
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

March 13, 2019 (March 7, 2019)
Date of report (Date of earliest event reported)

ROADRUNNER TRANSPORTATION SYSTEMS, INC.

(Exact Name of Registrant as Specified in Charter)

DELAWARE

(State or Other Jurisdiction
of Incorporation)

001-34734

(Commission
File Number)

20-2454942

(IRS Employer
Identification No.)

**1431 Opus Place, Suite 530 Downers Grove,
Illinois**

(Address of Principal Executive Offices)

60515

(Zip Code)

(414) 615-1500

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On March 7, 2019, following the adoption and recommendation by the board of directors (the “Board”) of Roadrunner Transportation Systems, Inc. (the “Company”), holders of a majority (the “Majority Stockholders”) of the Company’s issued and outstanding common stock, par value \$0.01 per share (the “Common Stock”), adopted and approved an amendment by written consent to the Company’s Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), to (i) effect a reverse stock split of the Common Stock at a ratio of 1-for-25 (the “Reverse Split”) and (ii) reduce the number of authorized shares of Common Stock in a corresponding proportion to the Reverse Split (the “Authorized Share Decrease”). The approval of the amendment to the Certificate of Incorporation by written consent was made pursuant to Section 228 of the Delaware General Corporation Law, which provides that any action that may be taken at a meeting of the stockholders may be taken by the written consent of the holders of the number of shares of voting stock required to approve the action at a meeting. The Majority Stockholders executing the written consent held 848,875,548 shares of Common Stock, accounting for approximately 90.4% of the Company’s issued and outstanding Common Stock. On March 15, 2019, the Company expects to commence the mailing of a Definitive Information Statement on Schedule 14C disclosing the action of the Majority Stockholders taken by written consent.

Item 7.01. Regulation FD Disclosure.

On March 13, 2019, the Company issued a press release announcing the approval of the Reverse Split and Authorized Share Decrease. A copy of the press release is furnished as Exhibit 99.1 hereto pursuant to Item 7.01 of Form 8-K and is hereby incorporated by reference into this Item 7.01.

In accordance with General Instruction B.2 of Form 8-K, the information furnished pursuant to this Item 7.01, including Exhibit 99.1 furnished herewith, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), nor shall such be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

- (a) *Financial Statements of Business Acquired.*
Not applicable.
- (b) *Pro Forma Financial Information.*
Not applicable.
- (c) *Shell Company Transactions.*
Not applicable.
- (d) Exhibits.

Exhibit
Number

99.1 [Press Release dated March 13, 2019](#)

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.

ROADRUNNER TRANSPORTATION SYSTEMS,
INC.

Date: March 13, 2019

By: /s/ Terence R. Rogers

Terence R. Rogers
Chief Financial Officer



Roadrunner Announces Approval of 1-for-25 Reverse Stock Split

Downers Grove, IL (BUSINESS WIRE) — March 13, 2019 – Roadrunner Transportation Systems, Inc. (“Roadrunner” or the “company”) (NYSE: RRTS), a leading asset-right transportation and asset-light logistics service provider, today announced that its board of directors and the holders of a majority of the issued and outstanding shares of the company’s common stock approved a 1-for-25 reverse split of the company’s issued and outstanding shares of common stock. The 1-for-25 reverse stock split will be effective upon the filing and effectiveness of a certificate of amendment to Roadrunner’s amended and restated certificate of incorporation after the market closes on April 4, 2019, and Roadrunner’s common stock will begin trading on a split-adjusted basis when the market opens on April 5, 2019.

When the reverse stock split becomes effective, every 25 shares of Roadrunner’s issued and outstanding common stock will automatically be converted into one share of common stock. No fractional shares will be issued if, as a result of the reverse stock split, a stockholder would otherwise become entitled to a fractional share. Instead, stockholders who otherwise would hold fractional shares will be entitled to cash payments (without interest) in respect of such fractional shares. The reverse stock split will not impact any stockholder’s percentage ownership of Roadrunner, subject to the treatment of fractional shares. Following the reverse stock split, the number of outstanding shares of Roadrunner’s common stock will be reduced by a factor of 25. The certificate of amendment to Roadrunner’s amended and restated certificate of incorporation in connection with the reverse stock split will also proportionately decrease the number of authorized shares of common stock.

Roadrunner’s shares of common stock will continue to trade on the New York Stock Exchange (“NYSE”) under the symbol “RRTS” but will trade under a new CUSIP. The reverse stock split is expected to increase the market price per share of Roadrunner’s common stock in order to comply with the NYSE continued listing standards relating to minimum price per share.

American Stock Transfer & Trust Company, LLC, Roadrunner’s transfer agent, will act as the exchange agent for the reverse stock split. Please contact American Stock Transfer & Trust Company, LLC for further information at (877) 248-6417 or (718) 921-8317.

About Roadrunner Transportation Systems, Inc.

Roadrunner Transportation Systems is a leading asset-right transportation and asset-light logistics provider offering a full suite of services and solutions under the Roadrunner®, Active On-Demand® and Ascent Global Logistics® brands. The Roadrunner brand offers less-than-truckload, over-the-road truckload and intermodal services. Active On-Demand offers premium mission critical air and ground logistics solutions. Ascent Global Logistics offers domestic freight management, retail consolidation, international freight forwarding and customs brokerage. For more information, please visit Roadrunner’s websites, www.rts.com and www.ascentgl.com.

Safe Harbor Statement

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which relate to future events. Forward-looking statements also include, among other things, statements regarding Roadrunner’s reverse stock split and future stock trading, including the expected timing of the reverse stock split. These statements are often, but not always, made through the use of



words or phrases such as "may," "will," "anticipate," "estimate," "plan," "project," "continuing," "ongoing," "expect," "believe," "intend," "predict," "potential," "opportunity," and similar words or phrases or the negatives of these words or phrases. These forward-looking statements are based on Roadrunner's current assumptions, expectations, and beliefs and are subject to substantial risks, estimates, assumptions, uncertainties and changes in circumstances that may cause Roadrunner's actual results, performance, initiatives, or achievements, to differ materially from those expressed or implied in any forward-looking statement. Because the risks, estimates, assumptions and uncertainties referred to above could cause actual results or outcomes to differ materially from those expressed in any forward-looking statements, you should not place undue reliance on any forward-looking statements. Any forward-looking statement speaks only as of the date hereof, and, except as required by law, Roadrunner assumes no obligation and does not intend to update any forward-looking statement to reflect events or circumstances after the date hereof except as required by law. For a full discussion of risks and uncertainties, see the section entitled "Risk Factors" in Roadrunner's Annual Report on Form 10-K for the year ended December 31, 2018.

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