

KANSAS CITY SOUTHERN

Form 8-K

December 06, 2005

**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):

December 6, 2005

KANSAS CITY SOUTHERN

(Exact name of company as specified in its charter)

DELAWARE

(State or other jurisdiction
of incorporation)

1-4717

(Commission file number)

44-0663509

(IRS Employer
Identification Number)

427 West 12th Street, Kansas City, Missouri 64105

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:

(816) 983-1303

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 Items.

On December 6, 2005, Kansas City Southern (KCS) announced that it has priced a public offering of \$210 million of its 5 % cumulative convertible perpetual preferred stock at its liquidation preference of \$1,000 per share. KCS expects the issuance and delivery of the shares to occur on December 9, 2005. The offering will be made under KCS existing shelf registration statement. KCS intends to use substantially all the net proceeds from the offering to purchase 9 million shares of its common stock formerly owned by Grupo TMM, S.A., its largest shareholder, at a price per share equal to the net proceeds per share (before expenses) that Grupo TMM receives for 9 million shares of KCS common stock offered concurrently by Grupo TMM. See the Press Release attached hereto as Exhibit 99.1 for further details.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibit 99.1 Press Release issued by Kansas City Southern dated December 6, 2005, entitled Kansas City Southern Announces Pricing of \$210 Million of 5 % Cumulative Convertible Perpetual Preferred Stock is attached hereto as Exhibit 99.1

SIGNATURE

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.

Kansas City Southern

December 6, 2005

By: /s/ PAUL J. WEYANDT
Paul J. Weyandt
Senior Vice President - Finance &
Treasurer

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