

ELLIOTT ASSOCIATES, L.P.

Form 4

February 28, 2019

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ELLIOTT ASSOCIATES, L.P.

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)  
40 WEST 57TH STREET, 30TH  
FLOOR

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/26/2019

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)

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

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

NEW YORK, NY 10019

(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, par value \$0.01 per share ("Common Stock")	02/26/2019		X <sup>(2)</sup>	38,818,886	A \$ 0.5	40,496,601	D <sup>(1)</sup>
Common Stock	02/26/2019		P <sup>(3)</sup>	231,143,609	A \$ 0.5	271,640,210	D <sup>(1)</sup>
Series B Cumulative Redeemable	02/26/2019		J <sup>(4)</sup>	49,600	D <u>(4)</u>	0	D <sup>(1)</sup>

Preferred  
Stock

Series C

Cumulative

Redeemable 02/26/2019

J<sup>(4)</sup>

17,600

D

(4)

0

D <sup>(1)</sup>

Preferred

Stock

Series D

Cumulative

Redeemable 02/26/2019

J<sup>(4)</sup>

32

D

(4)

0

D <sup>(1)</sup>

Preferred

Stock

Series E

Cumulative

Redeemable 02/26/2019

J<sup>(4)</sup>

12,000

D

(4)

0

D <sup>(1)</sup>

Preferred

Stock

Series E-1

Cumulative

Redeemable 02/26/2019

J<sup>(4)</sup>

11,433

D

(4)

0

D <sup>(1)</sup>

Preferred

Stock

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 number.**

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Subscription Rights (right to buy) <sup>(5)</sup>	\$ 0.5	02/26/2019		X		1,677,715		02/01/2019	02/19/2019	Common Stock	3

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

ELLIOTT ASSOCIATES, L.P.  
40 WEST 57TH STREET  
30TH FLOOR  
NEW YORK, NY 10019

X

## Signatures

/s/ Elliot Greenberg, Vice President of Braxton Associates, Inc., as General Partner of Elliott  
Capital Advisors, L.P., as General Partner of Elliott Associates, L.P.

02/28/2019

\_\_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) This Form 4 is filed by Elliott Associates, L.P. (the "Reporting Person"). The Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.  
  
Represents the exercise of subscription rights in the Issuer's rights offering, as described in the Issuer's Prospectus dated February 1, 2019
- (2) (the "Rights Offering") by the Reporting Person, with each right entitling the Reporting Person to purchase 23.1379497159 shares of Common Stock.  
  
Represents shares of Common Stock acquired by the Reporting Person pursuant to its backstop commitment in accordance with the
- (3) Standby Purchase Agreement, dated as of November 8, 2018 (the "Standby Purchase Agreement"), filed as Exhibit 10.48 to the Issuer's Current Report on Form 8-K filed with the Securities and exchange Commission on November 9, 2018.
- (4) Represents shares of the Issuer's preferred stock that were redeemed by the Issuer at a price equal to their liquidation value plus all redemption premiums, in accordance with the Standby Purchase Agreement.
- (5) Represents subscription rights acquired by the Reporting Person in connection with the Rights Offering.

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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