MARTEN TRANSPORT LTD
Form 10-K
March 09, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 0R 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017

Commission file number 0-15010

MARTEN TRANSPORT, LTD.

(Exact name of registrant as specified in its charter)

DELAWARE	**39-1140809**
(State of incorporation)	(I.R.S. Employer Identification no.)

129 MARTEN STREET		
MONDOVI, WISCONSIN	**54755**	**(715) 926-4216**
(Address of principal executive offices)	(Zip Code)	(Registrant's telephone number)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	**Name of each exchange on which registered:**
COMMON STOCK, PAR VALUE $.01 PER SHARE	**THE NASDAQ STOCK MARKET LLC (NASDAQ GLOBAL SELECT MARKET)**

Securities registered pursuant to Section 12(g) of the Act:
NONE

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. YES NO

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Smaller reporting company Non-accelerated filer (Do not check if a smaller reporting company)

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.

Indicate by check mark whether the Registrant is a shell company (as defined in Exchange Act Rule 12b-2). YES NO

As of June 30, 2017 (the last business day of the Registrant's most recently completed second fiscal quarter), the aggregate market value of the Common Stock of the Registrant (based upon the closing price of the Common Stock at that date as reported by the NASDAQ Global Select Market), excluding outstanding shares beneficially owned by directors and executive officers, was $696,064,000.

As of February 27, 2018, 54,565,778 shares of Common Stock of the Registrant were outstanding.

Part III of this Annual Report on Form 10-K incorporates by reference information (to the extent specific sections are referred to in this Report) from the Registrant's Proxy Statement for the annual meeting to be held May 8, 2018, or 2018 Proxy Statement.

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FORWARD-LOOKING INFORMATION

This Annual Report on Form 10-K contains certain forward-looking statements. Such statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Any statements not of historical fact may be considered forward-looking statements. Written words such as "may" "expect," "believe," "anticipate," "plan," "goal," or "estimate," or other variations of these or similar words, identify such statements. These statements by their nature involve substantial risks and uncertainties, and actual results may differ materially from those expressed in such forward-looking statements. Important factors known to us that could cause such material differences are identified in this Annual Report on Form 10-K under the heading "Risk Factors" beginning on page 6. We undertake no obligation to correct or update any forward-looking statements, whether as a result of new information, future events, or otherwise. You are advised, however, to consult any future disclosures we make on related subjects in future filings with the Securities and Exchange Commission.

References in this Annual Report to "we," "us," "our," or the "Company" or similar terms refer to Marten Transport, Ltd. and its consolidated subsidiaries unless the context otherwise requires.

PART I

ITEM 1. ***BUSINESS***

Overview

We are one of the leading temperature-sensitive truckload carriers in the United States. We specialize in transporting and distributing food and other consumer packaged goods that require a temperature-controlled or insulated environment, along with dry freight. In 2017, we generated $698.1 million in operating revenue, which consists of revenue from our Truckload, Dedicated, Intermodal and Brokerage operations. Approximately 66% of our Truckload and Dedicated revenue resulted from hauling temperature-sensitive products and 34% from hauling dry freight. We operate throughout the United States and in parts of Canada and Mexico, with substantially all of our revenue generated from within the United States. We provide regional truckload carrier services in the Southeast, West Coast, Midwest, South Central and Northeast regions. Our primary medium-to-long-haul traffic lanes are between the Midwest and the West Coast, Southwest, Southeast, and the East Coast, as well as from California to the Pacific Northwest. In 2017, our average length of haul was 458 miles.

Our growth strategy is to expand our business organically by offering shippers a high level of service and significant freight capacity. We market primarily to shippers that offer consistent volumes of freight in the lanes we prefer and are willing to compensate us for a high level of service. With our fleet of 2,738 company and independent contractor tractors, we are able to offer service levels that include up to 99% on-time performance and delivery within the narrow time windows often required when shipping perishable commodities.

We have four reporting segments – Truckload, Dedicated, Intermodal and Brokerage. Financial information regarding these segments can be found in Footnote 17 to the Notes to Consolidated Financial Statements under Item 8 of this Form 10-K.

The primary source of our operating revenue is provided by our Truckload segment through a combination of regional short-haul and medium-to-long-haul full-load transportation services. We transport food and other consumer packaged goods that require a temperature-controlled or insulated environment, along with dry freight, across the United States and into and out of Mexico and Canada.

Our Dedicated segment provides customized transportation solutions tailored to meet individual customers' requirements, utilizing temperature-controlled trailers, dry vans and other specialized equipment within the United States. Our agreements with customers range from three to five years and are subject to annual rate reviews.

Our Intermodal segment transports our customers' freight within the United States primarily utilizing our temperature-controlled trailers and also, previously, our dry containers on railroad flatcars for portions of trips, with the balance of the trips using our tractors or, to a lesser extent, contracted carriers. In March 2015, we disposed of the overhead-intensive dry containers that were used in a portion of our intermodal operations.

Our Brokerage segment develops contractual relationships with and arranges for third-party carriers to transport freight for our customers in temperature-controlled trailers and dry vans within the United States and into and out of Mexico through Marten Transport Logistics, LLC, which was established in 2007 and operates pursuant to brokerage authority granted by the DOT. We retain the billing, collection and customer management responsibilities.

Organized under Wisconsin law in 1970, we are a successor to a sole proprietorship Roger R. Marten founded in 1946. In 1988, we reincorporated under Delaware law. Our executive offices are located at 129 Marten Street, Mondovi, Wisconsin 54755. Our telephone number is (715) 926-4216.

