

Edgar Filing: Roadrunner Transportation Systems, Inc. - Form 8-K

Roadrunner Transportation Systems, Inc.  
Form 8-K  
March 14, 2014

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  
March 14, 2014  
Date of report (Date of earliest event reported)

ROADRUNNER TRANSPORTATION SYSTEMS, INC.  
(Exact Name of Registrant as Specified in Charter)

|   |  |  |
|---|--|--|
| DELAWARE<br>(State or Other Jurisdiction<br>of Incorporation) | 001-34734<br>(Commission<br>File Number) | 20-2454942<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|   |                         |
|---|-------------------------|
| 4900 S. PENNSYLVANIA AVE.<br>CUDAHY, WISCONSIN<br>(Address of Principal Executive<br>Offices)<br>(414) 615-1500<br>(Registrant's telephone number, including area code) | 53110<br><br>(Zip 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))

Item 8.01. Other Events.

On March 14, 2014, we announced our acquisition of Unitrans International Corporation ("Unitrans") for a total purchase price of approximately \$55.5 million. Unitrans is a leading high quality, non-asset based provider of international logistics solutions based in Los Angeles, California. The acquisition was financed with borrowings under our fourth amended and restated credit agreement described in Item 2.03 of our Current Report on Form 8-K filed with the Securities and Exchange Commission on August 12, 2013. A copy of the press release announcing this event is attached as Exhibit 99.1 and is hereby incorporated by reference into this Item 8.01.

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 March 14, 2014 entitled "Roadrunner Transportation Systems Announces Acquisition of Unitrans International"

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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: March 14, 2014

By: /s/ Peter R. Armbruster  
Peter R. Armbruster  
Chief Financial Officer

EXHIBIT INDEX

| Exhibit<br>Number | Description  |
|-------------------|--|
| 99.1              | Press Release, dated March 14, 2014 entitled "Roadrunner Transportation Systems Announces Acquisition of Unitrans International" |