

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

Roadrunner Transportation Systems, Inc.  
Form 8-K/A  
April 09, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K/A  
(Amendment No.1)

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
September 15, 2017  
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 (Commission File Number)	20-2454942 (IRS Employer 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.



EXPLANATORY NOTE

On September 19, 2017, Roadrunner Transportation Systems, Inc. (“Roadrunner”) filed a Current Report on Form 8-K (the “Original Report”) under Item 2.01 to report the completion of the sale of Unitrans, Inc. (“Unitrans”), a wholly owned subsidiary of Ascent Global Logistics Holdings, Inc. (“Ascent”), a wholly owned subsidiary of Roadrunner, pursuant to the terms of a Stock Purchase Agreement, dated as of August 16, 2017, by and among QIC Intermediate Holdings, Inc., Ascent and Unitrans. At the time of the Original Report, the unaudited pro forma financial information required by Item 9.01(b) of Form 8-K was not available due to Roadrunner’s previously announced restatement of its previously filed financial statements. Roadrunner is filing this Amendment No. 1 to the Original Report to provide the unaudited pro forma financial information required by Item 9.01(b) of Form 8-K.

Item  
9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

Not applicable.

(b) Pro Forma Financial Information.

The unaudited pro forma financial information required by Item 9.01(b) of Form 8-K is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

(c) Shell Company Transactions.

Not applicable.

(d) Exhibits.

Exhibit  
Number

Pro Forma Financial Information

99.1 Unaudited pro forma condensed consolidated balance sheets as of June 30, 2017, and unaudited pro forma condensed consolidated statements of operations for the six months ended June 30, 2017 and the fiscal year ended December 31, 2016

---

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: April 9, 2018    By:                    /s/  
Terence  
R. Rogers  
Terence  
R. Rogers  
Chief  
Financial  
Officer

---

EXHIBIT INDEX

Exhibit  
Number Description

Pro Forma Financial Information  
Unaudited pro forma condensed consolidated balance sheets as of June 30, 2017, and unaudited pro forma condensed consolidated statements of operations for the six months ended June 30, 2017 and the fiscal year ended December 31, 2016