We maintain a website at *www.marten.com*. We are not including the information contained on our website as a part of, nor incorporating it by reference into, this Annual Report on Form 10-K. We post on our website, free of charge, documents that we file with or furnish to the Securities and Exchange Commission, including our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and proxy statements, as soon as reasonably practicable after we electronically file such material with, or furnish such material to, the Securities and Exchange Commission. We also provide a link on our website to Forms 3, 4 and 5 that our officers, directors and 10% stockholders file with the Securities and Exchange Commission pursuant to Section 16(a) of the Securities Exchange Act of 1934.

Marketing and Operations

We approach our business as an integrated effort of marketing and operations. We target food and consumer packaged goods companies whose products require temperature-sensitive services and who ship multiple truckloads per week. By emphasizing high-quality service, we seek to become a core carrier for our customers. In 2017, our largest customer was Walmart.

Our marketing efforts are conducted by a staff of 220 sales, customer service and support personnel under the supervision of our senior management team. Marketing personnel travel within their regions to solicit new customers and maintain contact with existing customers. Customer service managers regularly contact customers to solicit additional business on a load-by-load basis.

Our operations and sales personnel strive to improve our asset productivity by seeking freight that allows for rapid turnaround times, minimizes non-revenue miles between loads, and carries a favorable rate structure. Once we have established a customer relationship, customer service managers work closely with our fleet managers to match customer needs with our capacity and the location of revenue equipment. Fleet managers use our optimization system to assign loads to satisfy customer and operational requirements, as well as to meet the routing needs of our drivers. We attempt to route most of our trucks over selected operating lanes, which we believe assists us in meeting customer

requirements, balancing traffic, reducing non-revenue miles, and improving the reliability of delivery schedules.

We employ technology in our operations when we believe that it will allow us to operate more efficiently and the investment is cost-justified. Examples of the technologies we employ include:

Terrestrial and satellite-based tracking and messaging that allows us to communicate with our drivers, obtain load position updates, provide our customers with freight visibility, and download operating information such as fuel mileage and idling time for the tractor engines and temperature setting and run time for the temperature-control units on our trailers.

Freight optimization software that assists us in selecting loads that match our overall criteria, including profitability, repositioning, identifying capacity for expedited loads, driver availability and home time, and other factors.

Electronic data interchange and internet communication with customers concerning freight tendering, invoices, shipment status, and other information.

Electronic logging devices in our tractors to monitor drivers' hours of service.

Auxiliary power units installed on our company-owned tractors that allow us to decrease fuel costs associated with idling our tractors.

Fuel-routing software that optimizes the fuel stops for each trip to take advantage of volume discounts available in our fuel network.

We believe this integrated approach to our marketing and operations, coupled with our use of technology, has allowed us to provide our customers with a high level of service and support our revenue growth in an efficient manner. For example, we produced a non-revenue mile percentage of 6.0% during 2017, which points to the efficiency of our operations and we believe compares favorably to other temperature-sensitive and dry van trucking companies.

Major Customers

A significant portion of our revenue is generated from our major customers. In 2017, our top 30 customers accounted for approximately 64% of our revenue, and our top ten customers accounted for 45% of our revenue. We have emphasized increasing our customer diversity which is shown by the decrease in the portion of our revenue with our top customers. In 2010, our top 30 customers accounted for approximately 78% of our revenue, and our top ten customers accounted for 52% of our revenue. Seven of our top ten customers have been significant customers of ours for the last ten years. We believe we are the largest or second largest temperature-sensitive carrier for eight of our top ten customers. We believe our relationships with these key customers are sound, but we are dependent upon them and the loss of some or all of their business could have a materially adverse effect on our results.

Drivers and Other Personnel

We believe that maintaining a safe and productive professional driver group is essential to providing excellent customer service and achieving profitability. As of December 31, 2017, 141 of our drivers have driven more than one million miles for us without a preventable accident, while 42 of our drivers have driven more than two million miles and 13 have driven more than three million miles for us without a preventable accident.

We select drivers, including independent contractors, using our specific guidelines for safety records, including drivers' Compliance, Safety, Accountability, or CSA, scores, driving experience, and personal evaluations. We maintain stringent screening, training, and testing procedures for our drivers to reduce the potential for accidents and the corresponding costs of insurance and claims. We train new drivers at a number of our terminals in all phases of our policies and operations, as well as in safety techniques and fuel-efficient operation of the equipment. All new drivers also must pass DOT required tests prior to assignment to a vehicle.

We primarily pay company-employed drivers a fixed rate per mile. The rate increases based on length of service. We also compensate drivers after one hour of detention, for inclement weather and for road service delays. Drivers also are eligible for bonuses based upon safe, efficient driving. We pay independent contractors a fixed rate per mile. Independent contractors pay for their own fuel, insurance, maintenance, and repairs.

Competition in the trucking industry for qualified drivers is normally intense and is expected to increase. Our operations have been impacted, and from time-to-time we have experienced under-utilization and increased expense, as a result of a shortage of qualified drivers. We place a high priority on the recruitment and retention of an adequate supply of qualified drivers.

As of December 31, 2017, we had 3,492 employees. This total consists of 2,673 drivers, 275 mechanics and maintenance personnel, and 544 support personnel, which includes management and administration. As of that date, we also contracted with 60 independent contractors. None of our employees are represented by a collective bargaining unit. We consider relations with our employees to be good.

