

Roadrunner Transportation Systems, Inc.
Form 4
May 20, 2010

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
RUED SCOTT D

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
4900 S. PENNSYLVANIA
AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2010

☐ Director ☐ 10% Owner
☒ Officer (give title below) Other (specify
below) Chairman of the Board

(Street)
CUDAHY, WI 53110

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☐ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/18/2010		C		1,739,767 <u>(1)</u>	A	<u>(2)</u>	11,681,016 <u>(3)</u>	I	See Footnote <u>(4)</u> <u>(5)</u>
Common Stock	05/18/2010		C		2,565,609 <u>(6)</u>	A	<u>(7)</u>	14,246,625 <u>(8)</u>	I	See Footnote <u>(4)</u> <u>(9)</u>

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**

SEC 1474
(9-02)

number.

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. 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Series B Convertible Preferred Stock	(2)	05/18/2010		C	1,415,326 (10)	(11)	(11)	Common Stock	1,739, (12)

Reporting Owners

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

Signatures

Lisa M. Withers,
Attorney-in-Fact 05/20/2010

__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 shares of common stock issued upon conversion of the Series B Preferred Stock (including accrued and unpaid dividends) in Table II. Represents 1,738,274 shares of common stock held by Thayer Equity Investors V, L.P. ("Thayer"); 554 shares of common stock held by TC Roadrunner-Dawes Holdings, L.L.C. ("TC Roadrunner"); and 939 shares of common stock held by TC Sargent Holdings, L.L.C. ("TC Sargent").
- (2) The Series B Preferred Stock included in Table II (including all accrued and unpaid dividends) was converted into common stock immediately prior to the consummation of the Issuer's initial public offering for no additional consideration.
- (3) Represents 11,632,192 shares of common stock held by Thayer; 24,369 shares of common stock held by TC Roadrunner; and 24,455 shares of common stock held by TC Sargent.
- (4) The Reporting Person expressly disclaims beneficial ownership of the shares reported in Table I, except to the extent of his pecuniary 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.
- (5) TC Equity Partners V, L.L.C. ("TC Equity") is the general partner of Thayer and Thayer | Hidden Creek Partners, L.L.C. ("Thayer | Hidden Creek") is the managing member of TC Equity. TC Co-Investors V, L.L.C. ("Co-Investors") is the managing member of each of TC Sargent and TC Roadrunner. Thayer | Hidden Creek Management, L.P. ("Management") is the sole manager of Co-Investors, and Thayer | Hidden Creek is the general partner of Management. As such, TC Equity, Co-Investors, Management, and Thayer | Hidden

Edgar Filing: Roadrunner Transportation Systems, Inc. - Form 4

Creek may be deemed to be beneficial owners of the shares reported in Table I. Each of TC Equity, Co-Investors, Management, and Thayer | Hidden Creek expressly disclaims beneficial ownership of the shares reported in Table I except to the extent of its pecuniary interest therein. The filing of this form should not be deemed an admission that TC Equity, Co-Investors, Management, or Thayer | Hidden Creek is, for Section 16 purposes or otherwise, the beneficial owner of such shares.

- (6) Represents 2,528,947 shares of common stock held by Thayer | Hidden Creek Partners II, L.P. ("Partners II") and 36,662 shares of common stock held by THC Co-Investors II, L.P. ("Co-Investors II") acquired in connection with the merger of a wholly owned subsidiary of the Issuer into Group Transportation Services Holdings, Inc. on May 18, 2010, as described in the Issuer's prospectus relating to its initial public offering.
- (7) Acquired in connection with the merger of a wholly owned subsidiary of the Issuer into Group Transportation Services Holdings, Inc. on May 18, 2010, as described in the Issuer's prospectus relating to its initial public offering.
- (8) Represents 11,632,192 shares of common stock held by Thayer; 24,369 shares of common stock held by TC Roadrunner; 24,455 shares of common stock held by TC Sargent; 2,528,947 shares held by Partners II, and 36,662 shares held by Co-Investors II.
- (9) TC Equity is the general partner of Thayer and Thayer | Hidden Creek is the managing member of TC Equity. Co-Investors is the managing member of each of TC Sargent and TC Roadrunner. Management is the sole manager of Co-Investors, and Thayer | Hidden Creek is the general partner of Management. THCP Management II, L.P. ("THCP") is the general partner of Partners II and Co-Investors II, and Thayer | Hidden Creek is the general partner of THCP. As such, TC Equity, Co-Investors, Management, THCP, and Thayer | Hidden Creek may be deemed to be beneficial owners of the shares reported in Table I. Each of TC Equity, Co-Investors, Management, THCP, and Thayer | Hidden Creek 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 TC Equity, Co-Investors, Management, THCP, or Thayer | Hidden Creek is, for Section 16 purposes or otherwise, the beneficial owner of such shares.
- (10) The Reporting Person previously reported 1,414,112 shares of common stock issuable upon conversion of Series B Convertible Preferred Stock (not including accrued and unpaid dividends) held by Thayer; 450 shares of common stock issuable upon conversion of Series B Convertible Preferred Stock (not including accrued and unpaid dividends) held by TC Roadrunner; and 764 shares of common stock issuable upon conversion of Series B Convertible Preferred Stock (not including accrued and unpaid dividends) held by TC Sargent.
- (11) The Series B Convertible Preferred Stock was convertible at any time, at the Reporting Person's election, and had no expiration date.
- (12) Immediately prior to the consummation of the Issuer's initial public offering, the Series B Preferred Stock (including accrued and unpaid dividends) was converted into common stock of the Issuer. Represents 1,738,274 shares of common stock held by Thayer; 554 shares of common stock held by TC Roadrunner; and 939 shares of common stock held by TC Sargent.
- (13) TC Equity is the general partner of Thayer and Thayer | Hidden Creek is the managing member of TC Equity. Co-Investors is the managing member of each of TC Sargent and TC Roadrunner. Management is the sole manager of Co-Investors, and Thayer | Hidden Creek is the general partner of Management. As such TC Equity, Co-Investors, Management, and Thayer | Hidden Creek may be deemed to be beneficial owners of the shares reported in Table II. Each of TC Equity, Co-Investors, Management, and Thayer | Hidden Creek expressly disclaim beneficial ownership of the shares reported in Table II except to the extent of its pecuniary interest therein. The filing of this form should not be deemed an admission that TC Equity, Co-Investors, Management, or Thayer | Hidden Creek is, for Section 16 purposes or otherwise, the beneficial owner of such shares.
- (14) The Reporting Person expressly disclaims beneficial ownership of the shares reported in Table II, except to the extent of his pecuniary 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.