

GENESEE & WYOMING INC  
Form 8-K  
March 13, 2007

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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):

March 12, 2007

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 8.01 Other Events.**

On March 8, 2007, Mortimer B. Fuller III, the Chairman and Chief Executive Officer of Genesee & Wyoming Inc. (GWI), amended and extended the Variable Prepaid Forward (VPF) transaction dated March 8, 2004 with Credit Suisse Capital LLC for 337,500 shares of GWI's common stock (originally 150,000 shares of GWI's common stock, adjusted for subsequent stock splits). The VPF, originally scheduled to terminate on March 8, 2007, has been extended to June 13, 2008. The VPF transaction is essentially a tax deferred forward sale of stock with the retention of a portion of the future upside interest by Mr. Fuller if the price of GWI's common stock increases prior to June 13, 2008.

As previously reported, Mr. Fuller chose a VPF transaction in order to demonstrate his continued confidence in GWI, while permitting him to diversify and monetize a portion of his investment at the same time.

The total number of shares Mr. Fuller covered by this transaction is 337,500. This amount represents approximately 9% percent of the total number of shares of GWI's stock beneficially owned by Mr. Fuller.

The VPF transaction, as amended and extended, is being handled by Credit Suisse Capital LLC.

Certain statements in this report that discuss GWI's expectations are forward-looking statements within the meaning of the federal securities laws and are based upon GWI's current belief as to the outcome of future events. Although GWI believes that the expectations reflected in such forward-looking statements are based upon reasonable assumptions, actual results could differ materially from those set forth in the forward-looking statements. GWI cautions investors and potential investors not to place undue reliance on such statements and disclaims any intention to update the current expectations or forward-looking statements contained in this filing.

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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.

*March 12, 2007*

Genesee & Wyoming Inc.

By: */s/ Allison M. Fergus*

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*Name: Allison M. Fergus  
Title: General Counsel*