
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
December 19, 2018
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 December 19, 2018, we held our annual meeting of stockholders (the “Annual Meeting”) to consider and vote upon the following proposals:

- (1) the election of three Class I directors, each to serve for a three-year term expiring at our 2020 annual meeting of stockholders, and the election of four Class II directors, each to serve for a three-year term expiring at our 2021 annual meeting of stockholders;
 - (2) the approval, on an advisory basis, of the compensation of our named executive officers;
 - (3) the frequency, on an advisory basis, of future stockholder advisory votes on the compensation of our named executive officers;
 - (4) the approval and adoption of the Roadrunner Transportation Systems, Inc. 2018 Incentive Compensation Plan (the “2018 Plan”);
 - (5) the approval of an amendment to our Amended and Restated Certificate of Incorporation to (a) effect a reverse stock split of our common stock at a ratio in the range of 1-for-35 to 1-for-100, with such ratio to be determined in the discretion of our board of directors and with such reverse stock split to be effected at such time and date, if at all, as determined by our board of directors in its sole discretion, and (b) reduce the number of authorized shares of our common stock in a corresponding proportion to the reverse stock split, rounded to the nearest whole share (the “Reverse Stock Split”);
 - (6) the approval of an amendment to our Amended and Restated Certificate of Incorporation to increase the authorized number of shares of our common stock from 105,000,000 shares to 1,100,000,000 shares (the “Authorized Share Increase Amendment”);
 - (7) the approval of the issuance and sale of 900,000,000 shares of our common stock upon exercise of rights to purchase shares of our common stock at a subscription price of \$0.50 per share to raise \$450 million pursuant to a rights offering (the “Rights Offering”);
 - (8) the approval of the issuance and sale of all unsubscribed shares of our common stock in the rights offering pursuant to a Standby Purchase Agreement that we entered into on November 8, 2018 with funds affiliated with Elliott Management Corporation (“Elliott”) (the “Backstop Commitment”);
 - (9) the approval of an amendment to our Amended and Restated Certificate of Incorporation to permit stockholder action by written consent (the “Written Consent Amendment”);
 - (10) the approval of an amendment to our Amended and Restated Certificate of Incorporation to permit stockholders holding a majority of our outstanding common stock to request that the company call a special meeting (the “Special Meeting Amendment”);
 - (11) the approval of an amendment to our Amended and Restated Certificate of Incorporation to permit stockholders holding a majority of our outstanding common stock to remove directors with or without cause (the “Director Removal Amendment”);
 - (12) the approval of an amendment to our Amended and Restated Certificate of Incorporation to permit stockholders holding a majority of our outstanding common stock to amend or repeal the Amended and Restated Certificate of Incorporation or any provision thereof (the “Certificate of Incorporation Amendment”);
 - (13) the approval of an amendment to our Amended and Restated Certificate of Incorporation to permit stockholders holding a majority of our outstanding common stock to amend or repeal the Second Amended and Restated Bylaws or any provision thereof (the “Bylaw Amendment”);
 - (14) the approval of an amendment to our Amended and Restated Certificate of Incorporation to designate the courts in the state of Delaware as the exclusive forum for all legal actions (the “Forum Selection Amendment”);
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(15) the approval of an amendment to our Amended and Restated Certificate of Incorporation to opt-out of Section 203 of the Delaware General Corporation Law (the “Section 203 Opt-Out Amendment”);

(16) the approval of an amendment to our Amended and Restated Certificate of Incorporation to renounce any interest or expectancy of the company in, or in being offered an opportunity to participate in, any business opportunity that is presented to Elliott or its directors, officers, shareholders, or employees (the “Business Opportunity Amendment”);

(17) the ratification of the appointment of Deloitte & Touche LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2018; and

(18) the authorization and adjournment of the Annual Meeting, if necessary to solicit additional proxies if there are insufficient votes in favor of Proposal Nos. 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, or 16 (the “Adjournment Authorization”).

Set forth below are the final voting results for each proposal submitted to a vote of the stockholders at the Annual Meeting. For more information on the following proposals, see our definitive proxy statement filed with the Securities and Exchange Commission on November 13, 2018.

