HEARTLAND EXPRESS INC
Form 424B1
March 05, 2015
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Registration No. 333-202425

PROSPECTUS

HEARTLAND EXPRESS, INC.

3,250,000 Shares

of

Common Stock

The selling stockholder identified in this prospectus is selling 3,250,000 shares of our common stock, $0.01 par value. We will not receive any of the proceeds from the sale of shares of our common stock by the selling stockholder.

Our common stock is listed on The NASDAQ Global Select Market under the symbol HTLD. On March 4, 2015, the last reported sale price of our common stock on The NASDAQ Global Select Market was $24.49 per share.

Investing in our common stock involves a high degree of risk. Before buying any of our common stock, you should carefully consider the risk factors described in Risk Factors beginning on page 7 of this prospectus and in the documents we filed with the Securities and Exchange Commission that are incorporated in this prospectus by reference for certain risks and uncertainties you should consider.

	Per Share	Total
Public offering price	$ 23.75	$ 77,187,500
Underwriting discounts and commissions[1]	$ 0.7125	$ 2,315,625

Proceeds, before expenses, to the selling stockholder	$ 23.0375	$ 74,871,875

(1) Refer to Underwriting beginning on page 26 of this prospectus for information regarding underwriting compensation. The selling stockholder will bear all expenses, underwriting discounts and commissions relating to the offering.

The underwriters have the option to purchase up to an additional 487,500 shares from the selling stockholder identified in this prospectus within 30 days from the date of this prospectus at the initial price to the public less the underwriting discounts and commissions. If the underwriters exercise the option in full, the total underwriting discounts and commissions payable will be $2,662,968.75, and the total proceeds to the selling stockholder, before expenses, will be $86,102,656.25. We will not receive any proceeds from the sale of any of the additional shares.

The underwriters expect to deliver the shares on March 10, 2015.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Stifel **Stephens Inc.** **Wells Fargo Securities** **BB&T Capital Markets**

The date of this prospectus is March 5, 2015.

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ABOUT THIS PROSPECTUS

We, the selling stockholder and the underwriters have not authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus or in any free writing prospectus prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. The selling stockholder is offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where offers and sales are permitted. The information in this prospectus, including any information incorporated by reference, or in any free-writing prospectus prepared by or on behalf of us or to which we have referred you, is accurate only as of its date, regardless of its time of delivery or of any sale of shares of our common stock. Our business, financial condition, results of operations and prospects may have changed since that date.

Unless the context requires otherwise, references in this prospectus to Heartland Express, Inc., Heartland Express, Heartland, the Company, we, us, our, and similar terms refer to Heartland Express, Inc. and its consol subsidiaries.

You should read carefully the entire prospectus, as well as the documents incorporated by reference into the prospectus, before making an investment decision.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated herein by reference contain certain statements that may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act), and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and such statements are subject to the safe harbor created by those sections and the Private Securities Litigation Reform Act of 1995, as amended. Such statements may be identified by their use of terms or phrases such as expects, estimates, projects, believes, anticipates, plans, intends and similar terms and phrases. Forward-looking statements are upon the current beliefs and expectations of our management and are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, which could cause future events and actual results to differ materially from those set forth in, contemplated by or underlying the forward-looking statements. In this prospectus and the documents incorporated herein by reference, the statements relating to the following, among others, are forward-looking statements:

- any projections of earnings, revenues, capital expenditures, sources or adequacy of capital and liquidity or other financial items;
- plans, strategies and objectives of management for future operations, acquisition synergies and integration benefits, including those related to our 2013 acquisition of Gordon Trucking, Inc., proposed new services or developments, tractor and trailer count and expected average ages;
- future economic conditions, trucking capacity, freight demand, market for used revenue equipment, volumes, rates and prices;
- future costs, such as driver compensation, equipment costs, diesel fuel prices, taxes and other government impositions; and
- the impact of actual or proposed governmental regulation.

All forward-looking statements, including, without limitation, management s examination of historical operating trends and data, are based upon our current expectations and various assumptions. Our expectations, beliefs and projections are expressed in good faith and we believe there is a reasonable basis for them. However, we cannot assure you that management s expectations, beliefs and projections will be achieved. There are a number of risks, uncertainties, and other important factors that could cause our actual results to differ materially from the forward-looking statements contained in this prospectus and the documents incorporated herein by reference. Such risks, uncertainties and other important factors, which could cause our actual results to differ materially from those suggested by our forward-looking statements, are set forth in this prospectus under Risk Factors as well as in our reports incorporated by reference into this prospectus and include, among other things, the following:

- future recessionary economic cycles, downturns in customers business cycles and inventory fluctuations, particularly in industries in which we have a significant concentration of customers;

any weakening in the credit markets or general economic conditions;

regulatory requirements that increase costs, decrease efficiency or reduce the availability of drivers, including any changes in hours-of-service requirements for drivers and the U.S. Department of Transportation (DOT) Federal Motor Carrier Safety Administration s (FMCSA) Compliance Safety Accountability (CSA) program (formerly Comprehensive Safety Analysis 2010), which implemented new driver standards and modified the methodology for determining a carrier s DOT safety rating;

increases in compensation for, and difficulty in attracting and retaining, qualified drivers, including independent contractors;

elevated experience in the frequency and severity of claims relating to accident, cargo, workers compensation, health and other claims; increased insurance premiums; fluctuations in claims expenses that result from our self-insured retention amounts, including in our excess layers, and the requirement that we pay additional premiums if there are claims in certain of those layers; differences between estimates used in establishing and adjusting claims reserves and actual results over time; adverse changes in claims experience and loss development factors or additional changes in management s estimates of liability based upon such experience and development factors that cause our expectations of insurance and claims expense to be inaccurate or otherwise impacts our results;

changes in market conditions for used revenue equipment that impact our capital expenditures and our ability to dispose of revenue equipment on the schedule and for the prices we expect;

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increases in the prices paid for new revenue equipment that impact our capital expenditures and our results generally;

our ability to generate sufficient cash from operations to meet our significant ongoing capital requirements;

excess tractor or trailer capacity in the trucking industry;

decreased demand for our services or loss of one or more of our major customers;

strikes, work slowdowns or work stoppages at the Company, customers, ports or other shipping related facilities;

increases or rapid fluctuations in diesel fuel prices, as well as fluctuations in fuel surcharge collection, including, but not limited to, changes in customer fuel surcharge policies and increases in fuel surcharge bases by customers;

the volume and terms of diesel purchase commitments;

interest rates, fuel taxes, tolls and license and registration fees;

seasonal factors such as harsh weather conditions;

our ability to retain or replace key personnel and the impact of ownership concentration with the Gerdin family;

potential failure in computer or communications systems;

pricing and other competitive pressures;

the ability to control increases in operating costs;

the ability to identify acceptable acquisition candidates, consummate acquisitions and integrate and realize synergies from acquired operations; and

impairments of goodwill and other intangibles.

Readers should review and consider these factors along with those described in Risk Factors in this prospectus and in Risk Factors in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2014.

We disclaim any obligation to update or revise any forward-looking statements to reflect actual results or changes in the factors affecting the forward-looking information.

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SUMMARY

The following is a summary of selected information contained elsewhere or incorporated by reference in this prospectus. This summary does not contain all of the information that you should consider before making an investment in our common stock, and it is qualified in its entirety by, and should be read in conjunction with, the more detailed information included elsewhere or incorporated by reference in this prospectus. You should carefully consider all of the information contained in and incorporated by reference in this prospectus, including the information set forth under the heading Risk Factors, the financial statements, and the notes to the financial statements, included elsewhere or incorporated by reference in this prospectus, before deciding to invest in our common stock.

