

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

Roadrunner Transportation Systems, Inc.
Form 8-K
October 18, 2018

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
October 12, 2018
Date of report (Date of earliest event reported)

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

DELAWARE
(State or Other Jurisdiction
of Incorporation)

001-34734 20-2454942
(Commission (IRS Employer
File Number) Identification No.)

1431 Opus Place, Suite 530 Downers Grove, Illinois
(Address of Principal Executive Offices)
(414) 615-1500
(Registrant's telephone number, including area code)

60515
(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))

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. ☐

~~Item~~
3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On October 12, 2018, Roadrunner Transportation Systems, Inc. (the “Company”) received a letter (the “Letter”) from the New York Stock Exchange (the “NYSE”). The Letter notified the Company that it had fallen below compliance with respect to the listing standard set forth in Section 802.01C of the NYSE Listed Company Manual (“Section 802.01C”) because the average closing price of the Company’s common stock over the previous 30 consecutive trading-day period had fallen below \$1.00 per share.

Pursuant to the Letter and the NYSE listing standards, the Company timely notified the NYSE that the Company intends to cure the deficiency and regain to compliance with Section 802.01C. Pursuant to Section 802.01C, the Company can regain compliance with Section 802.01C if, on the last trading day of any calendar month during the 6-month period following receipt of the Letter or on April 12, 2019, which is the date that is 6 months following receipt of the Letter, the Company’s common stock has a closing price of at least \$1.00 per share and an average closing price of at least \$1.00 per share over the previous 30 consecutive trading day period. If the Company does not regain compliance with Section 802.01C, the NYSE will commence suspension and delisting procedures.

~~Item~~
5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 16, 2018, Scott B. Cousins resigned as our Chief Information Officer effective October 26, 2018.

~~Item~~
7.01. Regulation FD Disclosure.

On October 18, 2018, the Company issued a press release announcing that it had received the Letter from the NYSE. 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 October 18, 2018

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: October 18, 2018	By:	/s/ Terence R. Rogers Terence R. Rogers Chief Financial Officer
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