Roadrunner Transportation Systems, Inc. Form 4 May 06, 2013

May 06, 20	013										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL		
Washington, D.C. 20549									OMB Number:	3235-0287	
	Check this box if no longer CTATENTED OF CHANCES IN DENEELOLAL OWNERSHIP								Expires:	January 31,	
subject Section Form 4	to SIAIE 16. or		F CHANGES IN BENEFICIAL OWNE SECURITIES						Expires: 2005 Estimated average burden hours per response 0.5		
Form 5 obligations may continue. See Instruction 1(b). 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											
(Print or Type	e Responses)										
1. Name and RUED SC	8					5. Relationship of Reporting Person(s) to Issuer					
		Roadrunner Transportation Systems, Inc. [RRTS]					(Check all applicable)				
(Last) (First) (Middle)			(Month/Dav/Year)					_X_ Director _X_ 00% Owner below)X_ 00% Owner (specify below)			
4900 S. PENNSYLVANIA AVENUE			05/02/2013					Chairman of the Board			
				Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CUDAHY	_					Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative Se	curitie	es Acquir	ed, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	Date, if	Code (Instr. 3, 4 and 5)				Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D)	Price	(Instr. 3 and 4)		See	
Common Stock	05/02/2013			S	1,000,000 (1)	D	\$ 22.46	13,246,625 (2)	Ι	Footnote $(3) (4) (5)$	
Common Stock								70,000	D		

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

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 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. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RUED SCOTT D 4900 S. PENNSYLVANIA AVENUE CUDAHY, WI 53110	Х	Х	Chairman of the Board				
Signatures							

Date

Lisa M. Costello, Attorney-in-Fact 05/06/2013

**Signature of Reporting Person

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).

Represents 816,487 shares of common stock sold by Thayer Equity Investors V, L.P. ("Thayer"); 1,711 shares of common stock sold by TC Roadrunner-Dawes Holdings, L.L.C. ("TC Roadrunner"); 1,717 shares of common stock sold by TC Sargent Holdings, L.L.C. ("TC

- Sargent"); 177,512 shares of common stock sold by HCI Equity Partners III, L.P. (f/k/a Thayer | Hidden Creek Partners II, L.P.) ("Partners III"); and 2,573 shares of common stock sold by HCI Co-Investors III, L.P. (f/k/a THC Co-Investors II, L.P.) ("Co-Investors III").
- (2) Represents 10,815,705 shares of common stock held by Thayer; 22,658 shares of common stock held by TC Roadrunner; 22,738 shares of common stock held by TC Sargent; 2,351,435 shares held by Partners III; and 34,089 shares held by Co-Investors III.

HC Equity Partners V, L.L.C. ("HC Equity") is the general partner of Thayer and HCI Equity Partners, L.L.C. ("HCI Equity Partners") is the managing member of HC Equity. TC Co-Investors V, L.L.C. ("Investors") is the managing member of each of TC Sargent and TC

- (3) Roadrunner. HCI Equity Management, L.P. ("Management") is the sole manager of Investors, and HCI Equity Partners is the general partner of Management. HCI Management III, L.P. ("HCI Management III") is the general partner of Partners III and Co-Investors III, and HCI Equity Partners is the general partner of HCI Management III. As such, HC Equity, Investors, Management, HCI Management III, and HCI Equity Partners may be deemed to be beneficial owners of the shares reported in Table I. [CONTINUED IN FOOTNOTE 4]
- (4) [CONTINUED FROM FOOTNOTE 3] Each of HC Equity, Investors, Management, HCI Management III, and HCI Equity Partners expressly disclaims beneficial ownership of the shares except to the extent of its pecuniary interest therein. The filing of this form should not be deemed an admission that HC Equity, Investors, Management, HCI Management III, or HCI Equity Partners is, for Section 16

purposes or otherwise, the beneficial owner of such shares.

The Reporting Person expressly disclaims beneficial ownership of the shares reported in Table I, except to the extent of his pecuniary

(5) interest therein. The filing of this form should not be deemed an admission that the Reporting Person is, for Section 16 purposes or otherwise, the beneficial owner of such shares

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.