

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ELLIOTT ASSOCIATES, L.P.</u>  (Last) (First) (Middle) 40 WEST 57TH STREET 30TH FLOOR  (Street) NEW YORK NY 10019  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Roadrunner Transportation Systems, Inc. [ RRTS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/26/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share ("Common Stock")	02/26/2019		X <sup>(2)</sup>		38,818,886	A	\$0.5	40,496,601	D <sup>(1)</sup>	
Common Stock	02/26/2019		P <sup>(3)</sup>		231,143,609	A	\$0.5	271,640,210	D <sup>(1)</sup>	
Series B Cumulative Redeemable Preferred Stock	02/26/2019		J <sup>(4)</sup>		49,600	D	(4)	0	D <sup>(1)</sup>	
Series C Cumulative Redeemable Preferred Stock	02/26/2019		J <sup>(4)</sup>		17,600	D	(4)	0	D <sup>(1)</sup>	
Series D Cumulative Redeemable Preferred Stock	02/26/2019		J <sup>(4)</sup>		32	D	(4)	0	D <sup>(1)</sup>	
Series E Cumulative Redeemable Preferred Stock	02/26/2019		J <sup>(4)</sup>		12,000	D	(4)	0	D <sup>(1)</sup>	
Series E-1 Cumulative Redeemable Preferred Stock	02/26/2019		J <sup>(4)</sup>		11,433	D	(4)	0	D <sup>(1)</sup>	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Subscription Rights (right to buy) <sup>(5)</sup>	\$0.5	02/26/2019		X			1,677,715	02/01/2019	02/19/2019	Common Stock	\$0	0	D <sup>(1)</sup>	

**Explanation of Responses:**

- This Form 4 is filed by Elliott Associates, L.P. (the "Reporting Person"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.
- Represents the exercise of subscription rights in the Issuer's rights offering, as described in the Issuer's Prospectus dated February 1, 2019 (the "Rights Offering") by the Reporting Person, with each right entitling the Reporting Person to purchase 23.1379497159 shares of Common Stock.
- Represents shares of Common Stock acquired by the Reporting Person pursuant to its backstop commitment in accordance with the Standby Purchase Agreement, dated as of November 8, 2018 (the "Standby Purchase Agreement"), filed as Exhibit 10.48 to the Issuer's Current Report on Form 8-K filed with the Securities and exchange Commission on November 9, 2018.
- Represents shares of the Issuer's preferred stock that were redeemed by the Issuer at a price equal to their liquidation value plus all redemption premiums, in accordance with the Standby Purchase Agreement.
- Represents subscription rights acquired by the Reporting Person in connection with the Rights Offering.

/s/ Elliot Greenberg, Vice  
President of Braxton  
Associates, Inc., as General  
Partner of Elliott Capital  
Advisors, L.P., as General  
Partner of Elliott Associates,  
L.P.

02/28/2019

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**