Overview

We are one of the largest and most profitable truckload carriers in the United States, as measured by revenue and net margin. Our headquarters is located in North Liberty, Iowa, in a low-cost environment with ready access to a skilled, educated, and industrious workforce. Our twenty-one other terminals are located near major shipping corridors nationwide, affording proximity to customer locations, driver domiciles, and distribution centers. We concentrate primarily on short-to-medium haul, asset-based dry van truckload services in regional markets near our terminals, where the average trip is approximately one day. We believe our geographic reach and terminal locations assist us with driver recruiting and retention, efficient fleet maintenance, and consistent customer engagement.

Our long-term objectives, which have not changed since we were founded in 1978, are to achieve significant growth, to operate with a low-80s operating ratio (operating expenses as a percentage of operating revenue), and to maintain a debt-free balance sheet. Since our initial public offering (IPO), we have grown revenue from $21.6 million in 1986 to $871.4 million in 2014, a compounded annual growth rate of approximately 14%. At the same time, we have grown net income from $3.0 million to $84.8 million, a compounded annual growth rate of approximately 13%. Our growth has come organically, by expanding service for customers and opening new locations, and through six acquisitions. In November 2013, we acquired Gordon Trucking, Inc. and related assets (GTI) for approximately $300 million, which increased our annual revenue run rate by nearly 80% and expanded our presence in the western United States. As of January 31, 2015, we have repaid 100% of the long-term debt related to our acquisition of GTI from internally generated cash.

We maintain a disciplined approach to cost controls. We do this by scrutinizing all expenditures, prioritizing expenses that improve our drivers experience or our customer service, minimizing non-driving personnel through proven technology when the cost of doing so is justified, and operating late-model tractors and trailers with sound warranty coverage and enhanced fuel efficiency. We have generated the best net margin of any publicly traded truckload carrier each year for the past 20 years.

We have never issued primary shares for cash and have repaid from cash flows all long-term debt temporarily incurred in connection with our past acquisitions. Since our IPO, we have paid over $450 million in cash dividends. In addition, since our IPO, we have repurchased 16.2 million shares, net of shares issued in acquisitions. Our return on equity has averaged 21.7% since our IPO, including 19.1% in 2014. We expect to continue to generate substantial free cash flows for allocation to growth, the continuation of our quarterly dividends, acquisitions, and other corporate purposes.

Operating Strategy

The key components of our operating strategy are as follows: (i) hire talented and experienced professional truck drivers and reward them with industry-leading pay, new equipment, and driver-friendly freight, (ii) seek customers that require a high level of service, respect our drivers, and compensate us fairly, and (iii) manage our tractor and trailer fleet for operating efficiency and favorable net cash flows.

Drivers. We hire primarily experienced drivers, and we provide our drivers well-equipped, late model tractors and trailers. Through the acquisition of GTI, we also gained access to the student driving community. To attract and retain drivers who understand the importance of safety and customer service, we offer compensation that is designed to be at or near the top of the competitive market, as well as incentives that reward safety. We equip 100% of our over-the-road tractors with electronic logging devices for efficiency and safety. Our composite CSA score for the 24-month period ended January 31, 2015, as measured by the FMCSA, was the best of any publicly traded truckload carrier. During 2014, our drivers helped us earn the following safety and operational awards: British Petroleum Driving Safety Standards, California Trucking Association Fleet Safety Award, Truckload Carriers Association Top 20 Best Fleets to Drive For, and Truckload Carriers Association U.S. Safest Fleet (over 100 million miles).

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Customers. We serve a blue chip customer base with diversified commodities, end markets, and geographies. Our largest customer sectors in 2014 were retailers (27.5%), food and beverage (26.1%), consumer product companies (13.6%), and paper manufacturers (13.4%). Our top five customers by revenue in 2014, in alphabetical order, were General Mills, Georgia Pacific, Sears, Unilever, and Walmart. In 2014, our largest customer represented approximately 8% of our operating revenue. We seek our customers freight that involves extremely high service levels, significant lane density, efficient driver turnaround times, and a network yield that supports our profitability requirements. We believe that our service standards, safety record, and equipment availability have made us a core carrier for many of our major customers. During 2014, we received the following awards from our customers in recognition of our service levels:

Armada Supply Chain Solutions Elite Fleet Member Award (2014 Performance)

CHEP Dedicated Provider of the Year Award (2013 Performance)

FedEx Core Carrier of the Year (2014 Performance 4th consecutive year)

FedEx Gold Award (2014 Performance 4th consecutive year)

FedEx SmartPost Peak Performance Award (2014 Performance 4th consecutive year)

Nestle Waters Southeast Region Carrier of the Year (2013 Performance)

United Sugars Dry Van Carrier of the Year (2014 Performance 2nd consecutive year)

Walmart Best Performing Carrier for Unilever Award (2014 Performance)

Walmart General Merchandise Carrier of the Year (2013 Performance)

Whirlpool National TL Carrier of the Year (2013 Performance 2nd consecutive year)

Winegard Carrier of the Year (2013 Performance 3rd consecutive year)

Fleet. Our revenue equipment program has three main components: (i) operate a relatively new fleet to improve fuel mileage, lower maintenance expense, increase reliability of service, and enhance our drivers safety and comfort, (ii) depreciate new tractor revenue equipment on an accelerated basis, and (iii) avoid long-term purchase or trade-in agreements with manufacturers. This strategy, which we believe is unique among our publicly traded peers, affords us flexibility to buy and sell at nearly any time to capitalize on equipment market conditions, regulatory changes, and

efficiency advances. We believe this flexibility helps us generate favorable cash flows over time. However, this flexibility can also add volatility to gain on disposal of property and equipment, cash flows, and earnings per share depending on the amount of equipment we dispose of in a given period.

Growth History and Capital Allocation

We have grown both organically and through six acquisitions. Our organic growth has come from expanding our terminal network and customer relationships to locations such as Atlanta, GA, Carlisle, PA, Columbus, OH, Dallas, TX, Phoenix, AZ, and St. Louis, MO, then building up freight density and driver domiciles around these locations. The main constraint on organic growth currently is the shortage of highly qualified professional truck drivers. We are highly selective about acquisitions, with our main criteria being (i) safe operations, (ii) high quality professional truck drivers, (iii) fleet profile that is compatible with our philosophy or can be replaced economically, and (iv) freight profile that will allow a path to a low 80s operating ratio upon full integration, application of our cost structure, and freight optimization, including exiting certain loads that fail to meet our operating profile.

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We regularly evaluate the prospective uses of our available capital and allocate funds where we expect to generate the most favorable risk-adjusted, medium to long-term returns for our stockholders. Our major uses of cash flows since our IPO have been (i) investment in new tractors and trailers, (ii) acquisitions, (iii) dividends, and (iv) stock repurchases. Examples of significant capital allocation decisions since 1994 include the following:

Period	Market Conditions	Heartland Capital Decisions
1994-1998	Initially strong then variable freight market Initially strong then variable used equipment market	Acquire Munson Transportation Acquire A&M Express Improve margins Pay off 100% of long-term debt Build cash to $143.4 million
1999-2001	Freight slows into recession Highly depressed used equipment market	Restrain growth Repurchase 15.4% of outstanding shares for $59.1 million Build cash to $161.1 million
2002-2006	Economy expands Freight rates rise Used equipment market improves	Acquire Great Coastal Express Grow organically Improve margins Initiate quarterly cash dividends Build cash to $331.3 million
2007-2012	Freight recession in 2007-08 Great Recession in 2009 Slow recovery in 2010-12 Used equipment market drops substantially then recovers EPA regulations lower MPG and increase costs Acquisition price expectations unreasonable	Constrain fleet size Pre-buy tractors ahead of untested 2007 and 2010 EPA engine requirements Pay special dividends of $372.2 million Repurchase 13.7% of outstanding shares for $181.8 million Rebuild cash to $119.8 million
2013-Present	Strong freight recovery Strong pricing Strong used equipment market Selective acquisitions possible	Acquire GTI Invest in new, higher MPG tractors Pay off 100% of long-term debt at January 31, 2015 Position for future margin improvement and growth

Note: In this prospectus summary, references to cash include cash, cash equivalents and short-term investments. Unless otherwise indicated, the date of measurement in the information above is December 31 of the last year in the applicable timeframe.

