

KANSAS CITY SOUTHERN  
Form 8-K  
May 12, 2011

**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**

**May 6, 2011**

**Date of Report (Date of earliest event reported)**

**Kansas City Southern**

**(Exact Name of Registrant as Specified in Its Charter)**

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**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**1-4717**  
(Commission

**44-0663509**  
(IRS Employer

File Number)  
**427 West 12<sup>th</sup> Street**

Identification No.)

**Kansas City, Missouri 64105**

**(816) 983-1303**

(Address, Including Zip Code, and Telephone Number, Including Area Code,  
of Registrant's Principal Executive Offices)

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 (see General Instruction A.2. below):

- .. 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 1.01 Entry into a Material Definitive Agreement.**

***Placement Agreement***

On May 6, 2011, Kansas City Southern de Mexico, S.A. de C.V. ( *KCSM* ), a wholly-owned subsidiary of Kansas City Southern (the *Company* ), entered into a placement agreement (the *Placement Agreement* ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Scotia Capital (USA) Inc., Banco Bilbao Vizcaya Argentaria, S.A. and Morgan Stanley & Co. Incorporated (collectively, the *Placement Agents* ), to sell to the placement agents \$200.0 million aggregate principal amount of new senior unsecured notes in a private placement in reliance on Section 4(2) of the Securities Act of 1933, as amended (the *Securities Act* ). Under the Placement Agreement, the Notes are expected to be resold by the Placement Agents to qualified institutional buyers pursuant to Rule 144A under the Securities Act or to non-U.S. persons pursuant to Regulation S under the Securities Act.

The above description of the Placement Agreement is qualified in its entirety by reference to the terms of that agreement attached as Exhibit 10.1 to this Current Report.

**Item 8.01 Other Events.**

On May 6, 2011, the Company issued a news release announcing the pricing by KCSM of \$200 million in aggregate principal amount of 6 1/8% Senior Notes due 2021 (the *Notes* ), issued pursuant to the Placement Agreement. A copy of the news release is attached as Exhibit 99.1 to this Current Report. KCSM expects to close on the sale of the Notes on May 20, 2011. This announcement is not an offer to sell the Notes.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

10.1 Placement Agreement, dated May 6, 2011, among Kansas City Southern de México, S.A. de C.V., Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Scotia Capital (USA) Inc., Banco Bilbao Vizcaya Argentaria, S.A. and Morgan Stanley & Co. Incorporated.

99.1 News Release issued by Kansas City Southern dated May 6, 2011, entitled *KCS Announces Pricing of Senior Notes Offering* .

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Kansas City Southern

May 12, 2011

By: /s/ Paul J. Weyandt  
Paul J. Weyandt  
Senior Vice President-Finance &  
Treasurer

**EXHIBIT INDEX**

| Exhibit<br>Number | Description of Document   |
|-------------------|---|
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