Proposal 1: Election of Directors

The director nominees listed below were elected as the three Class I directors to serve for a three-year term expiring at our 2020 annual meeting of stockholders based on the following vote:

<u>Name</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Christopher L. Doerr	24,418,072	878,852	11,271,768
Brian C. Murray	24,514,715	782,209	11,271,768
James D. Staley	24,387,818	909,106	11,271,768

The director nominees listed below were elected as the four Class II directors to serve for a three-year term expiring at our 2021 annual meeting of stockholders based on the following vote:

<u>Name</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Scott L. Dobak	23,122,559	2,174,365	11,271,768
Curtis W. Stoelting	24,478,702	818,222	11,271,768
William S. Urkiel	24,361,089	935,835	11,271,768
Michael P. Ward	24,511,503	785,421	11,271,768

Proposal 2: Advisory Vote Approving the Named Executive Officer Compensation

The compensation of our named executive officers was approved on an advisory basis based on the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
21,888,094	3,338,305	70,525	11,271,768

Proposal 3: Advisory Vote on the Frequency of Stockholder Advisory Votes Approving Named Executive Officer Compensation

Our stockholders voted, on an advisory basis, to hold future stockholder advisory votes on the compensation of our named executive officers every year based on the following vote:

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
22,706,883	1,214,547	917,361	458,133	11,271,768

Proposal 4: Approval of the 2018 Plan

The 2018 Plan was approved based on the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
23,771,619	1,430,929	94,376	11,271,768

Proposal 5: Approval of the Reverse Stock Split

The Reverse Stock Split was approved based on the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
34,256,331	2,284,970	27,391	0

Proposal 6: Approval of the Authorized Share Increase Amendment

The Authorized Share Increase Amendment was approved based on the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
24,000,806	1,273,804	22,314	11,271,768

Proposal 7: Approval of the Rights Offering

The Rights Offering was approved based on the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
24,096,920	1,177,064	22,940	11,271,768

Proposal 8: Approval of the Backstop Commitment

The Standby Purchase Agreement was approved based on the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
24,276,551	967,058	53,315	11,271,768

Proposal 9: Approval of the Written Consent Amendment

The Written Consent Amendment was approved based on the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
24,361,212	910,879	24,833	11,271,768

Proposal 10: Approval of the Special Meeting Amendment

The Special Meeting Amendment was approved based on the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
24,386,507	835,029	75,388	11,271,768

Proposal 11: Approval of the Director Removal Amendment

The Director Removal Amendment was approved based on the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
24,351,173	896,348	49,403	11,271,768

Proposal 12: Approval of the Certificate of Incorporation Amendment

The Certificate of Incorporation Amendment was approved based on the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
24,106,484	1,155,804	34,636	11,271,768

Proposal 13: Approval of the Bylaw Amendment

The Bylaw Amendment was approved based on the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
24,273,614	993,081	30,229	11,271,768

Proposal 14: Approval of the Forum Selection Amendment

The Forum Selection Amendment was approved based on the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
24,420,942	832,496	43,486	11,271,768

Proposal 15: Approval of the Section 203 Opt-Out Amendment

The Section 203 Opt-Out was approved based on the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
24,260,174	877,561	159,189	11,271,768

Proposal 16: Approval of the Business Opportunity Amendment

The Business Opportunity Amendment was approved based on the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
24,168,224	829,340	299,360	11,271,768

Proposal 17: Ratification of the Appointment of Independent Registered Public Accounting Firm

Deloitte & Touche LLP was ratified as our independent registered public accounting firm for our fiscal year ending December 31, 2018 based on the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
35,694,342	834,964	39,386

Proposal 18: Approval of the Adjournment Authorization

The Adjournment Authorization was approved based on the following vote:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
34,270,261	2,233,232	65,199	0

Item 7.01. Regulation FD Disclosure.

On December 19, 2018, Roadrunner Transportation Systems, Inc. (the “Company”) issued a press release announcing the results of the Annual Meeting. 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 December 19, 2018](#)

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: December 20, 2018

By: /s/ Terence R. Rogers

Terence R. Rogers

Chief Financial Officer



Roadrunner Stockholders Approve Rights Offering; Preliminary 2018 Annual Meeting Results Announced

Downers Grove, IL (BUSINESS WIRE) — December 19, 2018 – Roadrunner Transportation Systems, Inc. ("Roadrunner" or the "company") (NYSE: RRTS), a leading asset-right transportation and asset-light logistics service provider, today announced that the company's stockholders approved its proposed rights offering and related proposals at the company's 2018 Annual Meeting of Stockholders held earlier today.

Stockholders approved several proposals that will allow the company to complete a proposed rights offering first announced on September 19, 2018. The proposals include, among others, the approval of the issuance and sale of 900,000,000 shares of the company's common stock upon the exercise of rights to purchase shares of Roadrunner common stock at a subscription price of \$0.50 per share to raise \$450 million, and an amendment to the company's Amended and Restated Certificate of Incorporation to increase the authorized number of shares of the company's common stock in order to have a sufficient number of shares to issue in the rights offering.