Recent Developments

We have experienced the following recent developments:

As of February 28, 2015, we had zero long-term debt and an estimated $30 million of cash, after investing approximately $114 million in net capital expenditures in 2014 and repaying 100% of the long-term debt we had incurred to purchase GTI.

The freight market has continued to be strong, with customer demand outweighing our tractor capacity. For January 2015, our load turndowns (loads we were tendered but did not accept) were approximately 23,000, which was approximately the same as in January 2014. Turndowns have continued at approximately the same rate through the first three weeks of February.

By the end of 2015, we expect approximately 40% of our tractors to be 2016 models, lowering our average fleet age to approximately 1.3 years. Given our tractor investment in 2014 and expected tractor investment for 2015, we will not need to purchase tractors in 2016, although we may choose to do so.

The integration of GTI is proceeding steadily. During 2014, we made substantial progress on asset productivity and cost

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controls, which was partially offset by increased depreciation due to adding new equipment under our depreciation method. The following table reflects our progress on operating efficiency during 2014.

	Operating Expenses as % of Operating Revenue for the Three Months Ended							
($ in millions)	**Mar. 31, 2014**		**June 30, 2014**		**Sept. 30, 2014**		**Dec. 31, 2014**	
Operating revenue	$ 224.5	100%	$ 226.8	100%	$ 217.1	100%	$ 203.0	100%
Depreciation	$ 24.6	11.0%	$ 26.7	11.8%	$ 27.8	12.8%	$ 29.6	14.6%
Gain on disposal of prop. & equip.	$ (2.0)	(0.9%)	$ (13.9)	(6.1%)	$ (11.3)	(5.2%)	$ (6.4)	(3.2%)
All other operating expenses [1]	$ 181.3	80.8%	$ 173.3	76.4%	$ 164.3	75.7%	$ 145.6	71.7%

[1] Three months ended December 31, 2014 includes an approximately $4.0 million positive adjustment to insurance accruals based on an actuarial study. Excluding the positive adjustment, all other operating expenses were 73.7% of operating revenue.

Corporate Information

Our headquarters is located at 901 North Kansas Avenue, North Liberty, Iowa 52317. Our telephone number is (319) 626-3600. Our website is located at www.heartlandexpress.com. The information contained in or available through our website is not incorporated by reference into, and should not be considered part of, this prospectus.

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THE OFFERING

Common stock offered by the selling stockholder	3,250,000 shares (3,737,500 shares if the underwriters exercise their option to purchase additional shares in full)
Underwriters option to purchase additional shares of common stock from the selling stockholder	487,500 shares
Common stock to be outstanding before and immediately after this offering	87,790,677 shares [(1)]
Common stock to be owned by the Gerdin family and related trusts and partnerships, including the selling stockholder, immediately after this offering	36,559,732 shares (36,072,232 shares if the underwriters exercise their option to purchase additional shares in full) [(2)]
Use of proceeds	The selling stockholder will receive all of the net proceeds from the sale of our common stock in this offering. We will not receive any of the proceeds from the sale of our common stock by the selling stockholder. The selling stockholder will be responsible for all fees, expenses, and commissions incurred in connection with this offering. See Use of Proceeds.
The NASDAQ Global Select Market symbol	HTLD
Risk factors	You should carefully consider all of the information set forth under the heading Risk Factors and all other information included or incorporated by reference in this prospectus before deciding to invest in our common stock.

(1) Excludes 175,066 shares of unvested restricted stock issued pursuant to our 2011 Restricted Stock Award Plan (the Plan). Holders of unvested restricted shares issued under the Plan have all of the rights of a stockholder with respect to the unvested restricted shares, including, but not limited to, the right to receive such cash dividends, if any, as may be declared on such shares from time to time and the right to vote such shares at any meeting of our stockholders. In this prospectus, the number of our outstanding shares as of March 4, 2015 excludes 175,066 shares of unvested restricted stock issued under the Plan, unless otherwise specifically noted.

(2) The selling stockholder is the 2009 Gerdin Heartland Trust UTA 7/15/2009, which is one of the entities through which members of the Gerdin family hold their shares. The Gerdin family and related trusts and partnerships, including the selling stockholder, beneficially own an aggregate 39,809,732 shares of our common stock, or approximately 45.3% of our outstanding shares, prior to this offering and will beneficially own an aggregate of 36,559,732 shares of our common stock, or approximately 41.6% of our outstanding shares, after this offering, assuming the underwriters do not exercise their option to purchase additional shares, or 36,072,232 shares of our common stock, or approximately 41.0% of our outstanding common stock, assuming the underwriters exercise their option to purchase additional shares in full.

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SUMMARY CONSOLIDATED FINANCIAL DATA

(in thousands, except per share amounts)

Our summary historical financial data as of and for the years ended December 31, 2014, 2013, 2012, 2011 and 2010, under the captions Statements of Income Data, and Balance Sheet Data are derived from our audited consolidated financial statements. The consolidated financial statements were audited by KPMG LLP. The following table should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations, as well as the consolidated financial statements and related notes thereto, appearing in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, which is incorporated by reference into this prospectus.

	Year Ended December 31,				
	2014	2013 [5]	2012	2011	2010
Statements of Income Data:					
Operating revenue	$ 871,355	$ 582,257	$ 545,745	$ 528,623	$ 499,516
Operating expenses:					
Salaries, wages and benefits	278,126	178,736	167,073	166,717	167,980
Rent and purchased transportation	51,950	12,808	6,273	7,527	9,460
Fuel	219,261	172,315	168,981	161,915	126,477
Operations and maintenance	39,052	22,345	25,282	20,938	17,086
Operating taxes and licenses	20,370	10,516	8,694	9,225	8,480
Insurance and claims	17,946	14,888	14,906	13,142	12,526
Communications and utilities	6,494	3,552	2,953	2,957	3,187
Depreciation and amortization [1]	108,566	68,908	57,158	57,226	61,949
Other operating expenses	31,266	19,157	14,633	14,552	14,239
Gain on disposal of property and equipment	(33,544)	(33,270)	(15,109)	(32,133)	(13,317)
	739,487	469,955	450,844	422,066	408,067
Operating income [1]	131,868	112,302	94,901	106,557	91,449
Interest income	195	462	674	773	1,424
Interest expense	(446)	(208)			
Income before income taxes [1]	131,617	112,556	95,575	107,330	92,873
Federal and state income taxes	46,783	41,974	34,034	37,398	30,657
Net income [1]	$ 84,834	$ 70,582	$ 61,541	$ 69,932	$ 62,216
Weighted average shares outstanding [2]					
Basic	87,748	85,209	85,892	89,656	90,689
Diluted	87,923	85,441	86,201	89,673	90,689
Net income per share [1] [2]					
Basic	$ 0.97	$ 0.83	$ 0.72	$ 0.78	$ 0.69

Diluted	$ 0.96	$ 0.83	$ 0.71	$ 0.78	$ 0.69
Dividends declared per share [3]	$ 0.08	$ 0.08	$ 1.08	$ 0.08	$ 1.08
Balance Sheet Data:					
Net working capital	$ 81,944	$ 55,732	$ 146,070	$ 167,772	$ 144,886
Total assets	759,994	724,841	467,737	525,666	506,035
Long-term debt [4]	24,600	75,000			
Stockholders equity [3]	476,587	397,653	290,364	340,771	334,187

(1) Effective July 1, 2013, we changed our estimate of depreciation expense on tractors to the 125% declining balance from the 150% declining balance method because a stable used equipment market supported a return to our historical estimate of depreciation on tractor equipment over its expected useful life.

(2) The difference between basic and diluted weighted average shares outstanding is due to the effect of unvested restricted stock granted under the Plan.

