

USA TRUCK INC
Form SC 13D/A
May 15, 2014

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

SCHEDULE 13D

(Amendment No. 5)*

Under the Securities Exchange Act of 1934

USA Truck, Inc.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

902925106

(CUSIP Number)

Todd F. Carlson, Esq.
General Counsel
Knight Transportation, Inc.
20002 North 19th Avenue
Phoenix, Arizona 85027

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 13, 2014

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSONS

Knight Capital Growth LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Arizona

7. SOLE VOTING POWER

0

NUMBER OF
SHARES

8. SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH

1,193,117

9. SOLE DISPOSITIVE POWER

REPORTING

0

PERSON WITH:

10. SHARED DISPOSITIVE POWER

1,193,117

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,193,117

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES

(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.3%

14. TYPE OF REPORTING PERSON (see instructions)

OO

1. NAMES OF REPORTING PERSONS

Knight Transportation, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Arizona

7. SOLE VOTING POWER

0

NUMBER OF
SHARES

8. SHARED VOTING POWER

BENEFICIALLY
OWNED BY
EACH

1,193,117

9. SOLE DISPOSITIVE POWER

REPORTING

0

PERSON WITH:

10. SHARED DISPOSITIVE POWER

1,193,117

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,193,117

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.3%

14. TYPE OF REPORTING PERSON (see instructions)

CO, HC

Item 1. Security and Issuer.

This Amendment No. 5 to Schedule 13D (this “13D Amendment No. 5”) amends and supplements the statement on Schedule 13D (the “Original Schedule 13D”), filed on September 26, 2013, by Knight Transportation, Inc. (“Knight Transportation”) and Knight Capital Growth LLC, as amended by Amendment No.1 to the Original Schedule 13D filed on September 30, 2013, Amendment No. 2 to the Original Schedule 13D filed on October 15, 2013 (“13D Amendment No. 2), Amendment No. 3 to the Original Schedule 13D filed on November 4, 2013, and Amendment No. 4 to the Original Schedule 13D filed on February 4, 2014. The Original Schedule 13D relates to the shares of common stock, par value \$0.01 per share, issued by USA Truck, Inc. (“USA Truck” and such shares, the “Shares”). The address of the principal executive offices of USA Truck is 3200 Industrial Park Road, Van Buren, Arkansas. Capitalized terms used but not defined in this 13D Amendment No. 4 shall have the meanings ascribed to them in the Original Schedule 13D. Except as set forth herein, the Original Schedule 13D is unmodified.

Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13D is hereby amended and supplemented by adding the following information:

The Reporting Persons sold, in a series of open market transactions, an aggregate of 111,400 Shares between May 13, 2014 and May 14, 2014 in order to realize a return on their investment in USA Truck. As Knight Transportation has previously indicated, Knight Transportation may continue to own shares in USA Truck and, subject to the terms of the settlement agreement entered into between Knight Transportation and USA Truck on February 4, 2014, Knight Transportation will continue to consider its options in the future regarding its investment in USA Truck.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Original Schedule 13D is hereby amended and supplemented by adding the following information:

The following sets forth, as of the close of trading on May 14, 2014, the aggregate number and percentage of Shares beneficially owned by each of the Reporting Persons, as well as the number of Shares as to which each Reporting Person has the sole power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition of as of the close of trading on May 14, 2014.

Reporting Person	Amount Beneficially Owned (1)	Percent of Class (2)	Sole Power to Vote or Direct the Vote	Shared Power to Vote or Direct the Vote	Sole Power to Dispose or to Direct the Disposition of	Shared Power to Dispose or to Direct the Disposition of
Knight Transportation	1,193,117	11.3%	0	1,193,117	0	1,193,117
Knight Capital	1,193,117	11.3%	0	1,193,117	0	1,193,117

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- (1) Knight Capital is the direct owner of 1,193,117 Shares and Knight Transportation is the sole member and owner of all of the outstanding equity interests of Knight Capital
- (2) Based on 10,518,097 Shares outstanding as of March 28, 2014, as reported on USA Truck's proxy statement filed on April 25, 2014

The following table sets forth all transactions with respect to Shares effected since October 14, 2013, the last date for which transactions were reported on the 13D Amendment No. 2.

Name of Reporting Person	Date of Transaction	Type of Transaction	Amount of Shares Sold	Price Per Share (1)
Knight Capital	5/13/2014	Open Market	101,400	\$17.10
Knight Capital	5/14/2014	Open Market	10,000	\$17.02

- (1) The aggregate of 101,400 Shares sold on May 13, 2014 were effected through multiple transactions at different prices ranging from \$16.95 to \$17.145. The indicated \$17.10 price per share represents the approximated weighted average price per share for the aggregate of 101,400 Shares. The aggregate of 10,000 Shares sold on May 14, 2014 were effected through multiple transactions at different prices ranging from \$17.00 to \$17.08. The indicated \$17.02 price per share represents the approximated weighted average price per share for the aggregate of 10,000 Shares. Knight Transportation undertakes to provide full information regarding the number of shares sold at each separate price to the staff of the United States Securities and Exchange Commission upon its request.

13D

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 15, 2014

KNIGHT TRANSPORTATION, INC.

/s/ Kevin P. Knight

Name: Kevin P. Knight

Title: Chief Executive Officer

KNIGHT CAPITAL GROWTH LLC

/s/ Kevin P. Knight

Name: Kevin P. Knight

Title: Chief Executive Officer