Revenue Equipment

Our revenue equipment programs are an important part of our overall goal of profitable growth. We evaluate our equipment decisions based on factors such as initial cost, useful life, warranty terms, expected maintenance costs, fuel economy, driver comfort, customer needs, manufacturer support, and resale value. We generally operate newer, well-maintained equipment with uniform specifications to minimize our spare parts inventory, streamline our maintenance program, and simplify driver training.

As of December 31, 2017, we operated a fleet of 2,738 tractors, including 2,678 company-owned tractors and 60 tractors supplied by independent contractors. The average age of our company-owned tractor fleet at December 31, 2017 was approximately 1.5 years. In 2017, we replaced our company-owned tractors within an average of 3.8 years after purchase.

Freightliner and Kenworth manufacture most of our company-owned tractors. Maintaining a relatively new and standardized fleet allows us to operate most miles while the tractors are under warranty to minimize repair and maintenance costs. It also enhances our ability to attract drivers, increases fuel economy, and improves customer acceptance by minimizing service interruptions caused by breakdowns. We adhere to a comprehensive maintenance program during the life of our equipment. We perform most routine servicing and repairs at our terminal facilities to reduce costly on-road repairs and out-of-route trips. We do not have any agreements with tractor manufacturers pursuant to which they agree to repurchase the tractors or guarantee a residual value, and we therefore could incur losses upon disposition if resale values of used tractors decline.

The EPA adopted revised emissions control regulations, which required progressive reductions in exhaust emissions from diesel engines. The last of three stepped reductions in exhaust emissions was effective for engines manufactured in January 2010 and thereafter. Since the beginning of 2016, all of the company-owned tractors in our fleet have tractor engines that were manufactured in January 2010 or thereafter and, therefore, were required to meet the revised design requirements. Compliance with these regulations has increased the cost of new tractors as manufacturers have significantly increased new equipment prices, in part to meet the more stringent engine design requirements imposed by the EPA.

We historically have contracted with independent contractors to provide and operate a portion of our tractor fleet. Independent contractors own their own tractors and are responsible for all associated expenses, including financing costs, fuel, maintenance, insurance, and taxes. The percentage of our fleet provided by independent contractors was 2.2% at December 31, 2017 and 2.4% at each of December 31, 2016 and December 31, 2015.

As of December 31, 2017, we operated a fleet of 4,909 trailers, consisting of 3,943 refrigerated trailers and 966 dry trailers. Most of our refrigerated trailers are equipped with Thermo-King refrigeration units, air ride suspensions, and anti-lock brakes. The average age of our trailer fleet at December 31, 2017 was approximately 2.8 years. In 2017, we replaced our company-owned trailers within an average of 5.7 years after purchase.

Insurance and Claims

We self-insure for a portion of our claims exposure resulting from workers' compensation, auto liability, general liability, cargo and property damage claims, as well as employees' health insurance. We are responsible for our proportionate share of the legal expenses relating to such claims as well. We reserve currently for anticipated losses and expenses. We periodically evaluate and adjust our insurance and claims reserves to reflect our experience. We have $12.9 million in standby letters of credit to guarantee settlement of claims under agreements with our insurance carriers and regulatory authorities. We maintain insurance coverage for per-incident and total losses in excess of the amounts for which we self-insure up to specified policy limits with licensed insurance carriers. Insurance carriers have raised premiums for many businesses, including trucking companies, which increases our insurance and claims expense, along with other factors. We believe that our policy of self-insuring up to set limits, together with our safety

and loss prevention programs, are effective means of managing insurance costs.

Fuel

Our operations are heavily dependent upon the use of diesel fuel. The price and availability of diesel fuel can vary and are subject to political, economic, and market factors that are beyond our control. Fuel prices fluctuated dramatically and quickly at various times during the last three years. We actively manage our fuel costs by purchasing fuel in bulk in Mondovi, Wisconsin and at a number of our other maintenance facilities throughout the country and have volume purchasing arrangements with national fuel centers that allow our drivers to purchase fuel at a discount while in transit. During 2017, nearly 100% of our fuel purchases were made at these designated locations. To help further reduce fuel consumption, we have equipped our company-owned tractors with auxiliary power units since 2007. These units reduce fuel consumption by providing quiet climate control and electrical power for our drivers without idling the tractor engine. We have also invested in satellite tracking equipment for the temperature-control units on our trailers that has improved fuel usage through management of required temperature settings and run time of the units.

We further manage our exposure to changes in fuel prices through fuel surcharge programs with our customers and other measures that we have implemented. We have historically been able to pass through a significant portion of long-term increases in fuel prices and related taxes to customers in the form of fuel surcharges. These fuel surcharges, which adjust with the cost of fuel, enable us to recover a substantial portion of the higher cost of fuel as prices increase, except for non-revenue miles, out-of-route miles or fuel used while the tractor is idling. As of December 31, 2017, we had no derivative financial instruments to reduce our exposure to fuel price fluctuations.

Competition

We are one of the leading carriers operating in the temperature-sensitive segment of the truckload market. This market is highly competitive and fragmented. We compete with many other truckload carriers that provide temperature-sensitive service of varying sizes and, to a lesser extent, with less-than-truckload carriers, railroads, and other transportation companies, many of which have more equipment, a wider range of services, and greater capital resources than we do or have other competitive advantages. In particular, several of the largest truckload carriers that offer primarily dry-van service also offer temperature-sensitive service, and these carriers could attempt to increase their business in the temperature-sensitive market. We also compete with other motor carriers for the services of drivers, independent contractors, and management employees. We believe that the principal competitive factors in our business are service, freight rates, capacity, use of technology and financial stability. As one of the largest and best-capitalized carriers focused on the temperature-sensitive segment, we believe we are well positioned to compete in that segment.

