

SAIA INC  
Form 8-K  
January 31, 2012

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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

Date of Report (Date of Earliest Event Reported):

January 26, 2012

Saia, Inc.

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

Delaware

0-49983

48-1229851

\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

\_\_\_\_\_  
(Commission  
File Number)

\_\_\_\_\_  
(I.R.S. Employer  
Identification No.)

11465 Johns Creek Parkway, Suite 400, Johns  
Creek, Georgia

30097

\_\_\_\_\_  
(Address of principal executive offices)

\_\_\_\_\_  
(Zip Code)

Registrant's telephone number, including area code:

770-232-5067

Not Applicable

\_\_\_\_\_  
Former name or former address, if changed since last report

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))



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**Item 1.01 Entry into a Material Definitive Agreement.**

On January 26, 2012, Saia, Inc. (the "Company") adopted the first amendment (the "Amendment") to the Saia, Inc. 2011 Omnibus Incentive Plan (the "Plan"). The following is a brief description of the terms and conditions of the Amendment:

- All grants of shares of Stock to non-employee directors under Section 10 of the Plan will be subject to a three-year cliff vesting restriction.
- The unvested portion of any such award will become fully vested in the event of the director's cessation of service from the Board (other than for cause) or a Change in Control of the Company.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is attached hereto as Exhibit 10.1 and is incorporated by reference into this Item 1.01.

**Item 9.01 Financial Statements and Exhibits.**

10.1 Amendment to the Saia, Inc. 2011 Omnibus Incentive Plan.

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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.

Saia, Inc.

*January 31, 2012*

*By: Stephanie R. Maschmeier*

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*Name: Stephanie R. Maschmeier*

*Title: Controller and Principal Accounting Officer*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
10.1	Amendment to the Saia, Inc. 2011 Omnibus Incentive Plan