

GENESEE & WYOMING INC  
Form 8-K  
May 02, 2006

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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

Date of Report (Date of Earliest Event Reported):

April 28, 2006

Genesee & Wyoming Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-31456

06-0984624

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

66 Field Point Road, Greenwich, Connecticut

06830

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

203-629-3722

Not Applicable

Former name or former address, if changed since last report

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 1.01 Entry into a Material Definitive Agreement.**

On May 1, 2006 Genesee & Wyoming Inc. (GWI) entered into a consulting agreement with Mr. Charles N. Marshall as further described in Item 5.02 below. A copy of the consulting agreement is attached to this Current Report on Form 8-K as Exhibit 10.1 and is incorporated by reference herein.

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On April 28, 2006, GWI announced the retirement of Vice Chairman Charles N. Marshall, effective April 30, 2006. In connection with Mr. Marshall's retirement, GWI entered into a consulting agreement with Mr. Marshall in order to provide for his continued service to GWI with certain ongoing projects and other activities. The consulting agreement calls for Mr. Marshall to be paid a daily fee of \$1,500 as compensation for services rendered.

The press release announcing Mr. Marshall's retirement is attached to this Current Report as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 10.1 — Consulting Agreement between Genesee & Wyoming Inc. and Charles N. Marshall dated as of May 1, 2006.

Exhibit 99.1 — Press Release dated April 28, 2006, announcing the retirement of Charles N. Marshall

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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.

*May 1, 2006*

By: *Adam B. Frankel*

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*Name: Adam B. Frankel*

*Title: Senior Vice President, General Counsel and Corporate Secretary*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
10.1	Consulting Agreement, dated as of May 1, 2006, between Genesee & Wyoming Inc. and Charles N. Marshall
99.1	Press Release, dated April 28, 2006, announcing retirement of Charles N. Marshall