
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

April 16, 2019

Date of report (Date of earliest event reported)

ROADRUNNER TRANSPORTATION SYSTEMS, INC.

(Exact Name of Registrant as Specified in Charter)

<u>DELAWARE</u> (State or Other Jurisdiction of Incorporation)	<u>001-34734</u> (Commission File Number)	<u>20-2454942</u> (IRS Employer Identification No.)
<u>1431 Opus Place, Suite 530 Downers Grove, Illinois</u> (Address of Principal Executive Offices)		<u>60515</u> (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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Departure of Directors

On April 16, 2019, the Company announced that three of its current directors, John G. Kennedy III, William S. Urkiel, and Michael P. Ward, are resigning from the Company's Board of Directors effective as of the May 22, 2019 annual meeting of stockholders, as part of a planned board transition. The resignations of each such director, dated April 15, 2019, indicated that such director had no disagreement on any matter related to the Company's operations, policies, or practices.

In connection with the planned board transition, the Company also announced that Donald C. Brown and Christopher W. Jamroz have been nominated for election to the Company's Board of Directors at its annual meeting to be held on May 22, 2019.

On April 16, 2019, the Company issued a press release announcing the planned director changes. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Grant of Restricted Stock Units

On April 16, 2019, the Compensation Committee of our Board of Directors made a special, one-time grant to Messrs. Kennedy, Urkiel, and Ward of restricted stock units ("RSUs") for 2,200 shares of our common stock to each such director. Each RSU is equal in value to one share of our common stock, and all such RSUs are immediately vested. In addition, our Compensation Committee accelerated the vesting of RSUs held by Messrs. Kennedy, Urkiel, and Ward that were previously granted to each such director but were not yet vested. As a result of this acceleration, Messrs. Kennedy, Urkiel, and Ward became immediately vested in 222 RSUs held by each such director.

Also on April 16, 2019, our Compensation Committee granted to James D. Staley, Scott L. Dobak, Christopher L. Doerr, and Brian C. Murray, as part of their annual director compensation, 4,400 RSUs. Each RSU is equal in value to one share of our common stock, and all such RSUs will vest 100% on February 15, 2020. The recipients of these RSU awards generally must remain as a director on a continuous basis through the end of the relevant vesting period in order to receive any amount of the RSUs covered by that award.

Also on April 16, 2019, our Compensation Committee granted to Messrs. Brown and Jamroz, subject to and upon their election to our Board of Directors, as part of their annual director compensation, 2,200 RSUs. Each RSU is equal in value to one share of our common stock, and all such RSUs will vest 100% on February 15, 2020. The recipients of these RSU awards generally must remain as a director on a continuous basis through the end of the relevant vesting period in order to receive any amount of the RSUs covered by that award.

The foregoing is a summary only and does not purport to be a complete description of all of the terms, provisions, covenants and agreements contained in the form of Restricted Stock Unit Agreement to be used for these grants, a copy of which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2019.

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 April 16, 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: April 16, 2019

By: /s/ Terence R. Rogers

Terence R. Rogers

Chief Financial Officer



Roadrunner Nominates Two New Directors for Election at the Company's Upcoming Annual Meeting

Downers Grove, IL (BUSINESS WIRE) — April 16, 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 has nominated Donald C. Brown and Christopher W. Jamroz for election to the company's Board of Directors at its annual meeting to be held on May 22, 2019. Three current directors, John G. Kennedy III, William S. Urkiel and Michael P. Ward, have resigned from the Board effective with the May 22 annual meeting, as part of a planned board transition.

"First of all, on behalf of our Board and management team, I would like to thank John, Bill and Mike for their valuable counsel and years of service to Roadrunner. Their collective commitment to Roadrunner enabled us to successfully navigate some challenging times over the past few years. We wish all three great success in their future endeavors," said Curt Stoelting, Chief Executive Officer of Roadrunner.

Stoelting continued, "We are excited to be nominating Don Brown and Chris Jamroz to our board. Both have extensive industry experience and knowledge in finance, operations, management and administration. Don and Chris will be valuable assets and key advisors to our company as we continue to pursue our long-term business plan."

Donald C. Brown retired in 2017 after a 20-year career at FedEx Corporation. His career includes serving as Executive Vice President, Finance and Administration, and Chief Financial Officer of FedEx Freight from 2008 to 2017, and as Senior Vice President and Chief Financial Officer of FedEx Freight from 2001 to 2008. He also held management positions at FedEx Corporation, FedEx Corporate Services and FedEx Logistics. Prior to joining FedEx, Brown held positions with Caliber System, Inc., Roadway Services, Inc and Ernst & Young. He currently serves on the Board of Directors of The Davey Tree Expert Company in Kent, Ohio, and the Board of Advisors for Miller Transfer & Rigging in Rootstown, Ohio.

Christopher W. Jamroz is Executive Chairman of STG Holdings, LLC, a specialty 3PL and transportation services provider. He also serves as Chairman of the Board of CMS Info Systems, Ltd., a secure logistics company. He previously served as President and Chief Operating Officer of GardaWorld Cash Services from 2010 to 2016. Prior to that time, he was at J.P. Morgan Chase in Canada from 2003 to 2010, ultimately serving as the Head of the Corporate Finance practice.

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 board transition and nominees for Roadrunner's board of directors at its annual meeting. 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.

Additional Information and Where to Find It

In connection with the annual meeting of stockholders, the company filed with the Securities and Exchange Commission ("SEC") a preliminary proxy statement on April 15, 2019. When completed, a definitive proxy statement and a form of proxy will be filed with the SEC and mailed to the company's stockholders. Stockholders should read the definitive proxy statement when it becomes available and any other documents to be filed with the SEC in connection with the annual meeting of stockholders or incorporated by reference in the proxy statement because they will contain important information about the annual meeting of stockholders.

Investors will be able to obtain a free copy of documents filed with the SEC at the SEC's website at <https://www.sec.gov>. In addition, investors may obtain a free copy of the company's filings with the SEC from the company's website at <https://investors.rts.com/financial-information/sec-filings>.

The company and its directors, executive officers and certain other members of management and employees of the company may be deemed "participants" in the solicitation of proxies from stockholders of the company in connection with the annual meeting of stockholders. Information regarding the persons who may, under the rules of the SEC, be considered participants in the solicitation of the stockholders of the company, and their direct or indirect interests, by security holdings or otherwise, which may be different from those of the company's stockholders generally, will be set forth in the definitive proxy statement and the other relevant documents to be filed with the SEC. You can find information about the company's executive officers and directors in its Annual Report on Form 10-K for the fiscal year ended December 31, 2018 and in the definitive proxy statement to be filed with the SEC.

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Contact:

Reputation Partners
Marilyn Vollrath
414-376-8834
ir@rrts.com
