

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

SCHEDULE 13G
(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN THE STATEMENTS FILED
PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO
FILED PURSUANT TO RULE 13d-2**

Roadrunner Transportation Systems, Inc.
(Name of issuer)

Common Stock par value 0.01
(Title of class of securities)

76973Q 105
(CUSIP number)

May 18, 2010
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 76973Q 105	
1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (Entities Only) Eos Capital Partners III, L.P.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER
	6 SHARED VOTING POWER 3,913,289
	7 SOLE DISPOSITIVE POWER
	8 SHARED DISPOSITIVE POWER 3,913,289
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,913,289
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.2%
12	TYPE OF REPORTING PERSON PN

CUSIP No. 76973Q 105		
1	NAMES OF REPORTING PERSONS Eos Partners, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
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11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.2%	
12	TYPE OF REPORTING PERSON PN	

CUSIP No. 76973Q 105		
1	NAMES OF REPORTING PERSONS ECP General III, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
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10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.2%	
12	TYPE OF REPORTING PERSON PN	

CUSIP No. 76973Q 105		
1	NAMES OF REPORTING PERSONS ECP III, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
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9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,913,289	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.2%	
12	TYPE OF REPORTING PERSON OO	

CUSIP No. 76973Q 105	
1	NAMES OF REPORTING PERSONS Eos General, L.L.C.
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER
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10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES <input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 13.2%
12	TYPE OF REPORTING PERSON OO

CUSIP NO. 76973Q 105

- Item 1. (a) Name of Issuer:
Roadrunner Transportation Systems, Inc. (the "Issuer")
- Item 1. (b) Address of Issuer's Principal Executive Offices:
4900 S. Pennsylvania Ave., Cudahy, Wisconsin 53110-8903
- Item 2. (a) Name of Person(s) Filing:
Eos Capital Partners III, L.P.
Eos Partners, L.P.
ECP General III, L.P.
ECP III, LLC
Eos General, L.L.C.
- Item 2. (b) Address of Principal Business Office or, if none, Residence:
320 Park Avenue
New York, New York 10022
- Item 2. (c) Citizenship or Place of Organization:
See Item 4 of each cover page.
- Item 2. (d) Title of Class of Securities:
Common Stock, par value \$0.01 per share (the "Common Stock").
- Item 2. (e) CUSIP Number:
76973Q 105
- Item 3. Not applicable.

Item 4. Ownership.

(a) Amount beneficially owned:

The approximate percentages of shares of Common Stock reported as beneficially owned by the Reporting Persons are based upon 29,542,563 shares outstanding as of May 18, 2010, as reported in the Issuer's Prospectus filed pursuant to Rule 424(b) (4) of the Securities Act of 1933, as amended. Amounts shown include 2,605,384 shares of Common Stock held by Eos Capital Partners III, L.P. ("ECP III"); 435,101 shares of Common Stock issuable upon exercise of warrants held by ECP III; 747,977 shares of Common Stock held by Eos Partners, L.P. ("Eos Partners") and 124,827 shares of Common Stock issuable upon exercise of warrants held by Eos Partners. ECP III, LLC is the general partner of ECP General III, L.P., the general partner of ECP III. Eos General, L.L.C. is the general partner of Eos Partners. Because each of these funds is ultimately under common management that shares the power to direct the voting and disposition of the shares, each of these entities may be deemed to share beneficial ownership of the shares owned by the others. Each of these entities disclaims this beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Persons are the beneficial owner of the shares for purposes of Section 13 or for any other purpose, except to the extent of their pecuniary interest therein.

(b) Percent of class:

See Item 11 of each cover page.

(c) Number of shares as to which the person has:

(i) Sole power to vote or direct the vote:

See Item 5 of each cover page.

(ii) Shared power to vote or direct the vote:

See Item 6 of each cover page.

(iii) Sole power to dispose or to direct the disposition of:

See Item 7 of each cover page.

(iv) Shared power to dispose or direct the disposition of:

See Item 8 of each cover page.

Item 5. Ownership of Five Percent or Less of a Class:

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person:

See Item 4 above.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported By the Parent Holding Company:

Not applicable.

Item 8. Identification and Classification of Members of the Group:

Not applicable.

Item 9. Notice of Dissolution of a Group:

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 28, 2010

EOS CAPITAL PARTNERS III, L.P.

By: ECP General III, L.P., its general partner

By: ECP III, LLC, its general partner

By: /S/ BRIAN YOUNG
Name: **Brian Young**
Title: **Chairman**

ECP GENERAL III, L.P.

By: ECP III, LLC, its general partner

By: /S/ BRIAN YOUNG
Name: **Brian Young**
Title: **Chairman**

ECP III, LLC

By: /S/ BRIAN YOUNG
Name: **Brian Young**
Title: **Chairman**

EOS PARTNERS, L.P.

By: Eos General, L.L.C., its general partner

By: /S/ BRIAN YOUNG
Name: **Brian Young**
Title: **Managing Member**

EOS GENERAL, L.L.C.

By: /S/ BRIAN YOUNG
Name: **Brian Young**
Title: **Managing Member**

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1)(iii), we the undersigned agree that the Schedule 13G, to which this Joint Filing Agreement is attached as Exhibit 1, is filed on behalf of each of us.

Dated: May 28, 2010

EOS CAPITAL PARTNERS III, L.P.

By: ECP General III, L.P., its general partner

By: ECP III, LLC, its general partner

By: _____ /s/ BRIAN YOUNG
Name: **Brian Young**
Title: **Chairman**

ECP GENERAL III, L.P.

By: ECP III, LLC, its general partner

By: _____ /s/ BRIAN YOUNG
Name: **Brian Young**
Title: **Chairman**

ECP III, LLC

By: _____ /s/ BRIAN YOUNG
Name: **Brian Young**
Title: **Chairman**

EOS PARTNERS, L.P.

By: Eos General, L.L.C., its general partner

By: _____ /s/ BRIAN YOUNG
Name: **Brian Young**
Title: **Managing Member**

EOS GENERAL, L.L.C.

By: _____ /s/ BRIAN YOUNG
Name: **Brian Young**
Title: **Managing Member**