

KANSAS CITY SOUTHERN  
Form FWP  
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Issuer Free-Writing Prospectus Filed Pursuant to Rule 433

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**KCS Announces Public Offering of Common Stock**

**Kansas City, Missouri April 27, 2010** Kansas City Southern ( KCS or the Company ) (NYSE: KSU) today announced that it intends to offer, subject to market and other conditions, 5,000,000 shares of common stock in a registered underwritten public offering. The Company intends to grant the underwriters an option for 30 days to purchase up to 750,000 additional shares of common stock to cover overallotments, if any.

The Company intends to use the net proceeds from the sale of the common stock, together with approximately \$106.6 million of other available cash, to redeem (i) \$66.5 million principal amount of its 13.0% Senior Notes due 2013 for a total redemption price of \$75.1 million, (ii) \$70.0 million principal amount of the 12.5% Senior Notes due 2016 issued by its subsidiary Kansas City Southern de Mexico, S.A. de C.V. ( KCSM ) for a total redemption price of \$78.8 million and (iii) \$136.3 million principal amount of the 9.375% Senior Notes due 2012 issued by KCSM for a total redemption price of \$139.5 million, as well as pay the expenses associated with such redemptions. The Company intends to use the net proceeds from any exercise of the overallotment option to redeem additional principal amounts of the 9.375% Senior Notes due 2012 issued by KCSM.

The use of the proceeds from the equity offering is to retire debt, which is consistent with KCS' stated goal of improving its capital structure, stated Chairman and Chief Executive Officer Michael R. Haverty. The transaction is expected to be accretive, which was an important criterion in our decision to pursue this course of action.

By reducing its debt principal amount by approximately \$272.8 million (\$300.2 million if the overallotment option is exercised in full), KCS will reduce annual interest payments by \$34.3 million (\$36.7 million if the overallotment option is exercised in full) and improve its leverage ratio. The transaction is expected to be accretive, exclusive of redemption costs and related adjustments.

BofA Merrill Lynch and J.P. Morgan are acting as the joint book-runners for the common stock offering.

The Company has filed a registration statement including a prospectus and a prospectus supplement with the Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus and prospectus supplement in that registration statement and other documents the Company has filed with the SEC for more complete information about the Company and this offering. You may obtain these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the Company, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and the prospectus supplement if you request them by calling BofA Merrill Lynch at 866-500-5408 or J.P. Morgan at 866-803-9204.

Headquartered in Kansas City, Mo., Kansas City Southern is a transportation holding company that has railroad investments in the U.S., Mexico and Panama. Its primary U.S. holding is The Kansas City Southern Railway Company, serving the central and south central U.S. Its international holdings include Kansas City Southern de Mexico, S.A. de C.V., serving northeastern and central Mexico and the port cities of Lázaro Cárdenas,

Tampico and Veracruz, and a 50 percent interest in Panama Canal Railway Company, providing ocean-to-ocean freight and passenger service along the Panama Canal. Kansas City Southern's North American rail holdings and strategic alliances are primary components of a NAFTA Railway system, linking the commercial and industrial centers of the U.S., Mexico and Canada.

*This press release may include statements concerning potential future events involving KCS and its subsidiaries, which could materially differ from the events that actually occur. The differences could be caused by a number of factors including those factors identified in the Risk Factors and the Cautionary Information sections of KCS Form 10-K for the most recently ended fiscal year, filed by KCS with the Securities and Exchange Commission (SEC) (Commission file no. 1-4717). KCS will not update any forward-looking statements in this press release to reflect future events or developments.*

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