

CELADON GROUP INC
Form 8-K
January 20, 2006

**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):
January 18, 2006

CELADON GROUP, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Delaware (State or other jurisdiction of incorporation) | 000-23192 (Commission File Number) | 13-3361050 (IRS Employer Identification No.) |
|---|--|--|

| | |
|--|---------------------|
| 9503 East 33 rd Street One Celadon Drive, Indianapolis, IN (Address of principal executive offices) | 46235 (Zip Code) |
|--|---------------------|

(317) 972-7000
(Registrant's telephone number, including area code)

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))

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[Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17
] CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

On Thursday, January 19, 2006, Celadon Group, Inc., a Delaware corporation (the "Company"), issued a press release after the close of the market announcing its financial and operating results for the quarter ended December 31, 2005, its second fiscal quarter. A copy of the press release is attached to this report as Exhibit 99.1.

Item 7.01 Regulation FD Disclosure.

On Wednesday, January 18, 2006, the Company's Board of Directors approved a 3-for-2 split of the Company's common stock payable February 15, 2006, to stockholders of record as of February 1, 2006. A copy of the press release is furnished herewith as Exhibit 99.1.

The information contained in this report (Items 2.02, 7.01, and 9.01) and the exhibit hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

The information in this report and the exhibit hereto may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Such statements are made based on the current beliefs and expectations of the Company's management and are subject to significant risks and uncertainties. Actual results or events may differ from those anticipated by forward-looking statements. Please refer to various disclosures by the Company in its press releases, stockholder reports, and filings with the Securities and Exchange Commission for information concerning risks, uncertainties, and other factors that may affect future results.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

| <u>EXHIBIT NUMBER</u> | <u>EXHIBIT DESCRIPTION</u> |
|---------------------------|--|
| <u>99.1</u> | Celadon Group, Inc. press release announcing financial and operating results for the quarter ended December 31, 2005, its second fiscal quarter and 3-for-2 stock split. |

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.

**C E L A D O N
GROUP, INC.**

Date: January 19, 2006

By: / s / S t e p h e n
Russell
Stephen Russell
Chairman and
Chief Executive
Officer

EXHIBIT INDEX

**EXHIBIT
NUMBER**

EXHIBIT DESCRIPTION

99.1

Celadon Group, Inc. press release announcing financial and operating results for the quarter ended December 31, 2005, its second fiscal quarter and 3-for-2 stock split.