

CANADIAN NATIONAL RAILWAY CO

Form 6-K

March 22, 2017

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FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Issuer

**Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934**

For the month of March 2017

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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Item 1

North America's Railroad

NEWS RELEASE

CN to purchase its common shares under a specific share repurchase program

MONTREAL, March 22, 2017 CN (TSX: CNR) (NYSE: CNI) announced today that it will repurchase common shares under a specific share repurchase program (Program). The purchase will form part of the Normal Course Issuer Bid for up to 33 million shares (Bid) announced on Oct. 25, 2016.

CN will enter into an agreement (Agreement) with a third party to repurchase common shares through daily purchases that will take place upon the completion of the previous agreement to May 5, 2017, subject to a maximum of 1,800,000 common shares. Pursuant to the terms of the Agreement, and subject to the terms of an issuer bid exemption order issued by the Ontario Securities Commission (Order), the third party will purchase CN's common shares on the open market in accordance with the rules applicable to the Bid, for the purpose of ultimately fulfilling its delivery obligations to CN under the Agreement. The price that CN will pay for any common shares purchased by it from the third party under the Agreement will be negotiated by CN and the third party and will be at a discount to the prevailing market price of CN's common shares on the TSX at the time of the purchase. Information regarding the number of common shares purchased and aggregate purchase price will be available on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com following completion of the Program.

Pursuant to the terms of the Agreement and the Order, all purchases made by the third party or its agents on the TSX or any alternative trading markets pursuant to the Program will be made in accordance with the TSX rules applicable to the Bid, subject to limited exceptions as provided in the Order. In addition, CN and any non-independent purchasing agent acting on behalf of CN are prohibited from purchasing any other common shares during the term of the Program. CN will acquire common shares from the third party pursuant to the Agreement as part of the Bid and such common shares will be cancelled upon purchase by CN.

Forward-Looking Statements

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Certain statements included in this news release constitute forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995 and under Canadian securities laws, including potential purchases of common shares for cancellation under a normal course issuer bid. By their nature, forward-looking statements involve risks, uncertainties and assumptions. The Company cautions that its assumptions may not materialize and that current economic conditions render such assumptions, although reasonable at the time they were made, subject to greater uncertainty. Forward-looking statements may be identified by the use of terminology such as believes, expects, anticipates, assumes, outlook, plans, targets, or other similar words.

Forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors which may cause the actual results or performance of the Company to be materially different from the outlook or any future results or performance implied by such statements. Accordingly, readers are advised not to place undue reliance on forward-looking statements. Important risk factors that could affect the forward-looking statements include, but are not limited to, the effects of general economic and business conditions; industry competition; inflation, currency and interest rate fluctuations; changes in fuel prices; legislative and/or regulatory developments; compliance with environmental laws and regulations; actions by

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regulators; security threats; reliance on technology; trade restrictions; transportation of hazardous materials; various events which could disrupt operations, including natural events such as severe weather, droughts, floods and earthquakes; climate change; labor negotiations and disruptions; environmental claims; uncertainties of investigations, proceedings or other types of claims and litigation; risks and liabilities arising from derailments; and other risks detailed from time to time in reports filed by CN with securities regulators in Canada and the United States. Reference should be made to Management's Discussion and Analysis in CN's annual and interim reports, Annual Information Form and Form 40-F, filed with Canadian and U.S. securities regulators and available on CN's website, for a description of major risk factors.

Forward-looking statements reflect information as of the date on which they are made. CN assumes no obligation to update or revise forward-looking statements to reflect future events, changes in circumstances, or changes in beliefs, unless required by applicable securities laws. In the event CN does update any forward-looking statement, no inference should be made that CN will make additional updates with respect to that statement, related matters, or any other forward-looking statement.

CN is a true backbone of the economy, transporting more than C\$250 billion worth of goods annually for a wide range of business sectors, ranging from resource products to manufactured products to consumer goods, across a rail network of approximately 20,000 route-miles spanning Canada and mid-America. CN Canadian National Railway Company, along with its operating railway subsidiaries serves the cities and ports of Vancouver, Prince Rupert, B.C., Montreal, Halifax, New Orleans, and Mobile, Ala., and the metropolitan areas of Toronto, Edmonton, Winnipeg, Calgary, Chicago, Memphis, Detroit, Duluth, Minn./Superior, Wis., and Jackson, Miss., with connections to all points in North America. For more information about CN, visit the Company's website at www.cn.ca.

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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: March 22, 2017

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