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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**December 7, 2018**  
**Date of report (Date of earliest event reported)**

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**ROADRUNNER TRANSPORTATION SYSTEMS, INC.**

(Exact Name of Registrant as Specified in Charter)

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**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)

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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.

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**Item 7.01. Regulation FD Disclosure.**

On December 7, 2018, Roadrunner Transportation Systems, Inc. (the “Company”) issued a press release announcing the favorable recommendation from Institutional Shareholder Services Inc. regarding the Company’s previously disclosed rights offering. 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 7, 2018](#)

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**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 7, 2018

By: /s/ Terence R. Rogers  
Terence R. Rogers  
Chief Financial Officer



## ISS RECOMMENDS IN FAVOR OF ROADRUNNER'S RIGHTS OFFERING AND RELATED PROPOSALS

DOWNERS GROVE, Ill., Dec. 7, 2018 – Roadrunner Transportation Systems, Inc. ("Roadrunner" or the "company") (NYSE: RRTS) today announced that Institutional Shareholder Services Inc. ("ISS"), a leading independent proxy advisory firm, has recommended that Roadrunner shareholders vote FOR the company's rights offering and related proposals. Specifically, ISS recommended in favor of the approval of the company's rights offering, the standby purchase agreement between the company and funds affiliated with Elliott Management Corporation ("Elliott") to provide a backstop commitment, and the other proposals that are conditions to Elliott's obligations under the agreement.

In voicing its support for the proposals, ISS stated: "The combination of the rights offering and the standby purchase agreement ensures that existing common shareholders will have the opportunity to avoid dilution of their ownership interest, while also ensuring that the company can raise sufficient funds to redeem the outstanding preferred shares. The board and financial advisor Barclays Capital appear to have conducted a robust process of soliciting interest from other potential investors and concluded that no superior financing proposals were forthcoming."

The company encourages its shareholders to vote in favor of all proposals on the agenda. Shareholders who have questions, or need assistance should contact the proxy solicitor, Innisfree M&A Incorporated, toll-free at 1-888-750-5834.

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](http://www.rrts.com) and [www.ascentgl.com](http://www.ascentgl.com).

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Scott Winter / Jonathan Salzberger  
212-750-5833

Reputation Partners  
Marilyn Vollrath

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