(3) During 2010 and 2012 we paid special dividends of $1.00 per share, which was in addition to regular quarterly dividends declared. These special dividends totaled $90.7 million in 2010 and $85.0 million in 2012.

(4) During 2013 we entered into an unsecured reducing line of credit agreement. Maximum borrowing capacity as of December 31, 2014 was $225.0 million. As of December 31, 2014, we had $24.6 million of outstanding borrowings and, based on outstanding borrowings and letters of credit, we had available borrowing capacity of $196.0 million. As of January 31, 2015, we had no outstanding borrowings on our line of credit and based on outstanding letters of credit, we had available borrowing capacity of $220.6 million under such line of credit.

(5) We acquired 100% of the outstanding stock of GTI in November 2013. Therefore, our operating results for the year ended December 31, 2013 include the operating results of GTI for the period of November 11, 2013 to December 31, 2013.

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RISK FACTORS

An investment in our common stock involves significant risks. Our business, financial condition and results of operations could be materially adversely affected by any of these risks. The trading price or value of our common stock could decline due to any of these risks and you may lose all or part of your investment. Before you make an investment decision regarding our common stock, you should carefully consider the risk factors described under Risk Factors in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2014, in any updates to those Risk Factors in our Quarterly Reports on Form 10-Q and in other documents incorporated by reference into this prospectus (which risk factors are incorporated by reference herein), as well as other information contained in or incorporated by reference into this prospectus before making a decision to invest in our common stock. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also affect our business operations, our financial results and the value of our common stock. See Where You Can Obtain Additional Information and Cautionary Statement Regarding Forward-Looking Statements.

Risks Relating to Our Business

Our business is subject to general economic and business factors affecting the trucking industry that are largely out of our control, any of which could have a materially adverse effect on our operating results.

The truckload industry is highly cyclical and our business is dependent on a number of factors that may have a negative impact on our results of operations, many of which are beyond our control. We believe that some of the most significant of these factors are economic changes that affect supply and demand in transportation markets, such as:

- recessionary economic conditions and downturns in customers business cycles;
- changes in customers inventory levels and in the availability of funding for their working capital;
- excess tractor and trailer capacity in comparison with shipping demand;
- the rate of unemployment and availability of and compensation for alternative jobs for truck drivers;
- activity in key economic indicators such as manufacturing of automobiles and durable goods and housing construction;
- supply chain disruptions due to factors such as weather, strikes or slowdowns affecting ports and other shipping locations or other transportation providers, and railroad congestion; and
- changes in interest rates.

Conditions that decrease shipping demand or increase the supply of tractors and trailers can exert downward pressure on rates and equipment utilization, thereby decreasing asset productivity. The risks associated with these factors are

heightened when the U.S. economy is weakened. Some of the principal risks of such conditions are as follows:

- we may experience a reduction in overall freight levels, which may impair our asset utilization;

- certain of our customers may face credit issues and could experience cash flow problems that may lead to payment delays, increased credit risk, bankruptcies and other financial hardships that could result in even lower freight demand and may require us to increase our allowance for doubtful accounts;

- freight patterns may change as supply chains are redesigned, resulting in an imbalance between our capacity and our customers freight demand;

- customers may solicit bids for freight from multiple trucking companies or select competitors that offer lower rates from among existing choices in an attempt to lower their costs, and we might be forced to lower our rates or lose freight;

- we may be forced to accept more freight from freight brokers, where freight rates are typically lower, or may be forced to incur more non-revenue miles to obtain loads; and

the resale value of our equipment may decline, which could negatively impact our earnings and cash flows.
We also are subject to potential increases in various costs and other events that are outside of our control that could materially reduce our profitability if we are unable to increase our rates sufficiently. Such cost increases include, but are not limited to, fuel and energy prices, taxes and interest rates, tolls, license and registration fees, insurance premiums, revenue equipment and related maintenance costs, and healthcare and other benefits for our employees. We cannot predict whether, or in what form, any such cost increase or event could occur. Any such cost increase or event could adversely affect our profitability.

In addition, we cannot predict future economic conditions, fuel price fluctuations or how consumer confidence could be affected by actual or threatened armed conflicts or terrorist attacks, government efforts to combat terrorism, military action against a foreign state or group located in a foreign state or heightened security requirements. Enhanced security measures could impair our operating efficiency and productivity and result in higher operating costs.

Our growth may not continue at historical rates, if at all, and any decrease in revenues or profits may impair our ability to implement our business strategy, which could have a materially adverse effect on our results of operations.

Historically, we have experienced significant and rapid growth in revenue and profits. There can be no assurance that our business will continue to grow in a similar fashion in the future, or at all, or that we can effectively adapt our management, administrative and operational systems to respond to any future growth. Further, there can be no assurance that our operating margins will not be adversely affected by future changes in and expansion of our business or by changes in economic conditions.

We have established terminals throughout the United States in order to serve markets in various regions. These regional operations require the commitment of additional personnel and revenue equipment, as well as management resources, for future development and establishing terminals and operations in new markets could require more time, resources or a more substantial financial commitment than anticipated. Should the growth in our regional operations stagnate or decline, the results of our operations could be adversely affected. As we continue to expand, it may become more difficult to identify large cities that can support a terminal and we may expand into smaller cities where there is insufficient economic activity, fewer opportunities for growth and fewer drivers and non-driver personnel to support the terminal. We may encounter operating conditions in these new markets, as well as our current markets, that differ substantially from our current operations and customer relationships and appropriate freight rates in new markets could be challenging to attain. These challenges may negatively impact our growth, which could have a materially adverse effect on our ability to execute our business strategy and our results of operations.

We are highly dependent on a few major customers, the loss of one or more of which could have a materially adverse effect on our business.

A significant portion of our operating revenue is generated from several major customers. For the year ended December 31, 2014, our top 25 customers, based on operating revenue, accounted for approximately 68% of our operating revenue. We cannot assure you that our customer relationships will continue as presently in effect or that we will receive our current customer rate levels in the future. A reduction in freight volumes or our services or termination of our services by one or more of our major customers could have a materially adverse effect on our business and operating results. In addition, if any of our major customers experience financial hardship, the demand for our services could decrease, which could negatively affect our operating results.

Indebtedness under our Credit Agreement could have adverse consequences on our future operations.

Prior to the acquisition of GTI, we had not had outstanding indebtedness since the third quarter of 1997. Accordingly, we had not been required to devote any cash flows from operations to debt service payments, and we were not subject to affirmative and negative covenants customarily in a bank debt facility that impose restrictions on the operation of our business. In conjunction with the acquisition of GTI, we entered into a five-year, unsecured credit agreement with Wells Fargo Bank, National Association (the Credit Agreement), in the original amount of $250.0 million. The Credit Agreement includes periodic, permanent reductions in the lending commitment during the term of the facility. As of November 1, 2014, the lending commitment was reduced to $225.0 million. At December 31, 2014, we had $24.6 million in outstanding borrowings under the Credit Agreement. As of February 28, 2015, we had no outstanding borrowings under the Credit Agreement. Any indebtedness under the Credit Agreement could have adverse consequences on our future operations, including:

- resulting in an event of default if we fail to comply with the financial and other covenants contained in the Credit Agreement, which could result in all of our debt thereunder becoming immediately due and payable;

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reducing the availability of our cash flows to fund organic growth, working capital, capital expenditures, dividends, stock repurchases, acquisitions and other general corporate purposes;

limiting our flexibility in planning for or reacting to and increasing our vulnerability to, changes in our business, the industry in which we operate and the general economy; and

increasing our vulnerability to the impact of adverse economic and industry conditions.

If our cash flows and capital resources are inadequate to service our obligations under the Credit Agreement, we may be forced to reduce or delay investments and capital expenditures, or to sell assets, seek additional capital or restructure or refinance our indebtedness. These alternative measures may not be successful and may not permit us to meet our scheduled debt service obligations. In the event that we need to refinance all or a portion of our outstanding debt before maturity or as it matures, we may be unable to obtain terms as favorable as the current terms of the Credit Agreement.

