

GENESEE & WYOMING INC  
Form 8-K  
April 29, 2008

**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, 2008**

**Genesee & Wyoming Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-31456**  
(Commission File Number)

**06-0984624**  
(I.R.S. Employer

Identification No.)

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66 Field Point Road, Greenwich,

Connecticut  
(Address of principal executive offices)

06830  
(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))

**Item 8.01 Other Events.**

On April 28, 2008, Genesee & Wyoming Inc. ( GWI ) entered into a Stock Purchase and Merger Agreement (the Merger Agreement ) to acquire CAGY Industries, Inc. ( CAGY ) for approximately \$78.4 million in cash. The final purchase price will be adjusted for working capital at the time of closing. In addition, GWI has agreed to pay contingent consideration of up to \$18.6 million upon satisfaction of certain conditions over the next two years.

The Merger Agreement contains customary representations and warranties, covenants and conditions, including receipt of regulatory approvals required by the Surface Transportation Board for GWI to obtain authority to control CAGY.

GWI expects to close the acquisition and commence operations on June 1, 2008. GWI issued a press release announcing the execution of the Merger Agreement. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No. Description**

99.1 GWI Press release, dated April 29, 2008  
Cautionary Statement Concerning Forward-Looking Statements

This press release contains forward-looking statements regarding future events and the future performance that involve risks and uncertainties that could cause actual results to differ materially from its current expectations including, but not limited to, the consummation of the proposed acquisition transaction; economic, political and industry conditions; customer demand, retention and contract continuation; legislative and regulatory developments; increased competition in relevant markets; funding needs and financing sources; susceptibility to various legal claims and lawsuits; strikes or work stoppages; severe weather conditions and other natural occurrences; and others. Words such as anticipates, intends, plans, believes, seeks, expects, estimates, variations of these words and similar expressions are intended to identify these forward-looking statements. GWI refers you to the documents that it files from time to time with the Securities and Exchange Commission, such as GWI's Forms 10-Q and 10-K which contain additional important factors that could cause its actual results to differ from its current expectations and from the forward-looking statements contained in this press release. GWI disclaims any intention to update the current expectations or forward looking statements contained in this press release.

**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.

*April 29, 2008*

*By: /s/ Allison M. Fergus*

*Name: Allison M. Fergus*

*Title: General Counsel and Secretary*

Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	GWI Press Release dated April 29, 2008