Regulation

The United States Department of Transportation, or DOT, and various state and local agencies exercise broad powers over our business, generally governing such activities as authorization to engage in motor carrier operations, safety and insurance requirements. Our company drivers and independent contractors also must comply with the safety and fitness regulations promulgated by the DOT, including those relating to drug and alcohol testing and hours-of-service.

The DOT, through the Federal Motor Carrier Safety Administration, or FMCSA, imposes safety and fitness regulations on us and our drivers. In December 2010, the FMCSA introduced the Compliance, Safety, Accountability, or CSA, system to measure and evaluate the on-road safety performance of commercial carriers and individual drivers. CSA’s Motor Carrier Safety Measurement System replaced the former SafeStat system and has removed a number of drivers from the industry as carriers are less willing to hire and retain drivers with marginal ratings, which has increased competition for qualified drivers. The FMCSA issued in January 2016 a proposed Safety Fitness Determination rule that would replace the current system utilizing CSA scores. The proposed methodology would integrate on-road safety data from inspections with the results of carrier investigations and accident reports. A final rule has not yet been issued.

The FMCSA issued a regulatory rule effective in July 2013 that revised the hours-of-service requirements for drivers, which designate the length of time that drivers are allowed to drive and work. The rule retained the 11-hour driving maximum under which the industry has been operating since 2004. However, changes to the “34-hour restart” provision and required breaks effectively reduced the maximum workweek for drivers. These changes reduced on-duty non-driving time and moderately decreased industry productivity. Omnibus bills adopted in each of December 2014, December 2015 and December 2016 have suspended the additional restrictions effective in July 2013 to the “34-hour restart” provision. The restart rules are required by law to remain suspended until a comprehensive study on the impact of the rules is presented to Congress, who will determine any policy changes based on their review. This review has not yet taken place.

In January 2011, the FMCSA issued a regulatory proposal that would require commercial carriers to track compliance with hours-of-service regulations using electronic logging devices, or ELD’s, which was vacated and sent back to the FMCSA for further analysis and review in September 2011 by the 7th U.S. Circuit Court of Appeals. The Moving Ahead for Progress in the 21st Century Act, or MAP-21 Act, included a provision directing the FMCSA to develop a final ELD rule in 2013, which was delayed until its issuance in December 2015. The final rule required compliance beginning in December 2017 but will not be strictly enforced until April 2018. Our entire tractor fleet has been equipped with ELD’s since early 2011.

The EPA adopted revised emissions control regulations, which required progressive reductions in exhaust emissions from diesel engines. The last of three stepped reductions in exhaust emissions was effective for engines manufactured in January 2010 and thereafter. Since the beginning of 2016, all of the company-owned tractors in our fleet have tractor engines that were manufactured in January 2010 or thereafter and, therefore, were required to meet the revised design requirements. Compliance with these regulations has increased the cost of new tractors as manufacturers have significantly increased new equipment prices, in part to meet the more stringent engine design requirements imposed by the EPA.

We are also subject to various environmental laws and regulations dealing with the handling of hazardous materials, fuel storage tanks, air emissions from our facilities, engine idling, and discharge and retention of storm water. These regulations did not have a significant impact on our operations or financial results in 2015 through 2017.

ITEM 1A. ***RISK FACTORS***

The following factors are important and should be considered carefully in connection with any evaluation of our business, financial condition, results of operations, prospects, or an investment in our common stock. The risks and uncertainties described below are those that we currently believe may materially affect our company or our financial results. Additional risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations or affect our financial results.

Our business is subject to general economic and business factors that are largely beyond our control, any of which could have a materially adverse effect on our operating results. Our business is dependent on a number of general economic and business factors that may have a materially adverse effect on our results of operations, many of which are beyond our control. These factors include excess capacity in the trucking industry, strikes or other work stoppages, and significant increases or fluctuations in interest rates, fuel taxes, fuel prices, and license and registration fees. We are affected by recessionary economic cycles and downturns in customers' business cycles, particularly in market segments and industries where we have a significant concentration of customers. Economic conditions may adversely affect our customers and their ability to pay for our services.

It is not possible to predict the effects of actual or threatened armed conflicts or terrorist attacks, efforts to combat terrorism, military action against any foreign state, heightened security requirements, or other related events and the subsequent effects on the economy or on consumer confidence in the United States, or the impact, if any, on our future results of operations.

Instability of the credit markets and the resulting effects on the economy could have a material adverse effect on our operating results. If the credit markets and the economy weaken, our business, financial results, and results of

operations could be materially and adversely affected, especially if consumer confidence declines and domestic spending decreases. We may need to incur additional indebtedness, which may include drawing on our credit facility, or issue debt securities in the future to fund working capital requirements, make investments, or for general corporate purposes. Additionally, stresses in the credit market causes uncertainty in the equity markets, which may result in volatility of the market price for our securities.

We operate in a highly competitive and fragmented industry, and numerous competitive factors could impair our ability to maintain our current profitability. We compete with many other truckload carriers that provide temperature-sensitive service of varying sizes and, to a lesser extent, with less-than-truckload carriers, railroads and other transportation companies, many of which have more equipment, a wider range of services and greater capital resources than we do or have other competitive advantages. In particular, several of the largest truckload carriers that offer primarily dry-van service also offer temperature-sensitive service, and these carriers could attempt to increase their business in the temperature-sensitive market. Many of our competitors periodically reduce their freight rates to gain business, especially during times of reduced growth rates in the economy, which may limit our ability to maintain or increase freight rates or maintain significant growth in our business. In addition, many customers reduce the number of carriers they use by selecting so-called “core carriers” as approved service providers, or conduct bids from multiple carriers for their shipping needs, and in some instances we may not be selected as a core carrier or to provide service under such bids.

