

GENESEE & WYOMING INC  
Form 8-K  
October 31, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): October 31, 2014**

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**Genesee & Wyoming Inc.**  
(Exact name of registrant as specified in its charter)

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**Delaware**                      **001-31456**      **06-0984624**  
(State or other jurisdiction)   (Commission   (I.R.S. Employer  
of incorporation)              File Number)   Identification No.)  
**20 West Avenue, Darien, Connecticut**      **06820**  
(Address of principal executive offices)   (Zip Code)  
**Registrant's telephone number, including area code: (203) 202-8900**

**Not Applicable**  
(Former name or former address, if changed since last report.)

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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:

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))

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**ITEM 2.02 Results of Operations and Financial Condition.**

On October 31, 2014, Genesee & Wyoming Inc. issued a press release reporting financial results for the third quarter of 2014. A copy of the press release is attached hereto as Exhibit 99.1. The attached Exhibit 99.1 is furnished in its entirety pursuant to this Item 2.02 and is incorporated into this Item 2.02 by reference.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No.      Exhibit**

Exhibit 99.1      Press release, dated October 31, 2014, announcing results for the third quarter of 2014.

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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 hereunto duly authorized.

GENESEE & WYOMING INC.

Date: October 31, 2014 By: /s/ Timothy J. Gallagher

Name: Timothy J. Gallagher

Title: Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit No.    Exhibit**

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