We have significant ongoing capital requirements that could affect our profitability if we are unable to generate sufficient cash from operations and obtain financing on favorable terms.

The truckload industry is capital intensive, and our historical policy of operating late-model revenue equipment requires us to invest significant amounts annually to maintain a newer average age for our fleet of revenue equipment. We expect to pay for projected capital expenditures with cash flows from operations, proceeds from sales of equipment being replaced and perhaps with proceeds of borrowings. If we are unable to generate sufficient cash from operations or proceeds from sales of equipment being replaced, or utilize borrowing capacity on our Credit Agreement, we would need to seek alternative sources of capital, including additional financing, to meet our capital requirements. In the event that we are unable to generate sufficient cash from operations or obtain additional financing on favorable terms in the future, we may have to limit our fleet size, enter into less favorable financing arrangements or operate our revenue equipment for longer periods, any of which could have a materially adverse effect on our profitability.

Increased prices, reduced productivity and restricted availability of new revenue equipment and decreased demand and value of used equipment may adversely affect our earnings and cash flows.

We are subject to risk with respect to higher prices for new tractors. Prices may increase due to, among other reasons, (i) increases in commodity prices, (ii) government regulations applicable to newly manufactured tractors, trailers and diesel engines and (iii) the pricing discretion of equipment manufacturers. In addition, the engines installed in our newer tractors are subject to emissions control regulations issued by the Environmental Protection Agency (EPA). The regulations require reductions in exhaust emissions from diesel engines manufactured in or after 2010. Compliance with such regulations has increased the cost of our new tractors and could impair equipment productivity, lower fuel mileage and increase our operating expenses. These adverse effects, combined with the uncertainty as to the reliability of the vehicles equipped with the newly designed diesel engines and the residual values realized from the disposition of these vehicles, could increase our costs or otherwise adversely affect our business or operations as the regulations become effective.

The market for used equipment is cyclical and can be volatile, and any downturn in the market could negatively impact our earnings and cash flows. In recent periods, we have recognized significant gains on the sale of our used tractors and trailers, in part because of a strong used equipment market. During periods of lower used equipment values, we may generate lower gains on sale, which would reduce our earnings and cash flows, and could adversely

impact our liquidity and financial condition. Alternatively, we could decide, or be forced, to operate our equipment longer, which could negatively impact maintenance and repairs expense, customer service, and driver satisfaction.

If diesel fuel prices increase significantly, our results of operations could be adversely affected.

Our operations are dependent upon diesel fuel. Prices and availability of petroleum products are subject to political, economic, weather-related, geographic and market factors that are outside our control and each of which may lead to fluctuations in the cost of fuel. Because our operations are dependent upon diesel fuel, significant increases in diesel fuel costs could materially and adversely affect our results of operations and financial condition if we are unable to pass increased costs on to customers through rate increases or fuel surcharges. Even if we are able to pass some increased costs on to customers, fuel surcharge programs generally do not protect us against all of the increases in fuel prices. Moreover, in times of rising fuel prices, the lag between purchasing the fuel, and the

billing for the surcharge (which typically is based on the prior week s average price), can negatively impact our earnings and cash flows. In addition, the terms of each customer s fuel surcharge agreement vary, and customers may seek to modify the terms of their fuel surcharge agreements to minimize recoverability for fuel price increases. Our results of operations and cash flows would be negatively affected to the extent we cannot recover higher fuel costs or fail to improve our fuel price protection through our fuel surcharge program. Increases in fuel prices, or a shortage or rationing of diesel fuel, could also materially and adversely affect our results of operations.

Difficulty in attracting and retaining drivers, including independent contractors, may have a materially adverse effect on our business.

Difficulty in attracting or retaining qualified drivers, including independent contractors, could have a materially adverse effect on our growth and profitability. Competition for drivers, which has been historically intense, may increase even more as the overall demand for freight services increases with improvements in economic conditions. We have seen evidence that CSA and stricter hours-of-service (HOS) regulations adopted by the United States DOT in July 2013 have tightened, and may continue to tighten, the market for eligible drivers. If a shortage of drivers were to occur, or if we were unable to attract and contract with independent contractors, we could be forced to, among other things, limit our growth, decrease the number of our tractors in service, or adjust our driver compensation package or independent contractor compensation, which could adversely affect our profitability and results of operations if not offset by a corresponding increase in customer rates. In addition, our independent contractors are responsible for paying for their own equipment, fuel and other operating costs. Significant increases in these costs could cause them to seek higher compensation from us or seek other opportunities within or outside the trucking industry.

If our independent contractors are deemed by regulators or judicial process to be employees, our business and results of operations could be adversely affected.

Tax and other regulatory authorities have in the past sought to assert that independent contractors in the trucking industry are employees rather than independent contractors. Members of Congress have frequently proposed federal legislation that would make it easier to reclassify independent contractors as employees and impose increased recordkeeping and compliance obligations on businesses that use independent contractors. Some states have put initiatives in place to increase their revenues from items such as unemployment, workers compensation and income taxes, and a reclassification of independent contractors as employees would help states with this initiative. Further, class actions and other lawsuits have been filed in our industry seeking to reclassify independent contractors as employees for a variety of purposes, including workers compensation and health care coverage. Taxing and other regulatory authorities and courts apply a variety of standards in their determination of independent contractors status. If our independent contractors are determined to be our employees, we would incur additional exposure under federal and state tax, workers compensation, unemployment benefits, labor, employment and tort laws, including for prior periods, as well as potential liability for employee benefits and tax withholdings.

We operate in a highly regulated industry and increased costs of compliance with, or liability for violation of, existing or future regulations could have a materially adverse effect on our business.

We operate in the United States pursuant to operating authority granted by the DOT. Our company drivers and independent contractors also must comply with the safety and fitness regulations of the DOT, including those relating to CSA safety performance and measurements, drug and alcohol testing and HOS. Weight and equipment dimensions also are subject to government regulations. We also may become subject to new or more restrictive regulations relating to exhaust emissions, drivers HOS, ergonomics, electronic logging devices (ELDs), collective bargaining, security at ports and other matters affecting safety or operating methods.

In July 2012, Congress passed a federal transportation bill that requires promulgation of rules mandating the use of ELDs by July 2013 with full adoption for all trucking companies no later than July 2015. In March 2014, the FMCSA announced a Supplemental Notice of Proposed Rulemaking to mandate ELDs. The effective date and publication date in the Federal Register were not announced. The rule will go into effect two years after the final rule is issued. It is uncertain if this adoption date will be challenged or extended. We believe the ELD mandate, together with the revised HOS rules and other regulations, could result in a reduction in effective trucking capacity to service increased demand. Although we are not currently required to install ELDs in our tractors, we have proactively installed ELDs. Since December 31, 2011, 100% of our over-the-road tractors have had ELDs installed, including electronic logs. Such installation could cause an increase in driver turn-over, information that can be used in litigation, cost increases and decreased asset utilization.

Federal, state and municipal authorities have implemented and continue to implement various security measures, including checkpoints and travel restrictions on large trucks. The Transportation Security Administration (the TSA) of the Department of Homeland Security has adopted regulations that require a determination by the TSA that each driver who applies for or renews his or her license for carrying hazardous materials is not a security threat. This could reduce the pool of qualified drivers, which could require us to increase driver compensation, limit our fleet growth or let trucks sit idle. These regulations also could complicate the matching of available equipment with hazardous material shipments, thereby increasing our response time on customer orders and our non-revenue miles. As a result, it is possible we may fail to meet the needs of our customers or may incur increased expenses to do so. These security measures could negatively impact our operating results.

Some states and municipalities have begun to restrict the locations and amount of time where diesel-powered tractors, such as ours, may idle, in order to reduce exhaust emissions. These restrictions could force us to alter our drivers behavior, purchase on-board power units (for portions of our tractor fleet that do not currently have them) that do not require the engine to idle, or face a decrease in productivity.

