

WERNER ENTERPRISES INC  
Form 8-K  
February 15, 2019

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):  
February 11, 2019

WERNER ENTERPRISES, INC.  
(Exact name of registrant as specified in its charter)

|   |                                     |   |
|---|-------------------------------------|---|
| NEBRASKA<br>(State or other jurisdiction of<br>incorporation or organization) | 0-14690<br>(Commission File Number) | 47-0648386<br>(I.R.S. Employer<br>Identification No.) |
|---|-------------------------------------|---|

|   |                          |
|---|--------------------------|
| 14507 FRONTIER ROAD<br>POST OFFICE BOX 45308<br>OMAHA, NEBRASKA<br>(Address of principal executive offices) | 68145-0308<br>(Zip Code) |
|---|--------------------------|

Registrant's telephone number, including area code: (402) 895-6640

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).

Emerging growth company

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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. [ ]

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ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS

Compensatory Arrangements of Certain Officers

On February 11, 2019, the Compensation Committee (the “Committee”) of the Board of Directors of Werner Enterprises, Inc. (the “Company”) approved the following compensation for each of the Company’s named executive officers.

| Named Executive Officer  | Base Salary | RS (#) | PS (#) |
|--|-------------|--------|--------|
| Derek J. Leathers<br>President and Chief Executive Officer                                     | \$725,000   | 34,040 | 34,219 |
| H. Marty Nordlund<br>Senior Executive Vice President and Chief Operating Officer               | \$375,000   | 8,321  | 8,365  |
| John J. Steele<br>Executive Vice President, Treasurer and Chief Financial Officer              | \$285,000   | 4,539  | 4,562  |
| Jim S. Schelble<br>Executive Vice President and Chief Administrative Officer                   | \$310,000   | 4,539  | 4,562  |
| James L. Johnson<br>Executive Vice President, Chief Accounting Officer and Corporate Secretary | \$320,000   | 4,539  | 4,562  |

The grants of Restricted Stock (“RS”) and Performance Stock (“PS”) to the named executive officers are subject to the terms and conditions of the Company’s Amended and Restated Equity Plan, as amended and restated on February 7, 2018 (the “Plan”). The RS vests in four equal installments on each of the first four anniversaries from the grant date. The PS only vests if the Company meets specified performance objectives related to diluted earnings per share for the two-year period January 1, 2019 through December 31, 2020. All earned PS will cliff vest in one installment on the third anniversary from the grant date. PS amounts are presented at the target level of performance. Actual vesting ranges between 0% and 200% of the target, depending on actual performance, and has a total shareholder return (“TSR”) modifier that can cap the vesting at 150% based on the Company’s TSR for the three-year period ending December 31, 2021.

The Committee also approved the parameters of the performance-based cash bonus program (Annual Incentive Plan or “AIP”) for the 2019 fiscal year, subject to the terms and conditions for Performance Awards in the Plan. The performance goals for the 2019 AIP relate to the Company’s (i) operating income, (ii) revenues, excluding fuel surcharge revenues, (iii) individual performance and (iv) operating ratio, net of fuel surcharge revenues. Each named executive officer may earn a bonus ranging from 0% to 200% of their 2019 target bonus, based on the level of attainment of the performance goals. The target bonus amounts range from 60% to 100% of each named executive officer’s 2019 annual base salary.

In addition to the cash and equity compensation described above, certain of the Company’s named executive officers may also receive the following other compensation and perquisites: matching contributions to the Company’s 401(k) retirement savings plan and employee stock purchase plan, personal use of a Company-provided vehicle, country club

membership, and personal medical care membership program. The named executive officers are also eligible to participate in voluntary health and welfare benefit programs sponsored by the Company.

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The foregoing descriptions are not complete descriptions of all the rights and obligations and are qualified in their entirety by reference to the Plan filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, which is incorporated by reference herein.

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.

WERNER ENTERPRISES, INC.

Date: February 15, 2019 By: /s/ John J. Steele  
John J. Steele  
Executive Vice President, Treasurer and  
Chief Financial Officer

Date: February 15, 2019 By: /s/ James L. Johnson  
James L. Johnson  
Executive Vice President, Chief Accounting  
Officer and Corporate Secretary