

COVENANT TRANSPORTATION GROUP INC

Form 8-K/A

September 19, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

July 3, 2018

COVENANT TRANSPORTATION GROUP, INC.

(Exact name of registrant as specified in its charter)

Nevada 000-24960 88-0320154
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

400 Birmingham Hwy., Chattanooga, TN 37419
(Address of principal executive offices) (Zip Code)

(423) 821-1212
(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:

- ☐ 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

EXPLANATORY NOTE

On July 3, 2018, Covenant Transportation Group, Inc., a Nevada corporation (the "Company"), completed the acquisition of all the issued and outstanding common stock of Landair Holdings, Inc. ("Landair"). This Amendment No. 1 to the Current Report on Form 8-K is being filed to amend the Current Report on Form 8-K filed July 10, 2018 (the "Original Form 8-K") with the Securities and Exchange Commission. This Amendment No. 1 amends Item 9.01 of the Original Form 8-K to present certain financial statements of Landair and to present certain unaudited pro forma financial statements of the Company in connection with the Company's acquisition of Landair. All of the other information in the Original Form 8-K remains unchanged.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The audited financial statements of Landair as of December 31, 2017, and for the year then ended, the notes related thereto, and the report of Coulter & Justus, P.C. are filed as Exhibit 99.2 and are incorporated in their entirety herein by reference.

The unaudited financial statements for Landair as of June 30, 2018, and the related statements of income and cash flows for the six months ended June 30, 2018 and 2017, and the notes related thereto, are filed as Exhibit 99.3 and are incorporated in their entirety herein by reference.

(b) Pro Forma Financial Information.

The unaudited pro forma consolidated financial statements of the Company as of and for the six months ended June 30, 2018 and for the year ended December 31, 2017 giving effect to the acquisition of Landair, are filed as Exhibit 99.4 and are incorporated in their entirety herein by reference. Such unaudited pro forma consolidated financial statements are not necessarily indicative of the operating results and financial position that actually would have been achieved if the acquisition had been in effect on the dates indicated or that may be achieved for future periods, and should be read in conjunction with the financial statements of the Company and Landair.

(d) Exhibits.

EXHIBIT

NUMBER EXHIBIT DESCRIPTION

<u>23.1</u>	Consent of Independent Auditor — Coulter & Justus, P.C.
<u>99.2</u>	Landair Holdings, Inc. Audited Financial Statements as of December 31, 2017, and for the Year Then Ended, the Notes Thereto, and the Report of Coulter & Justus, P.C.
<u>99.3</u>	Landair Holdings, Inc. Unaudited Condensed Financial Statements as of June 30, 2018 and for the Six Months Ended June 30, 2018 and 2017, and the Notes Thereto.
<u>99.4</u>	Unaudited Pro Forma Consolidated Financial Statements of Covenant Transportation Group, Inc. as of and for the Six Months Ended June 30, 2018 and the Year Ended December 31, 2017, and the Notes Thereto.

SIGNATURE

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.

COVENANT TRANSPORTATION GROUP, INC.

Date: September 19, 2018 By: /s/ Richard B. Cribbs

Richard B. Cribbs

Executive Vice President and Chief Financial Officer

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