

Roadrunner Transportation Systems, Inc.

Form 4

February 12, 2016

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 *
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)
02/10/2016

☐ 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)
Common Stock	02/10/2016		P	30,000	A \$ 10.3404 (1)	100,000	D
Common Stock					7,801,625 (2)	I	See Footnotes (3) (4) (5)

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

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information contained in this form are not
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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)	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
RUED SCOTT D 4900 S. PENNSYLVANIA AVENUE CUDAHAY, WI 53110	X	X	Chairman of the Board	

Signatures

/s/ Peter R. Armbruster,
Attorney-in-Fact

02/12/2016

**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) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$9.95 to \$10.68, inclusive. The reporting person undertakes to provide to Roadrunner Transportation Systems, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote.

(2) Represents 6,369,930 shares of common stock held by Thayer Equity Investors V, L.P. ("Thayer"); 13,345 shares of common stock held by TC Roadrunner-Dawes Holdings, L.L.C. ("TC Roadrunner"); 13,392 shares of common stock held by TC Sargent Holdings, L.L.C. ("TC Sargent"); 1,384,882 shares of common stock held by HCI Equity Partners III, L.P. (f/k/a Thayer I Hidden Creek Partners II, L.P.) ("Partners III"); and 20,076 shares of common stock held by HCI Co-Investors III, L.P. (f/k/a THC Co-Investors II, L.P.) ("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

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III, and HCI Equity Partners may be deemed to be beneficial owners of the shares reported in Table I. [CONTINUED IN FOOTNOTE 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.

(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)

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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