

Roadrunner Transportation Systems, Inc.

Form 4

August 11, 2015

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 *
**THAYER EQUITY INVESTORS V
LP**

(Last) (First) (Middle)

1730 PENNSYLVANIA
AVENUE, SUITE 525

(Street)

WASHINGTON, DC 20006

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/07/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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	08/07/2015		S	V Amount 2,000,000 (1)	(A) or (D) Price \$ 24.34	7,801,625 (2)	D (3) (4) (5)

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor 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
THAYER EQUITY INVESTORS V LP 1730 PENNSYLVANIA AVENUE SUITE 525 WASHINGTON, DC 20006		X		
TC Roadrunner-Dawes Holdings, L.L.C. 1730 PENNSYLVANIA AVENUE SUITE 525 WASHINGTON, DC 20006		X		
HCI EQUITY PARTNERS III, L.P. 1730 PENNSYLVANIA AVENUE SUITE 525 WASHINGTON, DC 20006		X		
TC Sargent Holdings, L.L.C. 1730 PENNSYLVANIA AVENUE SUITE 525 WASHINGTON, DC 20006		X		
HCI CO-INVESTORS III, L.P. 1730 PENNSYLVANIA AVENUE SUITE 525 WASHINGTON, DC 20006		X		
TC Co-Investors V, LLC 1730 PENNSYLVANIA AVENUE SUITE 525 WASHINGTON, DC 20006		X		
HC EQUITY PARTNERS V, L.L.C. 1730 PENNSYLVANIA AVENUE SUITE 525		X		

WASHINGTON, DC 20006

HCI EQUITY MANAGEMENT, L.P.

1730 PENNSYLVANIA AVENUE

SUITE 525

X

WASHINGTON, DC 20006

HCI EQUITY PARTNERS, L.L.C.

1730 PENNSYLVANIA AVENUE

SUITE 525

X

WASHINGTON, DC 20006

HCI MANAGEMENT III, L.P.

1730 PENNSYLVANIA AVENUE

SUITE 525

X

WASHINGTON, DC 20006

Signatures

Thayer Equity Investors V, L.P. - /s/ Lisa Costello, CFO

08/11/2015

__Signature of Reporting Person

Date

TC Roadrunner-Dawes Holdings, L.L.C. - /s/ Lisa Costello, CFO

08/11/2015

__Signature of Reporting Person

Date

HCI Equity Partners III, L.P. - /s/ Lisa Costello, CFO

08/11/2015

__Signature of Reporting Person

Date

TC Sargent Holdings, L.L.C. - /s/ Lisa Costello, CFO

08/11/2015

__Signature of Reporting Person

Date

HCI Co-Investors III, L.P. - /s/ Lisa Costello, CFO

08/11/2015

__Signature of Reporting Person

Date

TC Co-Investors V, LLC - /s/ Lisa Costello, CFO

08/11/2015

__Signature of Reporting Person

Date

HC Equity Partners V, L.L.C. - /s/ Lisa Costello, CFO

08/11/2015

__Signature of Reporting Person

Date

HCI Equity Management, L.P. - /s/ Lisa Costello, CFO

08/11/2015

__Signature of Reporting Person

Date

HCI Management III, L.P. - /s/ Lisa Costello, CFO

08/11/2015

__Signature of Reporting Person

Date

HCI Equity Partners, L.L.C. - /s/ Lisa Costello, CFO

08/11/2015

__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) Represents 1,632,975 shares of common stock sold by Thayer Equity Investors V, L.P. ("Thayer"); 3,421 shares of common stock sold by TC Roadrunner-Dawes Holdings, L.L.C. ("TC Roadrunner"); 3,433 shares of common stock sold by TC Sargent Holdings, L.L.C. ("TC Sargent"); 355,024 shares of common stock sold by HCI Equity Partners III, L.P. (f/k/a Thayer | Hidden Creek Partners II, L.P.)

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("Partners III"); and 5,147 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 6,369,930 shares of common stock held by Thayer; 13,345 shares of common stock held by TC Roadrunner; 13,392 shares of common stock held by TC Sargent; 1,384,882 shares of common stock held by Partners III; and 20,076 shares held by Co-Investors III.

- (3) 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 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 HCI Equity, Investors, Management, HCI Management III, or HCI Equity Partners is, for Section 16 purposes, the beneficial owner of such shares.

- (5) HC Equity, HCI, Co-Investors, HCI Management III and HCI Equity Partners may be deemed to be beneficial owners of the shares reported in Table I. Each of HC Equity, HCI, Co-Investors, HCI Management III, and HCI Equity Partners expressly disclaims beneficial ownership of the shares reported in Table I except to the extent of any pecuniary interest therein. The filing of this form should not be deemed an admission that HC Equity, HCI, Co-Investors, HCI Management III or HCI Equity Partners 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.

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