

FORWARD AIR CORP
Form 8-K
October 19, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 19, 2015 (October 19, 2015)

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

| | | |
|--|--|---|
| Tennessee (State or other jurisdiction of incorporation) | 000-22490 (Commission File Number) | 62-1120025 (I.R.S. Employer Identification No.) |
|--|--|---|

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

Registrant's telephone number, including area code: (423) 636-7000

Not Applicable
(Former name or former address, if changed since last
report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 5. CORPORATE GOVERNANCE AND MANAGEMENT.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Company's Board of Directors has elected Craig Carlock to its Board of Directors, effective October 19, 2015.

Mr. Carlock served as the President and Chief Executive Officer of The Fresh Market, a food retailer company, from 2009 to 2015 and as a member of its board of directors from 2012 to 2015. He began his career with The Fresh Market in 1999 and served in various capacities culminating with the position of President and Chief Executive Officer. During his time with The Fresh Market, Mr. Carlock served as its Executive Vice President and Chief Operating Officer as well as its Senior Vice President - Store Operations, Vice President - Merchandising and Marketing, and Director of Merchandising & Marketing Strategy. Prior to joining The Fresh Market, Mr. Carlock was Financial Manager, Fabric Care Category, at Procter & Gamble Company.

On October 19, 2015, in connection with his appointment to the Board and pursuant to the Company's Amended And Restated Non-Employee Director Stock Plan, the Company will grant Mr. Carlock 957 restricted shares that will vest on the earlier to occur of: (i) the day immediately prior to the first annual meeting of the Company's shareholders that occurs after the grant date; and (ii) October 19, 2016.

There are no arrangements or understandings between Mr. Carlock and any other persons pursuant to which Mr. Carlock was selected as a director. There have been no transactions since the beginning of the Company's last fiscal year, or any currently proposed transaction, in which the Company was or is to be a participant, in which the amount involved exceeds \$120,000, and in which Mr. Carlock has, or will have, a direct or indirect material interest. Mr. Carlock does not have any family relationship with any director, executive officer or person nominated or chosen by the Company to become a director or an executive officer. The Board has determined that Mr. Carlock is an independent director under applicable Nasdaq rules.

SECTION 9. FINANCIAL STATEMENTS AND EXHIBITS.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is being furnished as part of this Current Report.

| No. | Exhibit |
|------|--|
| 99.1 | Press Release of Forward Air Corporation dated October 19, 2015. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 19, 2015

FORWARD AIR CORPORATION
By: /s/ Rodney L. Bell
Rodney L. Bell
Senior Vice President, Chief Financial Officer and
Treasurer

EXHIBIT INDEX

| No. | Exhibit |
|------|--|
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