

Roadrunner Transportation Systems, Inc.

Form 4

February 14, 2012

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
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(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)

3. Date of Earliest Transaction

(Month/Day/Year)

02/10/2012

☐ Director☐ 10% Owner☒ Officer (give title below) ☐ Other (specify below)

Chairman of the Board

4900 S. PENNSYLVANIA
AVENUE

(Street)

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

CUDAHY, WI 53110

(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	02/10/2012		P		2,000	A	\$ 17.3	42,000	D
Common Stock	02/10/2012		P		1,000	A	\$ 17.35	43,000	D
Common Stock	02/10/2012		P		3,000	A	\$ 17.3717	46,000	D
Common Stock	02/10/2012		P		5,000	A	\$ 17.3999	51,000	D
Common Stock	02/10/2012		P		5,000	A	\$ 17.4	56,000	D

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Common Stock	02/10/2012	P	900	A	\$ 17.43	56,900	D	
Common Stock	02/10/2012	P	3,500	A	\$ 17.4343	60,400	D	
Common Stock	02/10/2012	P	400	A	\$ 17.44	60,800	D	
Common Stock	02/10/2012	P	2,100	A	\$ 17.45	62,900	D	
Common Stock	02/10/2012	P	4,400	A	\$ 17.46	67,300	D	
Common Stock	02/10/2012	P	100	A	\$ 17.47	67,400	D	
Common Stock	02/10/2012	P	1,000	A	\$ 17.48	68,400	D	
Common Stock	02/10/2012	P	1,600	A	\$ 17.5	70,000	D	
Common Stock						14,246,625 (1)	I	See Footnote (2) (3) (4)

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

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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)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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	X	X	Chairman of the Board	

Signatures

Lisa M. Costello,
Attorney-in-Fact

02/14/2012

__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 11,632,192 shares of common stock held by Thayer Equity Investors V, L.P. ("Thayer"); 24,369 shares of common stock held by TC Roadrunner-Dawes Holdings, L.L.C. ("TC Roadrunner"); 24,455 shares of common stock held by TC Sargent Holdings, L.L.C. ("TC Sargent"); 2,528,947 shares held by HCI Equity Partners III, L.P. (f/k/a Thayer I Hidden Creek Partners II, L.P.) ("Partners III"); and 36,662 shares held by HCI Co-Investors III, L.P. (f/k/a THC Co-Investors II, L.P.) ("Co-Investors III").

(2) 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 3]

(3) [CONTINUED FROM FOOTNOTE 2] 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.

(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

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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