Future laws and regulations may be more stringent and require changes in our operating practices, influence the demand for transportation services or require us to incur significant additional costs. Higher costs incurred by us or by our suppliers who pass the costs on to us through higher prices could adversely affect our results of operations.

Safety-related evaluations and rankings under CSA could adversely affect our profitability and operations, our ability to maintain or grow our fleet and our customer relationships.

Under CSA, drivers and fleets are evaluated and ranked based on certain safety-related standards. The methodology for determining a carrier s DOT safety rating has been expanded to include the on-road safety performance of the carrier s drivers. As a result, certain current and potential drivers may no longer be eligible to drive for us, our fleet could be ranked poorly as compared to our peers, and our safety rating could be adversely impacted. A reduction in eligible drivers or a poor fleet ranking may result in difficulty attracting and retaining qualified drivers, including impacting our number of unmanned trucks, and could cause our customers to direct their business away from us and to carriers with higher fleet rankings, which would adversely affect our results of operations. Additionally, competition for drivers with favorable safety ratings may increase and thus provide for increases in driver related compensation cost. One of our subsidiaries has recently exceeded the established intervention threshold in one of the seven safety-related standards of CSA. Based on this unfavorable rating we may be prioritized for an intervention action or roadside inspection. In addition, from time to time we could further exceed the FMCSA s established intervention thresholds under certain categories, which could also cause our drivers to be prioritized for intervention action or roadside inspection by regulatory authorities. Such action or inspection could adversely affect our results of operations, and we may incur greater than expected expenses in our attempts to improve our scores.

Our operations are subject to various environmental laws and regulations, the violation of which could result in substantial fines or penalties.

In addition to direct regulation by the DOT and other agencies, we are subject to various environmental laws and regulations dealing with the handling of hazardous materials, waste oil, underground fuel storage tanks and discharge and retention of storm-water. We operate in industrial areas, where truck terminals and other industrial facilities are located and where groundwater or other forms of environmental contamination have occurred. Our operations involve the risks of fuel spillage or seepage, environmental damage and hazardous waste disposal, among others. We also maintain bulk waste oil or fuel storage and fuel islands at the majority of our facilities. If (i) we are involved in a spill or other accident involving hazardous substances, (ii) there are releases of hazardous substances we transport, (iii) soil or groundwater contamination is found at our facilities or results from our operations or (iv) we are found to be in

violation of or fail to comply with applicable environmental laws or regulations, then we could be subject to clean-up costs and liabilities, including substantial fines or penalties or civil and criminal liability, any of which could have a materially adverse effect on our business and operating results.

Our business also is subject to the effects of new tractor engine design requirements implemented by the EPA. In August 2011, the National Highway Transportation Safety Administration (NHTSA) and the EPA adopted a new rule that established the first-ever fuel economy and greenhouse gas standards for medium- and heavy-duty vehicles, which include tractors we utilize. These standards apply to model years 2014 to 2018, which are required to achieve an approximate 20% reduction in fuel consumption by 2018. In addition, President Barack Obama announced that his administration will begin developing the next phase of tighter fuel efficiency standards for medium- and heavy-duty vehicles, including tractors, and directed the EPA and NHTSA to develop new fuel-efficiency and greenhouse gas standards by March 31, 2016. Additional changes in the laws and regulations governing or impacting

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our industry could affect the economics of the industry by requiring changes in operating practices or by influencing the demand for, and the costs of providing, services to shippers.

We are exposed to risks related to our acquisition of GTI, and we may not be able to achieve the benefits we expected at the time of the acquisition. Any failure to implement our business strategy with respect to the GTI acquisition could negatively impact our business, financial condition and results of operations.

We have partially completed the integration of GTI s business into our own. However, additional activities remain to be completed, and many of these activities involve third parties, including customers, drivers, and suppliers, whose actions are out of our control. We have not yet achieved, and may never achieve, the full benefit of the revenue enhancements and cost savings we expected at the time of the acquisition. In addition, even if we achieve the expected benefits, we may be unable to achieve them within the anticipated time frame. Also, the cost savings and other benefits may be offset by unexpected costs incurred in integrating GTI, increases in other expenses, or problems in the business unrelated to the GTI acquisition. If the integration is not successful, or if we fail to implement our business strategy with respect to the acquisition, we may be unable to achieve expected results and our business, financial condition and results of operations may be materially and adversely affected.

Specific risks associated with the remaining integration include the following:

- the potential loss of customers, employees, suppliers, other business partners or independent contractors;

- failure to effectively consolidate functional areas, which may be impeded by inconsistencies in, or conflicts between, standards, controls, procedures, policies, business cultures and compensation structures;

- potential future impairment charges, write-offs, write-downs or restructuring charges that could adversely affect our results of operations;

- significant deficiencies or material weaknesses in internal controls over financial reporting;

- increased tax liability or other tax risk if future earnings are less than anticipated, there is a change in the deductibility of items, or we are unable realize the benefits of a special tax election referred to as a Section 338(h)(10) election ;

- exposure to unknown liabilities or other obligations of GTI, which may include matters relating to employment, labor and employee benefits, litigation, accident claims and environmental issues, and which may affect our ability to comply with applicable laws;

- the ongoing integration and management of technologies and services of the two companies, including the consolidation and integration of information systems;

the coordination of resources across broad geographical areas;

the loss of truck drivers of GTI or our historical operations due to differences in pay, policies, business culture, branding, or other factors, or an increase in costs of recruiting and retaining truck drivers; and

the challenges of moving toward a single brand and market identity.

We may not make acquisitions in the future, or if we do, we may not be successful in integrating the acquired company, either of which could have a materially adverse effect on our business.

Historically, acquisitions have been a part of our growth. There is no assurance that we will be successful in identifying, negotiating or consummating any future acquisitions. If we fail to make any future acquisitions, our growth rate could be materially and adversely affected. Any additional acquisitions we undertake could involve the dilutive issuance of equity securities, incurring indebtedness and/or incurring large one-time expenses. In addition, acquisitions involve numerous risks, including difficulties in assimilating the acquired company s operations, the diversion of our management s attention from other business concerns, risks of entering into markets in which we have had no or only limited direct experience, and the potential loss of customers, key employees and drivers of the acquired company, all of which could have a materially adverse effect on our business and operating results. If we

make acquisitions in the future, we cannot guarantee that we will be able to successfully integrate the acquired companies or assets into our business, which would have a materially adverse effect on our business, financial condition and results of operations.

If we are unable to retain our key employees or find, develop and retain terminal managers, our business, financial condition and results of operations could be adversely affected.

We are highly dependent upon the services of several executive officers and key management employees. The loss of any of their services could have a short-term, negative impact on our operations and profitability. We currently do not have employment agreements with any of our key employees or executive officers, and the loss of any of their services could negatively impact our operations and future profitability. We must continue to develop and retain a core group of terminal managers if we are to realize our goal of expanding our operations and continuing our growth. Failing to develop and retain a core group of terminal managers could have a materially adverse effect on our business.

Seasonality and the impact of weather affect our operations and profitability.

Our tractor productivity decreases during the winter season because inclement weather impedes operations, and some shippers reduce their shipments after the winter holiday season. Revenue can also be affected by bad weather and holidays, since revenue is directly related to available working days of shippers. At the same time, operating expenses increase and fuel efficiency declines because of engine idling and harsh weather, which creates higher accident frequency, increased claims and more equipment repairs. We can also suffer short-term impacts from weather-related events such as hurricanes, blizzards, ice storms and floods that could harm our results or make our results more volatile. Weather and other seasonal events could adversely affect our operating results.

We self-insure for a significant portion of our claims exposure, which could significantly increase the volatility of, and decrease the amount of, our earnings.

