

FORWARD AIR CORP  
Form 8-K  
May 15, 2018

---

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): May 15, 2018

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

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

1915 Snapps Ferry Road, Building N  
Greeneville, Tennessee 37745  
(Address of principal executive offices) (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Edgar Filing: FORWARD AIR CORP - Form 8-K

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

---

SECTION 5. CORPORATE GOVERNANCE AND MANAGEMENT.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 15, 2018, Forward Air Corporation (the “Company”) held its annual meeting of shareholders (the “Annual Meeting”), at which the Company’s shareholders approved the proposals described in the Company’s Proxy Statement, filed with the Securities and Exchange Commission on April 3, 2018.

Proposal 1

The Company’s shareholders elected eight individuals to the Board of Directors, as set forth below:

Name	Votes For	Votes Withheld	Broker Non-Votes
Ronald W. Allen	25,977,380	308,319	776,875
Ana B. Amicarella	26,213,319	72,380	776,875
Valerie A. Bonebrake	26,213,069	72,630	776,875
Bruce A. Campbell	25,407,855	877,744	776,875
C. Robert Campbell	25,854,260	431,439	776,875
R. Craig Carlock	26,119,705	165,994	776,875
C. John Langley, Jr.	26,086,989	198,710	776,875
G. Michael Lynch	25,781,252	504,447	776,875

Proposal 2

The Company’s shareholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2018, as set forth below:

Votes For	Votes Against	Abstentions
26,530,904	530,770	900

Proposal 3

The Company’s shareholders voted to approve an advisory resolution on the Company’s executive compensation (“Say on Pay” vote), as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
25,607,623	675,513	2,563	776,875

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.

FORWARD AIR CORPORATION

Date: May 15, 2018 By: /s/ Michael J. Morris

Michael J. Morris

Chief Financial Officer, Senior Vice President and Treasurer