

FORWARD AIR CORP  
Form S-8 POS  
May 25, 2016

As filed with the Securities and Exchange Commission on May 25, 2016  
Registration No. 333-151198

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

FORWARD AIR CORPORATION  
(Exact name of registrant as specified in its charter)

Tennessee 62-1120025  
(State of Incorporation) (I.R.S. Employer Identification No.)

430 Airport Road 37745  
Greeneville, Tennessee  
(Address of principal executive offices) (Zip Code)

FORWARD AIR CORPORATION AMENDED AND RESTATED STOCK OPTION AND INCENTIVE PLAN  
(Full title of plan)

Michael L. Hance  
Senior Vice President, Chief Legal Officer and Secretary  
430 Airport Road  
Greeneville, Tennessee 37445  
(423) 636-7000  
(Name, address and telephone  
number of agent for service)

Copy to:  
Jason C. Harmon  
DLA Piper US LLP  
6225 Smith Avenue  
Baltimore, Maryland 21209-3600  
(410) 580-3000

This registration statement shall hereafter become effective in accordance with Rule 462 promulgated under the Securities Act of 1933, as amended.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "accelerated filer", "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
(Do not check if a small reporting company)

EXPLANATORY NOTES

On May 27, 2008, Forward Air Corporation (the “Registrant”) filed Registration Statement on Form S-8 (Registration Statement No. 333-151198) (the “Form S-8”) registering 3,000,000 shares of the Registrant’s common stock, par value \$0.01 per share (“Shares”), to be issued to participants under the Forward Air Corporation Amended and Restated Stock Option and Incentive Plan (the “Plan”). The Registrant is no longer issuing awards under the Plan. This Post-Effective Amendment No. 1 to the Form S-8 is being filed in order to deregister all Shares registered under the Form S-8 that, as of the date of this filing, remain unissued under the Plan and are not subject to issuance pursuant to awards outstanding under the Plan.

This Post-Effective Amendment to the Form S-8 shall become effective upon filing with the Securities and Exchange Commission pursuant to Rule 464 under the Securities Act of 1933, as amended.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greeneville, State of Tennessee, on the 25th day of May, 2016.

FORWARD AIR CORPORATION

By: /s/ Bruce A. Campbell \_\_\_\_\_  
Bruce A. Campbell  
President and Chief Executive Officer

No other person is required to sign this Post-Effective Amendment No. 1 in reliance upon Rule 478 of the Securities Act of 1933, as amended.