In addition, the trend toward consolidation in the trucking industry may create other large carriers with greater financial resources and other competitive advantages relating to their size. Competition from freight logistics and brokerage companies may negatively impact our customer relationships and freight rates. Furthermore, economies of scale that may be passed on to smaller carriers by procurement aggregation providers may improve such carriers’ ability to compete with us.

If the growth in our regional operations declines, or if we expand into a market with insufficient economic activity, our results of operations could be adversely affected. We operate regional service centers which are located in a number of cities within the United States. In order to support future growth, these regional operations require the commitment of additional capital, revenue equipment and facilities along with qualified management, drivers and other personnel. Should the growth in our regional operations decline, the results of our operations could be adversely affected. It may become more difficult to identify additional cities that can support service centers, and we may expand into cities where there is insufficient economic activity, reduced capacity for growth or less driver and non-driver personnel to support our operations. We may encounter operating conditions in these new markets that materially differ from our current operations and customer relationships may be difficult to obtain at appropriate freight rates. Also, we may not be able to apply our regional operating strategy successfully in additional cities, and it might take longer than expected or require a more substantial financial commitment than anticipated to establish our operations in the additional cities.

Increased prices and restricted availability of new revenue equipment could cause our financial condition, results of operations and cash flows to suffer. We have experienced higher prices for new tractors and trailers over the past few years, primarily as a result of higher commodity prices and government regulations applicable to newly manufactured tractors and trailers. We expect to continue to pay increased prices for revenue equipment for the foreseeable future. Our business could be harmed if we are unable to continue to obtain an adequate supply of new tractors and trailers or if we have to pay increased prices for new revenue equipment.

The EPA adopted revised emissions control regulations, which required progressive reductions in exhaust emissions from diesel engines. The last of three stepped reductions in exhaust emissions was effective for engines manufactured in January 2010 and thereafter. Since the beginning of 2016, all of the company-owned tractors in our fleet have tractor engines that were manufactured in January 2010 or thereafter and, therefore, were required to meet the revised design requirements. Compliance with these regulations has increased the cost of new tractors as manufacturers have significantly increased new equipment prices, in part to meet the more stringent engine design requirements imposed by the EPA.

We have significant ongoing capital requirements that could harm our financial condition, results of operations and cash flows if we are unable to generate sufficient cash from our operations. The truckload industry is capital intensive, and our policy of operating newer equipment requires us to expend significant amounts annually. If we elect to expand our fleet in future periods, our capital needs would increase. We expect to pay for projected capital expenditures with cash flows from operations and borrowings under our revolving credit facility. If we are unable to generate sufficient cash from operations and obtain financing on favorable terms in the future, we may have to limit our growth, enter into less favorable financing arrangements, or operate our revenue equipment for longer periods, any of which could have a materially adverse effect on our profitability.

We derive a significant portion of our revenue from our major customers, the loss of one or more of which could have a materially adverse effect on our business. A significant portion of our revenue is generated from our major customers. For 2017, our top 30 customers, based on revenue, accounted for approximately 64% of our revenue; our

top ten customers accounted for approximately 45% of our revenue; our top five customers accounted for approximately 36% of our revenue; our top two customers accounted for approximately 28% of our revenue; and our largest customer accounted for approximately 19% of our revenue. Generally, other than for our Dedicated operations, we enter into one-year contracts with our major customers, the majority of which do not contain any firm obligations to ship with us. We cannot ensure that, upon expiration of existing contracts, these customers will continue to use our services or that, if they do, they will continue at the same levels. Many of our customers periodically solicit bids from multiple carriers for their shipping needs, and this process may depress freight rates or result in loss of business to our competitors. Some of our customers also operate their own private trucking fleets, and they may decide to transport more of their own freight. A reduction in or termination of our services by one or more of our major customers could have a materially adverse effect on our business and operating results.

Ongoing insurance and claims expenses could significantly affect our earnings. Our future insurance and claims expense might exceed historical levels, which could reduce our earnings. We self-insure for a portion of our claims exposure resulting from workers' compensation, auto liability, general liability, cargo and property damage claims, as well as employees' health insurance. We also are responsible for our legal expenses relating to such claims. We reserve currently for anticipated losses and expenses. We periodically evaluate and adjust our claims reserves to reflect our experience. However, ultimate results may differ from our estimates, which could result in losses over our reserved amounts.

We maintain insurance above the amounts for which we self-insure with licensed insurance carriers. Although we believe the aggregate insurance limits should be sufficient to cover reasonably expected claims, it is possible that one or more claims could exceed our aggregate coverage limits. Insurance carriers have raised premiums for many businesses, including trucking companies. As a result, our insurance and claims expense has increased. If these expenses increase, or if we experience a claim in excess of our coverage limits, or we experience a claim for which coverage is not provided, results of our operations and financial condition could be materially and adversely affected.

