

QUALITY DISTRIBUTION INC  
Form 8-K  
November 20, 2012

**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)**

**November 20, 2012 (November 20, 2012)**

**QUALITY DISTRIBUTION, INC.**

**(Exact name of registrant as specified in its charter)**

Edgar Filing: QUALITY DISTRIBUTION INC - Form 8-K

(State or Other Jurisdiction

(Commission

(I.R.S. Employer

of Incorporation)

File Number)

Identification No.)

**4041 Park Oaks Boulevard, Suite 200**

**Tampa, Florida 33610**

(Address of principal executive

offices including Zip Code)

**(813) 630-5826**

(Registrant's telephone number,

including area code)

**N.A.**

(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))

**Item 7.01 Regulation FD Disclosure.**

On November 20, 2012, Quality Distribution, Inc. (the Company) issued a press release regarding a share repurchase program. A copy of the Company's press release is attached hereto as Exhibit 99.1 and is hereby incorporated by reference.

The information in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act or otherwise subject to the liability of that section and shall not be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 8.01 Other Events.**

On November 20, 2012, the Company's Board of Directors approved a share repurchase program authorizing the Company to repurchase up to an aggregate of \$15 million in shares of its outstanding common stock in the open market, or through privately negotiated transactions, block transactions, or other mechanisms, as determined by the Company's management. The Board of Directors made this determination after considering the Company's liquidity needs and capital resources as well as the estimated current value of the Company's assets. The share repurchase program does not have an expiration date, the Company is not obligated to acquire a particular number of shares, and the program may be discontinued at any time at the Company's discretion.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

| <b>Number</b> | <b>Description of Exhibits</b>                                      |
|---------------|---|
| 99.1          | Press Release of Quality Distribution, Inc. dated November 20, 2012 |

**SIGNATURES**

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.

**QUALITY DISTRIBUTION, INC.**

(Registrant)

Dated: November 20, 2012

By: /s/ Joseph J. Troy

Name: Joseph J. Troy

Title: Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

**Exhibit**

| <b>Number</b> | <b>Description of Exhibits</b>                                      |
|---------------|---|
| 99.1          | Press Release of Quality Distribution, Inc. dated November 20, 2012 |