Our future insurance and claims expense might exceed historical levels, which could reduce our earnings. We self-insure for a portion of our claims exposure resulting from workers compensation, auto liability, general liability, cargo and property damage claims, as well as employees health insurance. We are also responsible for our legal expenses relating to such claims. We reserve currently for anticipated losses and related expenses. We periodically evaluate and adjust our claims reserves to reflect trends in our own experience as well as industry trends. However, ultimate results may differ from our estimates, which could result in losses over our reserved amounts. We do not currently maintain directors and officers insurance coverage, although we are obligated to indemnify them against certain liabilities they may incur while serving in such capacities.

We maintain insurance with licensed insurance carriers for the amounts in excess of our self-insured portion. It is possible that one or more claims could exceed our aggregate coverage limits. Insurance carriers that provide excess insurance coverage to us currently and for past claim years have encountered financial issues. Insurance carriers have raised premiums for many businesses, including trucking companies. As a result, our insurance and claims expense could increase, or we could raise our self-insured retention when our policies are renewed or replaced. If these expenses increase, or if we experience a claim in excess of our coverage limits, we experience a claim for which coverage is not provided or we experience a claim that is covered and our insurance company fails to perform, results of our operations and financial condition could be materially and adversely affected.

We are dependent on computer and communications systems, and a systems failure could cause a significant disruption to our business.

Our business depends on the efficient and uninterrupted operation of our computer and communications hardware systems and infrastructure including our communications with our fleet of revenue equipment. We currently use a centralized computer network and regular communication to achieve system-wide load coordination. Our operating system is critical to understanding customer demands, accepting and planning loads, dispatching drivers and equipment and billing and collecting for our services. Our operations and those of our technology and communications service providers are vulnerable to interruption by fire, earthquake, power loss, telecommunications failure, terrorist attacks, internet failures, computer viruses, deliberate attacks of unauthorized access to systems, denial-of-service attacks on websites and other events beyond our control. If any of our critical systems fail or become otherwise unavailable, whether as a result of the upgrade project or otherwise, we would have to perform the functions manually, which could temporarily impact our ability to manage our fleet efficiently, to respond to customers requests effectively, to maintain billing and other records reliably and to bill for services and prepare financial statements accurately or in a timely manner. Any significant system failure, upgrade complication, security breach or other system disruption could interrupt or delay our operations, damage our

reputation, cause us to lose customers or impact our ability to manage our operations and report our financial performance, any of which could have a materially adverse effect on our business.

Efforts by labor unions could divert management s attention and could have a materially adverse effect on our operating results.

Any attempt to organize by our employees could result in increased legal and other associated costs. In addition, if an attempted organizing effort were successful and we were to enter into a collective bargaining agreement, the terms could negatively affect our costs, efficiency and ability to generate acceptable returns on the affected operations.

Risks Relating to this Offering and Ownership of Our Common Stock

Concentrated ownership of our stock can influence stockholder decisions, may discourage a change in control, and may have an adverse effect on share price of our stock.

Investors who purchase our common stock may be subject to certain risks due to the concentrated ownership of our common stock. The Gerdin family, related trusts and partnerships (including the selling stockholder), our directors and our executive officers, as a group, own or control approximately 49% of our common stock before giving effect to this offering and will own or control approximately 44% of our common stock after giving effect to this offering (assuming the underwriters do not exercise their option to purchase additional shares). This ownership concentration may have the effect of discouraging, delaying or preventing a change in control, and may also have an adverse effect on the market price of our shares. Also as a result of their ownership, the Gerdin family, related trusts and partnerships (including the selling stockholder), the executive officers and directors, as a group, may have the ability to influence the outcome of any matter submitted to our stockholders for approval, including the election of directors. This concentration of ownership could limit the price that some investors might be willing to pay for our common stock, and could allow the Gerdin family to prevent or could discourage or delay a change of control, which other stockholders may favor. Further, our bylaws have been amended to opt out of the Nevada control share statute. Accordingly, an acquisition of more than a majority of our common stock by the Gerdin family will not result in certain shares in excess of a majority losing their voting rights and may enhance the Gerdin family s ability to exercise control over decisions affecting us. The interests of the Gerdin family may conflict with the interests of other holders of our common stock, and they may take actions affecting us with which other stockholders disagree.

The market price of our common stock may fluctuate significantly, and this may make it difficult for you to resell our common stock at times or at prices you find attractive.

The market price of our common stock may fluctuate significantly as a result of a number of factors, many of which are outside our control. Fluctuations may occur in response to the other risk factors listed in this prospectus and for many other reasons, including:

- actual or anticipated variations in earnings, financial or operating performance or liquidity, including those resulting from the seasonality of our business;

- our financial performance or the performance of our competitors and similar companies;

the public s reaction to our press releases, other public announcements and filings with the Securities and Exchange Commission (the Commission);

changes in estimates of our performance or recommendations by securities analysts;

failure to meet securities analysts quarterly and annual projections;

the impact of new federal or state regulations;

changes in accounting standards, policies, guidance, interpretations or principles;

the introduction of new services by us or our competitors;

the arrival or departure of key personnel;

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- acquisitions, strategic alliances or joint ventures involving us or our competitors;
- technological innovations or other trends in our industry;
- news affecting our customers;
- operating and stock performance of other companies deemed to be peers;
- regulatory or labor conditions applicable to us, our industry or the industries we serve;
- market conditions in our industry, the industries we serve, the financial markets and the economy as a whole;
- changes in our capital structure; and
- sales of our common stock by us, our controlling stockholders or members of our management team.

In addition, the stock market historically has experienced significant price and volume fluctuations. These fluctuations are often unrelated to the operating performance of a particular company. These broad market fluctuations may cause declines in the market price of our common stock.

Volatility in the market price of our common stock may make it difficult for you to resell shares of our common stock when you want or at attractive prices. In addition, when the market price of a company s common stock drops significantly, stockholders often institute securities class action lawsuits against the company. A lawsuit against us could cause us to incur substantial costs, including settlement costs or awards for legal damages, and could divert the time and attention of our management and other resources.

Actual or anticipated sales of our common shares by the Gerdin family could cause the market price of our common stock to decline.

The shares being offered by the selling stockholder in this offering are held by a trust established for the benefit of certain members of the Gerdin family. The Gerdin family, together with their related trusts and partnerships (including the selling stockholder), beneficially own or have voting and dispositive power over approximately 45.3% of our outstanding common stock before giving effect to this offering and will beneficially own or control more than 40% of our common stock after giving effect to this offering, whether or not the underwriters exercise their option to purchase additional shares. If the Gerdin family or their related entities sell shares of our common stock, whether pursuant to this offering or in the future, or there are sales of a substantial amount of our common stock in the public market otherwise, the market price of our common stock could decline. A perception among investors that these sales may occur could produce the same effect.

Our stock trading volume may not provide adequate liquidity for investors.

The average daily trading volume in our common stock is less than that of certain other transportation and logistics companies. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of a sufficient number of willing buyers and sellers of our common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control. Given the daily average trading volume of our common stock, significant sales of our common stock in a brief period of time, or the expectation of these sales, could cause a decline in the market price of our common stock. Additionally, lower trading volumes may limit your ability to sell your shares when you want or at attractive prices.

Provisions in our charter documents or Nevada law may inhibit a takeover, which could limit the price investors might be willing to pay in the future for our common stock.

Our articles of incorporation, as amended (Articles of Incorporation), our amended and restated bylaws (Bylaws) and Nevada corporate law contain provisions that could delay, discourage or prevent a change of control or changes in our board of directors (Board of Directors) or management that a stockholder might consider favorable. For example, our Articles of Incorporation authorize our Board of Directors to issue preferred stock without stockholder approval and to set the rights, preferences

and other terms thereof, including voting rights of those shares, and our Bylaws provide that a special meeting of stockholders may be called only by the President or the holders of not less than 20% of our issued and outstanding voting stock, and that our Board of Directors is expressly authorized to make, alter or repeal our Bylaws. These provisions will apply even if the change may be considered beneficial by some of our stockholders, and thereby negatively affect the price that investors might be willing to pay in the future for our common stock. In addition, to the extent that these provisions discourage an acquisition of our company or other change in control transaction, they could deprive stockholders of opportunities to realize takeover premiums for their shares of our common stock. See Description of Capital Stock in this prospectus for a description of these provisions.