We operate in a highly regulated industry and increased costs of compliance with, or liability for violation of, existing or future regulations could have a materially adverse effect on our business. The DOT and various state and local agencies exercise broad powers over our business, generally governing such activities as authorization to engage in motor carrier operations, safety and insurance requirements. Our company drivers and independent contractors also must comply with the safety and fitness regulations promulgated by the DOT, including those relating to drug and alcohol testing and hours-of-service. We also may become subject to new or more restrictive regulations relating to fuel emissions, ergonomics, or other matters affecting safety or operating methods. Other agencies, such as the EPA and the Department of Homeland Security, or DHS, also regulate our equipment, operations, and drivers. Future laws and regulations may be more stringent and require changes in our operating practices, influence the demand for transportation services, or require us to incur significant additional costs. Higher costs incurred by us or by our suppliers who pass the costs onto us through higher prices could adversely affect our results of operations.

The DOT, through the Federal Motor Carrier Safety Administration, or FMCSA, imposes safety and fitness regulations on us and our drivers. In December 2010, the FMCSA introduced the Compliance, Safety, Accountability, or CSA, system to measure and evaluate the on-road safety performance of commercial carriers and individual drivers. CSA's Motor Carrier Safety Measurement System replaced the former SafeStat system and has removed a number of drivers from the industry as carriers are less willing to hire and retain drivers with marginal ratings, which has increased competition for qualified drivers. The FMCSA issued in January 2016 a proposed Safety Fitness Determination rule that would replace the current system utilizing CSA scores. The proposed methodology would integrate on-road safety data from inspections with the results of carrier investigations and accident reports. A final rule has not yet been issued.

The FMCSA issued a regulatory rule effective in July 2013 that revised the hours-of-service requirements for drivers, which designate the length of time that drivers are allowed to drive and work. The rule retained the 11-hour driving maximum under which the industry has been operating since 2004. However, changes to the "34-hour restart" provision

and required breaks effectively reduced the maximum workweek for drivers. These changes reduced on-duty non-driving time and moderately decreased industry productivity. Omnibus bills adopted in each of December 2014, December 2015 and December 2016 have suspended the additional restrictions effective in July 2013 to the "34-hour restart" provision. The restart rules are required by law to remain suspended until a comprehensive study on the impact of the rules is presented to Congress, who will determine any policy changes based on their review. This review has not yet taken place.

In January 2011, the FMCSA issued a regulatory proposal that would require commercial carriers to track compliance with hours-of-service regulations using electronic logging devices, or ELD's, which was vacated and sent back to the FMCSA for further analysis and review in September 2011 by the 7th U.S. Circuit Court of Appeals. The Moving Ahead for Progress in the 21st Century Act, or MAP-21 Act, included a provision directing the FMCSA to develop a final ELD rule in 2013, which was delayed until its issuance in December 2015. The final rule required compliance beginning in December 2017 but will not be strictly enforced until April 2018. Our entire tractor fleet has been equipped with ELD's since early 2011.

From time to time, various federal, state, or local taxes are increased, including taxes on fuels. We cannot predict whether, or in what form, any such increase applicable to us will be enacted, but such an increase could adversely affect our profitability.

Increases in compensation or difficulty in attracting drivers could affect our profitability and ability to grow. The transportation industry has historically experienced substantial difficulty in attracting and retaining qualified drivers, including independent contractors. With increased competition for drivers, including the impact that regulatory changes mandated by CSA have on the number of drivers in the transportation industry, we could experience greater difficulty in attracting sufficient numbers of qualified drivers. In addition, the available pool of independent contractor drivers is smaller than it has been historically. Accordingly, we may face difficulty in attracting and retaining drivers for all of our current tractors and for those we may add. Additionally, we may face difficulty in increasing the number of our independent contractor drivers. In addition, our industry suffers from high turnover rates of drivers. Our turnover rate requires us to recruit a substantial number of drivers. Moreover, our turnover rate could increase. If we are unable to continue to attract drivers and contract with independent contractors, we could be required to continue adjusting our driver compensation package beyond the norm or let trucks sit idle. An increase in our expenses or in the number of tractors without drivers could materially and adversely affect our growth and profitability.

If demand declines for our used revenue equipment, it could result in decreased equipment sales, resale values, and gains on sales of assets. The market for used revenue equipment is subject to a number of factors, including fluctuations in demand and prices. We do not have any agreements with tractor manufacturers pursuant to which they agree to repurchase our tractors or guarantee a residual value. As such, we are sensitive to changes in used equipment prices and demand, especially with respect to tractors. Reduced demand for used equipment could result in a lower volume of sales or lower sales prices, either of which could negatively affect our gains on sales of assets.

We depend on the stability, availability and security of the technology related to our management information and communication systems, which may prove to be inadequate. We depend upon our management information and communication systems for the efficient operation of our business. Our systems are used for receiving, planning and optimizing loads, communicating with and monitoring our drivers, tractors and trailers, billing customers and financial reporting. In addition, some of our key software has been developed internally by our programmers or by adapting purchased software to our needs and this software may not be easily modified or integrated with other software and systems. Our operations are potentially vulnerable to interruption by natural disasters, power loss, telecommunications failure, terrorist attacks, internet failures, computer viruses, malware, hacking, and other events beyond our control. Although we have taken steps to prevent and mitigate service interruptions and data security threats, the operational and security risks associated with information technology systems have increased in recent years because of the complexity of the systems and the sophistication and amount of cyber attacks. Our business would be materially and adversely affected if our management information and communication systems are compromised or disrupted by a failure or security breach or if we are unable to improve, upgrade, integrate or expand our systems as we continue to execute our growth strategy.

