

ELLIOTT INTERNATIONAL, L.P.

Form 4

February 28, 2019

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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 OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ELLIOTT INTERNATIONAL, L.P.

2. Issuer Name **and** Ticker or Trading
Symbol
Roadrunner Transportation Systems,
Inc. [RRTS]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O MAPLES & CALDER, P.O.
BOX 309, UGLAND HOUSE,
SOUTH CHURCH STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2019

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

GEORGE TOWN, E9 00000

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Common Stock, par value \$0.01 per share ("Common Stock")	02/26/2019		X ⁽²⁾	82,490,030	A	\$ 0.5	86,055,170 D ⁽¹⁾
Common Stock	02/26/2019		P ⁽³⁾	491,180,168	A	\$ 0.5	577,235,338 D ⁽¹⁾
Series B Cumulative	02/26/2019		J ⁽⁴⁾	105,400	D	⁽⁴⁾ 0	D ⁽¹⁾

Redeemable
Preferred
Stock

Series C
Cumulative

Redeemable Preferred Stock	02/26/2019	J ⁽⁴⁾	37,400	D	(4)	0	D ⁽¹⁾
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Series D
Cumulative

Redeemable Preferred Stock	02/26/2019	J ⁽⁴⁾	68	D	(4)	0	D ⁽¹⁾
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Series E
Cumulative

Redeemable Preferred Stock	02/26/2019	J ⁽⁴⁾	25,500	D	(4)	0	D ⁽¹⁾
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Series E-1

Cumulative

Redeemable Preferred Stock	02/26/2019	J ⁽⁴⁾	24,295	D	(4)	0	D ⁽¹⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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 control number.

SEC 1474
(9-02)

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Subscription Rights (right to buy) ⁽⁵⁾	\$ 0.5	02/26/2019		X		3,565,140		02/01/2019	02/19/2019	Common Stock	8

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIOTT INTERNATIONAL, L.P. C/O MAPLES & CALDER, P.O. BOX 309 UGLAND HOUSE, SOUTH CHURCH STREET GEORGE TOWN, E9 00000			X	

Signatures

s/ Elliot Greenberg, Vice President of Elliott International Capital Advisers, Inc., as Attorney-in-Fact, for Elliott International, L.P.	02/28/2019
_____ **Signature of Reporting Person	Date
/s/ Elliot Greenberg, Vice President of Elliott International Capital Advisers, Inc.	02/28/2019
_____ **Signature of Reporting Person	Date

Explanation of Responses:

* 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).

(1) This Form 4 is filed jointly by Elliott International, L.P. ("Elliott International") and Elliott International Capital Advisers Inc. ("EICA" and, together with Elliott International, the "Reporting Persons"). EICA, as the investment manager of Elliott International, may be deemed to beneficially own the securities owned directly by Elliott International. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.

(2) 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 Elliott International, with each right entitling Elliott International to purchase 23.1379497159 shares of Common Stock.

(3) Represents shares of Common Stock acquired by Elliott International 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.

(4) 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.

(5) Represents subscription rights acquired by the Reporting Persons in connection with the Rights Offering.

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

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