

KANSAS CITY SOUTHERN  
Form S-8 POS  
February 13, 2012

As filed with the Securities and Exchange Commission on February 13, 2012

Registration No. 333-91478

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

**POST-EFFECTIVE**  
**AMENDMENT NO. 1**  
**to**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**Kansas City Southern**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**44-0663509**  
(I.R.S. Employer  
Identification No.)

**427 West 12<sup>th</sup> Street**

**Kansas City, Missouri 64105**

(Address of Principal Executive Offices, including Zip Code)

**The Kansas City Southern Railway Company**

**Union 401(k) Plan**

**Gateway Western Railway**

**Union 401(k) Plan**

**MidSouth Rail Union**

**401(k) Retirement Savings Plan**

(Full title of the plan)

**Brian P. Banks, Esq.**

**Kansas City Southern**

**427 West 12<sup>th</sup> Street Kansas City, MO 64105**

(Name and address of agent for service)

**(816) 983-1382**

(Telephone number, including area code, of agent for service)

***PLEASE SEND COPIES OF COMMUNICATIONS TO:***

**James M. Ash, Esq.**

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**Husch Blackwell LLP**

**4801 Main Street, Suite 1000**

**Kansas City, Missouri 64112**

**(816) 983-8000**

**DEREGISTRATION OF SECURITIES**

On June 28, 2002, Kansas City Southern (the Company ) filed a registration statement on Form S-8, Registration Number 333-91478 (the Registration Statement ), with respect to 35,000 shares (for the Kansas City Southern Railway Company Union 401(k) Plan (the KCS Union Plan )), 150,000 shares (for the Gateway Western Railway Union 401(k) Plan (the Gateway Plan )), and 165,000 shares (for the MidSouth Rail Union 401(k) Retirement Savings Plan (the MidSouth Plan )) of the Company's common stock, par value \$0.01 per share (collectively the Common Stock ). The KCS Union Plan, Gateway Plan and MidSouth Plan are referred to collectively as the Plans . The Company is deregistering the Common Stock and Plan interests with respect to all of the Plans because the Plans have been merged with other plans of the Company and no longer exist. Accordingly, the Company files this Post-Effective Amendment No. 1 to the Registration Statement solely to deregister all remaining unsold Plan interests and Common Stock.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kansas City, County of Jackson, State of Missouri, on February 13, 2012.

**KANSAS CITY SOUTHERN**

By: /s/ David L. Starling  
*David L. Starling*  
*President and*  
*Chief Executive Officer*

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Position</b>	<b>Date</b>
/s/ Michael R. Haverty Michael R. Haverty	Executive Chairman of the Board  of Directors	February 13, 2012
/s/ David L. Starling David L. Starling	President, Chief Executive Officer and Director (Principal Executive Officer)	February 13, 2012
/s/ Michael W. Upchurch Michael W. Upchurch	Executive Vice President and Chief Financial Officer (Principal Financial  Officer)	February 13, 2012
/s/ Mary K. Stadler Mary K. Stadler	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	February 13, 2012
/s/ Lu M. Córdova Lu M. Córdova	Director	February 13, 2012
/s/ Henry R. Davis Henry R. Davis	Director	February 13, 2012
/s/ Robert J. Druten Robert J. Druten	Director	February 13, 2012
/s/ Terrence P. Dunn Terrence P. Dunn	Director	February 13, 2012

/s/ Antonio O. Garza, Jr.  
Antonio O. Garza, Jr.

Director

February 13, 2012

/s/ Thomas A. McDonnell  
Thomas A. McDonnell

Director

February 13, 2012

/s/ Rodney E. Slater  
Rodney E. Slater

Director

February 13, 2012

The Plans: Pursuant to the requirements of the Securities Act of 1933, the administrator of each of the Plans has duly caused this Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Kansas City, Missouri, as of the 13th day of February, 2012.

**THE KANSAS CITY SOUTHERN  
RAILWAY COMPANY  
UNION 401(K) PLAN**

**BY: KANSAS CITY SOUTHERN, as Plan  
administrator**

By: /s/ John E. Derry  
Name: John E. Derry  
Title: Senior Vice President Human Resources

**GATEWAY WESTERN RAILWAY  
UNION 401(K) PLAN**

**BY: KANSAS CITY SOUTHERN, as Plan  
administrator**

By: /s/ John E. Derry  
Name: John E. Derry  
Title: Senior Vice President Human Resources

**MIDSOUTH RAIL UNION  
401(K) RETIREMENT SAVINGS PLAN**

**BY: KANSAS CITY SOUTHERN, as Plan  
administrator**

By: /s/ John E. Derry  
Name: John E. Derry  
Title: Senior Vice President Human Resources