Fluctuations in the price or availability of fuel may increase our cost of operation, which could materially and adversely affect our profitability. We require large amounts of diesel fuel to operate our tractors and to power the temperature-control units on our trailers. Fuel is one of our largest operating expenses. Fuel prices tend to fluctuate, and prices and availability of all petroleum products are subject to political, economic and market factors that are beyond our control. We depend primarily on fuel surcharges, auxiliary power units for our tractors, satellite tracking equipment for the temperature-control units on our trailers, volume purchasing arrangements with truck stop chains and bulk purchases of fuel at our terminals to control and recover our fuel expenses. There can be no assurance that

we will be able to collect fuel surcharges, enter into volume purchase agreements, or execute successful hedges in the future. Additionally, we may encounter decreases in productivity that may offset or eliminate savings from auxiliary power units or satellite tracking equipment, or may incur unexpected maintenance or other costs associated with such units. The absence of meaningful fuel price protection through these measures, fluctuations in fuel prices, or a shortage of diesel fuel, could materially and adversely affect our results of operations.

Seasonality and the impact of weather can affect our profitability. Our tractor productivity generally decreases during the winter season because inclement weather impedes operations and some shippers reduce their shipments. At the same time, operating expenses generally increase, with harsh weather creating higher accident frequency, increased claims and more equipment repairs. We can also suffer short-term impacts from weather-related events such as hurricanes, blizzards, ice-storms, and floods that could harm our results or make our results more volatile.

Lack of capacity and service instability in the railroad industry could increase our operating costs and reduce our ability to offer intermodal services, which could adversely affect our revenue, results of operations, and customer relationships. Our Intermodal segment is dependent on railroad services and their capacity to transport freight for our customers. We expect our dependence on railroads will continue to increase as we expand our Intermodal services. We compete for the availability of railroad services with other intermodal operators as well as certain industries reliant on the use of rail cars, such as oil and agricultural, whose consumption of railroad capacity has significantly fluctuated over the past several years. In most markets, rail service is limited to a few railroads or even a single railroad. Any capacity constraints, service problems or reduction in service by the railroads with which we have, or in the future may have, relationships is likely to increase the cost of the rail-based services we provide and reduce the reliability, timeliness, and overall attractiveness of our rail-based services, which could adversely affect our revenue, results of operations and customer relationships. Furthermore, railroads are relatively free to adjust shipping rates up or down as market conditions permit. Price increases could result in higher costs to our customers and reduce or eliminate our ability to offer Intermodal services. In addition, we cannot assure you that we will be able to negotiate additional contracts with railroads to expand our capacity, add additional routes, or obtain multiple providers, which could limit our ability to provide this service.

Our operations are subject to various environmental laws and regulations, the violation of which could result in substantial fines or penalties. We are subject to various environmental laws and regulations dealing with the handling of hazardous materials, fuel storage tanks, air emissions from our vehicles and facilities, engine idling, and discharge and retention of storm water. We operate in industrial areas, where truck terminals and other industrial activities are located, and where groundwater or other forms of environmental contamination have occurred. Our operations involve the risks of fuel spillage or seepage, environmental damage, and hazardous waste disposal, among others. Although we have instituted programs to monitor and control environmental risks and promote compliance with applicable environmental laws and regulations, if we are involved in a spill or other accident involving hazardous substances or if we are found to be in violation of applicable laws or regulations, we could be subject to liabilities, including substantial fines or penalties or civil and criminal liability, any of which could have a materially adverse effect on our business and operating results.

If we are unable to retain our executive officers and key management employees, our business, financial condition and results of operations could be adversely affected. We are highly dependent upon the services of our executive officers and key management employees, including our Chief Executive Officer. Currently, we do not have employment agreements with these employees and the loss of their services for any reason could have a materially adverse effect on our operations and future profitability. We have entered into agreements with our executive officers that require us to provide compensation to them in the event of termination of their employment without cause in connection with or within a certain period of time after a “change in control” of our Company. In addition, we must continue to develop and retain a core group of managers if we are to realize our goal of expanding our operations and continuing our growth. While our Board regularly engages in succession planning for our Chief Executive Officer and executive leadership team, there is no guarantee that a candidate or plan will be successful. Although we strive to reduce the potential negative impact of any such changes, the loss of any executive officers or key management employees could result in disruptions to our operations. In addition, hiring, training, and successfully integrating replacement personnel, whether internal or external, could be time consuming, may cause additional disruptions to our operations, and may be unsuccessful, which could negatively impact our business, financial condition and results of operations.

ITEM 1B. ***UNRESOLVED STAFF COMMENTS***

None.

ITEM 2. ***PROPERTIES***

Our executive offices and principal terminal are located on approximately seven acres in Mondovi, Wisconsin. This facility consists of 39,000 square feet of office space and 21,000 square feet of equipment repair and maintenance space. We added additional equipment repair and maintenance facilities in 2007 and in 2009 in Mondovi, Wisconsin which consist of 15,000 square feet of space located on approximately 11 acres and 50,000 square feet of space located on approximately three acres, respectively. We operate facilities in or near the following cities at which we perform the following operating activities:

Company Locations	Owned or Leased	Office	Maintenance
Mondovi, Wisconsin	Owned	X	X
Phoenix, Arizona	Owned	X	X
Jurupa Valley, California	Owned		X
Otay Mesa, California	Owned	X	
Tampa, Florida	Owned	X	X
Atlanta, Georgia	Owned	X	X
Indianapolis, Indiana	Owned	X	X
Kansas City, Kansas	Owned	X	X
Portland, Oregon	Owned	X	X
Carlisle, Pennsylvania	Owned	X	X
Memphis, Tennessee	Owned	X	X
Desoto, Texas	Owned	X	X
Laredo, Texas	Owned	X	X
Colonial Heights, Virginia	Owned	X	X
McAllen, Texas	Leased	X	

Our Truckload, Dedicated and Brokerage segments operate out of a majority of our facilities while our Intermodal segment operates out of a small number of our locations. We believe the nature, size and location of our properties are suitable and adequate for our current business needs.