We may issue shares of preferred stock with greater rights than our common stock.

Our Articles of Incorporation authorize our Board of Directors to issue preferred stock without stockholder approval and to set the rights, preferences and other terms thereof, including voting rights of those shares. Any preferred stock that is issued may rank ahead of our common stock in terms of dividends, liquidation rights or voting rights. If we issue preferred stock, it may adversely affect the market price of our common stock. Please read Description of Capital Stock in this prospectus.

There may be future dilution of our common stock, which could adversely affect the market price of our common stock.

We are not restricted from issuing additional shares of our common stock. In the future, we may issue shares of our common stock in connection with future acquisitions, strategic transactions, to raise capital, to compensate management or otherwise. We may also issue securities convertible into, or exchangeable for, or that represent the right to receive, our common stock. Any of these events may dilute your ownership interest in our company, reduce our earnings per share and have an adverse effect on the price of our common stock.

Any decisions to reduce or discontinue paying cash dividends to our stockholders could cause the market price of our common stock to decline.

Our payment of quarterly cash dividends on our common stock is subject to, among other things, our financial condition, results of operations, capital requirements and other factors deemed relevant by our Board of Directors. Any reduction or discontinuance of our payment of quarterly cash dividends on our common stock could cause the market price of our common stock to decline. Moreover, in the event our payment of quarterly cash dividends on our common stock is reduced or discontinued, our failure or inability to resume paying cash dividends on our common stock at historical levels could result in a lower market price of our common stock.

If securities or industry analysts do not publish research about our business, or publish negative reports about our business, our stock price and trading volume could decline.

The trading market for our common stock, to some extent, depends on the research and reports that securities or industry analysis publish about our business. We do not have any control over these analysts. If one or more of the analysts who cover us downgrade our shares or lower their opinion of our shares, our share price may decline. If one or more of these analysts ceases coverage of our business or fails to regularly publish reports on us, we could lose visibility in the financial markets, which could cause our share price or trading volume to decline.

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USE OF PROCEEDS

All shares of our common stock sold pursuant to this prospectus, including those subject to the underwriters option to purchase additional shares, will be sold by the selling stockholder. We will not receive any of the proceeds from such sales. The selling stockholder will be responsible for all fees, expenses, and commissions in connection with this offering.

PRICE RANGE OF OUR COMMON STOCK

Our common stock is traded on The NASDAQ Global Select Market under the symbol HTLD. The following table shows the reported high and low sales prices of our common stock for the periods indicated, as reported on The NASDAQ Global Select Market.

Fiscal Period	High	Low
2015:		
First Quarter (through March 4, 2015)	$ 27.80	$ 24.12
2014:		
Fourth Quarter	$ 27.96	$ 22.30
Third Quarter	$ 25.07	$ 21.10
Second Quarter	$ 25.53	$ 19.96
First Quarter	$ 23.05	$ 19.41
2013:		
Fourth Quarter	$ 19.74	$ 13.74
Third Quarter	$ 15.09	$ 13.80
Second Quarter	$ 14.58	$ 12.99
First Quarter	$ 14.21	$ 12.98

The reported last sales price per share of our common stock as quoted through The NASDAQ Global Select Market on March 4, 2015, was $24.49 per share. As of March 4, 2015, we had 87,790,677 shares of our common stock outstanding. The number of stockholders of record on March 4, 2015, was 215; however, we estimate that we have a significantly greater number of stockholders because a substantial number of shares of our common stock are held of record by brokers or dealers for their customers in street names.

DIVIDEND POLICY

During the third quarter of 2003, we announced the implementation of a quarterly cash dividend program. We have declared and paid quarterly dividends for the past forty-two consecutive quarters. During 2014 and 2013, we declared quarterly dividends as detailed below.

	2014			
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Payment amount (per common share)	$ 0.02	$ 0.02	$ 0.02	$ 0.02
Payment amount total for all shares (in millions)	$ 1.7	$ 1.7	$ 1.8	$ 1.8

	2013			
	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
Payment amount (per common share)	$ 0.02	$ 0.02	$ 0.02	$ 0.02
Payment amount total for all shares (in millions)	$ 1.7	$ 1.7	$ 1.7	$ 1.8

We currently intend to continue our quarterly cash dividend program. However, future payments of cash dividends will depend upon our financial condition, results of operations and capital requirements, as well as other factors deemed relevant by our Board of Directors.

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DESCRIPTION OF CAPITAL STOCK

Authorized Capital Stock

Under our Articles of Incorporation, our authorized capital stock consists of 395,000,000 shares of common stock, par value one cent ($.01) per share, and 5,000,000 shares of preferred stock, the rights and preferences of which may be designated by the Board of Directors. As of March 4, 2015, 90,688,621 shares of our common stock were issued, 87,790,677 shares of our common stock were outstanding and no shares of our preferred stock were issued or outstanding. The discussion below describes the most important terms of our capital stock, Articles of Incorporation and our Bylaws. Because it is only a summary, it does not contain all the information that may be important to you. For a complete description, refer to our Articles of Incorporation and Bylaws, copies of which have been filed with the Commission, and to the applicable provisions of the Nevada General Corporation Law (the Nevada Statutes). See Where You Can Obtain Additional Information and Incorporation of Documents by Reference.

Common Stock

Our common stock is listed on The NASDAQ Global Select Market, under the symbol HTLD.

Voting. Holders of common stock are entitled to one vote per share. Holders of our common stock are not entitled to cumulative voting in the election of directors.

Dividends. Holders of common stock are entitled to receive dividends payable only after the requirements with respect to preferential dividends, if any, on any series of preferred stock shall have been met, and after we have complied with all requirements, if any, with respect to setting aside of sums in a sinking fund for the purchase or redemption of shares of any series of preferred stock, to the extent permitted by law and to the extent our Board of Directors shall determine.

Liquidation. In the event of liquidation, dissolution or winding up, holders of the common stock will be entitled to receive such of our remaining assets, if any, available for distribution after distribution in full of all creditors and the liquidation preferences on any outstanding shares of preferred stock, if any such stock is issued, to the extent our Board of Directors determines.

Other Terms. Holders of common stock are not entitled to preemptive rights, nor is the common stock is subject to redemption.

The rights, preferences and privileges of the holders of common stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of preferred stock that we may designate in the future.

Certain Provisions of our Articles of Incorporation and Bylaws

Provisions with Anti-Takeover Implications. Certain provisions of our Articles of Incorporation and Bylaws deal with matters of corporate governance and the rights of stockholders. Under our Articles of Incorporation, our Board of Directors may issue preferred shares and set the voting rights, preferences and other terms thereof. Our Bylaws provide that a special meeting of stockholders may be called only by the President, or by the President or Secretary at the request of a majority of the directors or stockholders owning not less than 20% of our issued and outstanding voting stock. Such provisions, together with certain provisions of the Nevada Statutes (see Description of Capital Stock Nevada Anti-Takeover Statutes), could be deemed to have an anti-takeover effect and discourage takeover attempts not first approved by our Board of Directors. This may include takeovers that certain stockholders may deem

to be in their best interest. Any such discouraging effect on takeover attempts could potentially depress the market price of our common stock or inhibit temporary fluctuations in the market price of our common stock that could result from actual or rumored takeover attempts.

Indemnification of Directors, Officers and Employees. Under Section 78.7502(1) of the Nevada Statutes, a Nevada corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (except an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit or proceeding if such person: (i) is not liable for a breach of fiduciary duties that involved intentional misconduct, fraud or a knowing violation of law; or (ii) acted in good faith and in a manner which he or she reasonably believed to be

in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 78.7502(2) of the Nevada Statutes further provides that a Nevada corporation may indemnif