"Our board and management team appreciate the support of our stockholders on these proposals. We believe that improving our capital structure will increase the speed and likelihood of a full operational recovery for Roadrunner," said Curt Stoelting, Chief Executive Officer of Roadrunner.

Stockholders also approved the issuance and sale of all unsubscribed shares of common stock in the rights offering (the "backstop" commitment) pursuant to a Standby Purchase Agreement entered into with certain funds affiliated with Elliott Management Corporation (Elliott), ensuring the rights offering will be fully subscribed and the company will raise \$450 million. In addition, stockholders approved several corporate governance changes that the company is required to adopt and implement as a condition of Elliott's obligation to provide the backstop commitment. The net proceeds from the rights offering and backstop commitment will primarily be used to redeem all of the company's outstanding shares of its preferred stock and pay related accrued and unpaid dividends. Additionally, at least \$30 million of net proceeds will be retained by the company for general corporate purposes. The purpose of the rights offering is to improve and simplify the company's capital structure in a manner that gives the company's existing stockholders the opportunity to participate on a pro rata basis.

In addition to the proposals related to the rights offering, Roadrunner stockholders also approved Board-recommended proposals including, among others, the re-election of seven directors, approval of the compensation of the company's named executive officers, approval of the company's 2018 Incentive Compensation Plan, approval of a reverse stock split to be effected at such time and date, if at all, as determined by the company's board of directors, and ratification of the appointment of Deloitte & Touche LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2018.

The stockholder vote announced today is considered preliminary until the final results are tabulated and certified by the independent inspector of election. The final results will be reported on a Form 8-K that will be filed with the Securities and Exchange Commission (SEC) within four business days and will be available at the SEC's website at www.sec.gov.

The rights offering is subject to the effectiveness of Roadrunner's Registration Statement on Form S-1, originally filed with the SEC on September 19, 2018 and amended on December 10, 2018. Assuming the Registration Statement is declared effective, the company intends to launch the rights offering on January 11, 2019. On such date, the company will distribute rights to stockholders of record as of the close of business on January 9, 2019, and such stockholders will have until January 28, 2019 to exercise their rights. The company expects to list the rights for trading on the New York Stock Exchange under the symbol "RRTS RT." The company intends to close the rights offering and the backstop commitment by the end of January 2019.

Questions about the rights offering may be directed to the company's dealer manager, Barclays Capital Inc., by telephone at (212) 526-3511 or (212) 526-1627.

Important Additional Information

A registration statement relating to the rights offering has been filed with the Securities and Exchange Commission ("SEC") but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective.

A copy of the prospectus forming a part of the registration statement may be obtained free of charge at the website maintained by the SEC at www.sec.gov or by contacting Roadrunner at (414) 615-1500. The rights will be issued to holders of Roadrunner's common stock as of a record date (the "rights offering record date"), which has yet to be determined. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

About Roadrunner Transportation Systems, Inc.

Roadrunner Transportation Systems is a leading asset-right transportation and asset-light logistics service provider offering a full suite of solutions under the Roadrunner®, Active On-Demand® and Ascent Global Logistics® brands. The Roadrunner brand offers less-than-truckload, temperature controlled and intermodal services. Active On-Demand offers premium mission critical air and ground transportation 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.rrts.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, performance, and strategic initiatives. Forward-looking statements also include, among other things, statements regarding whether the company will complete its previously announced rights offering; whether the rights offering will be fully subscribed and the company will raise \$450 million; whether the rights offering will increase the speed and likelihood of a full operational recovery; the company's use of the net proceeds of the rights offering; the amount of proceeds retained by the company for general corporate purposes; the positive effects of the rights offering on the company's capital structure; the reporting of the final results of the annual meeting in a Form 8-K within four business days; the date the company intends to launch the rights offering and whether the company will ultimately launch the rights offering; whether and on what date the company will distribute rights to its stockholders and how long such stockholders will have to exercise their rights; the listing of the rights for trading on the New York Stock Exchange under the symbol "RRTS RT"; and the date by which the company intends to close the rights offering and the backstop commitment. 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. For a full discussion of risks and uncertainties, see the section entitled "Risk Factors" in Roadrunner's Registration Statement on Form S-1, originally filed with the SEC on September 19, 2018 and amended on December 10, 2018, and in Roadrunner's Form 10-K for the fiscal year ended December 31, 2017, filed with the SEC on June 20, 2018.

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