SOUTHERN
Form DEF 14A
April 05, 2016
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14

(Rule 14a-101)

SCHEDULE 14A INFORMATION

**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 §240.14a-12

Kansas City Southern

(Name of Registrant as Specified In Its Charter)

Not Applicable

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

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- (1) Title of each class of securities to which transaction applies:

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Kansas City Southern

Notice of 2016 Annual Meeting of Stockholders

and Proxy Statement

May 5, 2016

YOUR VOTE IS IMPORTANT

Please submit your proxy
or voting instructions by
internet, telephone or mail.

We commenced mailing this Notice and Proxy

Statement, the enclosed proxy card and the

accompanying 2015 Annual Report on or
about

April 5, 2016.

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KANSAS CITY SOUTHERN

Notice of Annual Meeting of Stockholders

Thursday, May 5, 2016	Kansas City Southern	Record Date
3:00 p.m. Central Time	Grand Hall	The close of business
	427 W. 12 th Street	March 7, 2016
	Kansas City, Missouri 64105	

Items of business:

1. Election of six directors;
2. Ratification of the Audit Committee's selection of KPMG LLP as our independent registered public accounting firm for 2016;
3. Approval of the Kansas City Southern Annual Incentive Plan for purposes of Internal Revenue Code Section 162(m);
4. An advisory vote to approve the 2015 compensation of our named executive officers;
5. Stockholder proposal, if presented at the Annual Meeting, relating to proxy access; and
6. Such other matters as may properly come before the Annual Meeting or any adjournment thereof.
Only stockholders of record at the close of business on March 7, 2016 are entitled to notice of and to vote at the Annual Meeting or any adjournment thereof.

By Order of the Board of Directors,

Adam J. Godderz

Vice President &

Corporate Secretary

The date of this Notice is April 5, 2016.

Please date, sign and promptly return the enclosed proxy card, regardless of the number of shares you may own and whether or not you plan to attend the meeting in person. Alternatively, you may cast your votes by telephone or through the Internet as described on the proxy card. You may revoke your proxy and vote your shares in person in accordance with the procedures described in this Notice and Proxy Statement. Please also indicate on your proxy card whether you plan to attend the Annual Meeting.

2016 NOTICE OF ANNUAL MEETING AND PROXY STATEMENT

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Proxy Statement Summary

This summary highlights information contained in this Proxy Statement. Please read the entire Proxy Statement before voting.

	<u>2016 Annual Meeting of Stockholders</u>	
Thursday, May 5, 2016	Kansas City Southern	Record Date
3:00 p.m. Central Time	Grand Hall	The close of business
	427 W. 12 th Street	March 7, 2016
	Kansas City, Missouri 64105	

Agenda and Voting Recommendations

Proposal	Board Recommendation	Page Reference for More Information
1. Election of the following nominees for a one-year term:	FOR each nominee	6
Lu M. Córdova		
Terrence P. Dunn		
Antonio O. Garza, Jr.		
David Garza-Santos		
Thomas A. McDonnell		
David L. Starling		
2. Ratification of the Audit Committee's selection of KPMG LLP as our independent registered public accounting firm for 2016	FOR	10
3. Approval of the Kansas City Southern Annual Incentive Plan for purposes of Internal Revenue Code Section 162(m)	FOR	10
	FOR	13

4. Advisory vote to approve the 2015 compensation of our named executive officers

5. Stockholder proposal regarding proxy access AGAINST 14

Board of Directors

Name	Term Ending	Director Since	Independent	Committee Memberships
Lu M. Córdoba*	2016	2010	ü	A,F,N
Terrence P. Dunn*	2016	2007	ü	A,N
Antonio O. Garza, Jr.*	2016	2010	ü	E,F
David Garza-Santos*	2016	2016	ü	
Thomas A. McDonnell*	2016	2003	ü	A,F,N
David L. Starling*	2016	2010		E
Henry R. Davis	2017	2008	ü	C,N
Robert J. Druten, Chairman	2017	2004	ü	C,E,N
Rodney E. Slater	2017	2001	ü	C,N

*Nominee for election to Board of Directors at 2016 Annual Meeting

A-Audit C-Compensation & Organization E-Executive F-Finance N-Nominating & Corporate Governance

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KANSAS CITY SOUTHERN

Questions and Answers about Voting and Annual Meeting

Q: Why were you sent this Proxy Statement?

A: On or about April 5, 2016, we began mailing this Proxy Statement to our stockholders of record on March 7, 2016 (the Record Date) in connection with our Board of Directors solicitation of proxies for use at the 2016 Annual Meeting of Stockholders and any adjournment thereof (the Annual Meeting). We will hold the Annual Meeting at Kansas City Southern, Grand Hall, 427 W. 12th Street, Kansas City, Missouri on Thursday, May 5, 2016 at 3:00 p.m.