

CRAIN BOHN H
Form 4/A
August 31, 2012

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
CRAIN BOHN H

2. Issuer Name and Ticker or Trading Symbol
RADIANT LOGISTICS, INC
[RLGT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
405 114TH AVENUE S.E.

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

BELLEVUE, WA 98004

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
11/02/2011

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | | | | | 790,801 ⁽¹⁾ | D | |
| Common Stock | 08/30/2012 | | A | 3,712 A \$ 0 | 798,735 ⁽²⁾ | D | |
| Common Stock | | | | | 9,113,500 | I | See Footnote ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) ⁽⁴⁾ | \$ 2.36 | 10/31/2011 | | A | 2,041 | ⁽⁵⁾ 10/30/2021 | Common Stock | 2,041 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CRAIN BOHN H 405 114TH AVENUE S.E. BELLEVUE, WA 98004 | X | X | Chief Executive Officer | |

Signatures

/s/ Bohn H.
Crain

08/31/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On November 2, 2011, the reporting person mistakenly reported the grant of 3,712 shares of common stock that did not in fact occur. As of October 31, 2011, the reporting person owned 790,801 shares of common stock.
- (2) This number includes 4,222 shares of common stock granted to Mr. Crain on August 30, 2012, as reflected on a separate Form 4 filed on the date hereof.
- (3) The shares are owned by Radiant Capital Partners, LLC, of which Mr. Crain is the managing member.
- (4) The reporting person is amending the Form 4 originally filed to report this option grant, for the purpose of (i) reflecting a different description of the derivative security, (ii) deleting the deemed execution date, (iii) deleting the date exercisable and inserting a footnote to describe the vesting terms of the option, (iv) correcting the expiration date, (v) correcting the price of the derivative security, and (vi)

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correcting the number of derivative securities beneficially owned following the reported transaction.

- (5) The option vests in five equal annual installments commencing on the date of grant. The first installment becomes exercisable on October 31, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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