

CANADIAN NATIONAL RAILWAY CO

Form 6-K

April 28, 2016

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 6-K**

**REPORT OF FOREIGN ISSUER PURSUANT TO RULE 13a-16 OR 15d-16**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

For the month of April 2016

Commission File Number: 001-02413

**Canadian National Railway Company**

(Translation of registrant's name into English)

935 de la Gauchetiere Street West

Montreal, Quebec

Canada H3B 2M9

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F ☐

Form 40-F ☒

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes ☐

No ☒

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes ☐

No ☒

Indicate by check mark whether by furnishing the information contained in this Form, the Registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes ☐

No ☒

If ☒ Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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**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.

**Canadian National Railway Company**

Date: April 27, 2016

By:	/s/ Cristina Circelli	
Name:		Cristina Circelli
Title:		Deputy Corporate Secretary and General Counsel

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CANADIAN NATIONAL RAILWAY COMPANY

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**Corporate Services**

**Services corporatifs**

**Sean Finn**

**Vice-président exécutif Services corporatifs**

Executive Vice-President Corporate

et chef de la direction des Affaires

Services and Chief Legal Officer

juridiques

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**VIA SEDAR**

April 27, 2016

To: **Autorité des marchés financiers**

Alberta Securities Commission

British Columbia Securities Commission

Manitoba Securities Commission

New Brunswick Securities Commission

Superintendent of Securities Office, Newfoundland & Labrador

Department of Justice, Northwest Territories

Nova Scotia Securities Commission

Ontario Securities Commission

Superintendent of Securities Office, Prince Edward Island

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Saskatchewan Financial Services Commission

Yukon Securities Office

Department of Justice, Nunavut

**RE: Canadian National Railway Company**  
**Report of Voting Results pursuant to section 11.3 of National Instrument 51-102 - *Continuous Disclosure Obligations* ( NI 51-102 )**

Following the Annual Meeting of Shareholders of Canadian National Railway Company (the **Company** ) held on Tuesday, April 26, 2016, at 10:00 a.m., (Eastern Daylight Time) in Le Windsor, Windsor Ballroom, 1170 Peel Street, Montreal, Quebec, Canada (the **Meeting** ), and in accordance with section 11.3 of NI 51-102 *Continuous Disclosure Obligations*, we hereby advise you of the following voting results obtained at the Meeting.

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**1. Election of Directors**

A ballot was conducted with respect to the election of directors. The 11 director nominees proposed by management were elected as directors. According to proxies received and ballots cast, each of the following 11 individuals were elected as directors of the Company until the next annual shareholder meeting or until such person's successor is elected or appointed, with the following results:

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NAME OF NOMINEE	VOTES FOR	%	VOTES WITHHELD	%
Donald J. Carty	559,678,494	98.40	9,080,513	1.60
Amb. Gordon D. Giffin	551,104,145	96.90	17,654,862	3.10
Edith E. Holiday	555,452,082	97.66	13,306,925	2.34
V. Maureen Kempston Darkes	552,871,773	97.21	15,887,234	2.79
The Hon. Denis Losier	555,092,820	97.60	13,666,187	2.40
The Hon. Kevin G. Lynch	566,687,098	99.64	2,071,909	0.36
Claude Mongeau	547,364,422	96.24	21,394,585	3.76
James E. O Connor	567,384,099	99.76	1,374,908	0.24
Robert Pace	548,527,307	96.44	20,231,700	3.56
Robert L. Phillips	560,886,614	98.62	7,872,393	1.38
Laura Stein	566,174,685	99.55	2,584,322	0.45

**2. Appointment of Auditors**

KPMG LLP was appointed as the Company's auditors until the next annual meeting of shareholders, by a majority of the shareholders on a show of hands. The percentage of common shares with proxies received FOR the appointment of the auditors was 97.97% of the common shares represented as follows:

Votes For 575,884,272 (97.97%)

Votes Withheld 11,935,844 (2.03%)

**3. Non-binding Advisory Resolution on Executive Compensation**

A ballot was conducted with respect to the non-binding advisory vote on the Company's approach to Executive compensation. The percentage of common shares voted FOR was 97.72% of the common shares represented at the Meeting as follows:

Votes For 555,770,514 (97.72%)

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Votes Against 12,988,176 (2.28%)

**4. Shareholder Proposal**

A ballot was conducted with respect to the vote on the Shareholder Proposal that the Board of Directors shall require that the Audit Committee will request proposals for the audit engagement no less than every 8 years. The percentage of common shares voted FOR was 2.99% of the common shares represented at the Meeting as follows:

Votes For 17,027,130 (2.99%)

Votes Against 551,731,562 (97.01%)

Yours truly,

/s/ Sean Finn  
Executive Vice-President  
Corporate Services and Chief Legal Officer