ITEM 3. ***LEGAL PROCEEDINGS***

We are involved in ordinary routine litigation incidental to our operations. These lawsuits primarily involve claims for workers' compensation, personal injury, or property damage incurred in the transportation of freight.

ITEM 4. ***MINE SAFETY DISCLOSURES***

Not Applicable.

ITEM 4A. ***EXECUTIVE OFFICERS OF THE REGISTRANT***

Our executive officers, with their ages and the offices held as of February 27, 2018, are as follows:

Name	Age	Position
Randolph L. Marten	65	Chairman of the Board, Chief Executive Officer and Director
Timothy M. Kohl	70	President
Timothy P. Nash	66	Executive Vice President of Sales and Marketing
James J. Hinnendael	54	Executive Vice President and Chief Financial Officer
John H. Turner	56	Senior Vice President of Sales

Randolph L. Marten has been a full-time employee of ours since 1974. Mr. Marten has been a Director since October 1980, our Chairman of the Board since August 1993 and our Chief Executive Officer since January 2005. Mr. Marten also served as our President from June 1986 until June 2008, our Chief Operating Officer from June 1986 until August 1998 and as a Vice President from October 1980 to June 1986.

Timothy M. Kohl has been our President since June 2008 and joined the company in November 2007. Mr. Kohl served as Knight Transportation Inc.'s President from 2004 to 2007 and as its Secretary from 2000 to 2007. Mr. Kohl served as a director on Knight's Board of Directors from 2001 to 2006, and he served as its Chief Financial Officer from 2000 to 2004. Mr. Kohl also served as Knight's Vice President of Human Resources from 1996 through 1999. From 1999 through 2000, Mr. Kohl served as Vice President of Knight's southeast region. Prior to his employment with Knight, Mr. Kohl was employed by Burlington Motor Carriers as Vice President of Human Resources. Prior to his employment with Burlington Motor Carriers, Mr. Kohl served as Vice President of Human Resources for J.B. Hunt.

Timothy P. Nash has been our Executive Vice President of Sales and Marketing since November 2000. Mr. Nash also served as our Vice President of Sales from November 1990 to November 2000 and as a Regional Sales Manager from July 1987 to November 1990. Mr. Nash served as a regional sales manager for Overland Express, Inc., a long-haul truckload carrier, from 1986 to 1987.

James J. Hinnendael has been our Executive Vice President since May 2015 and our Chief Financial Officer since January 2006 and served as our Controller from January 1992 to December 2005. Mr. Hinnendael served in various professional capacities with Ernst & Young LLP, a public accounting firm, from 1987 to December 1991. Mr. Hinnendael is a certified public accountant.

John H. Turner has been our Senior Vice President of Sales since December 2013, our Vice President of Sales from January 2007 to December 2013 and an executive officer since August 2007. He also served as our Vice President of Sales from October 2000 to February 2005, and as an executive officer from January 2002 to February 2005. Mr. Turner also served as our Director of Sales from July 1999 to October 2000 and in various professional capacities in our sales and marketing area from August 1991 to July 1999 and as our Operations Manager-West from October 1990 to August 1991. Previously, Mr. Turner served as a vice president for Naterra Land, Inc., a recreational land developer, from 2005 to 2006 and as the western fleet general manager and area sales manager for Munson Transportation, Inc., a long-haul truckload carrier, from 1986 to 1990.

PART II

ITEM 5. ***MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES***

Our common stock is listed on the NASDAQ Global Select Market under the symbol "MRTN." The table below shows the range of high and low bid prices for the quarters indicated on the NASDAQ Global Select Market. Such quotations reflect inter-dealer prices, without retail markups, markdowns or commissions and, therefore, may not necessarily represent actual transactions.

	Common Stock Price	
	High	Low
Year ended December 31, 2017		
Fourth Quarter	**$20.90**	**$17.45**
Third Quarter	**21.10**	**14.05**
Second Quarter	**16.95**	**11.79**
First Quarter	**15.21**	**12.09**
Year ended December 31, 2016		
Fourth Quarter	$16.17	$9.60
Third Quarter	13.36	10.18
Second Quarter	12.37	9.53
First Quarter	11.41	8.33

The prices do not include adjustments for retail mark-ups, mark-downs or commissions. On February 27, 2018, we had 135 record stockholders, and approximately 10,631 beneficial stockholders of our common stock. On July 7, 2017, we effected a five-for-three stock split of our common stock, $.01 par value, in the form of a 66 2/3% stock dividend. The foregoing stock prices and the following cash dividends and share amounts have been adjusted to give retroactive effect to the stock split for all periods presented.

Dividend Policy

In August 2010, we announced a regular cash dividend program to our stockholders, subject to approval each quarter. Quarterly cash dividends of $0.015 per share of common stock were declared in each of the first two quarters of 2017 along with dividends of $0.025 per share in each of 2017's last two quarters, which totaled $4.4 million. Quarterly cash dividends of $0.015 per share of common stock were declared in each quarter of 2016 and 2015 and totaled $3.3 million in each of the two years. We currently expect to continue to pay quarterly cash dividends in the future. The

payment of cash dividends in the future, and the amount of any such dividends, will depend upon our financial condition, results of operations, cash requirements, and certain corporate law requirements, as well as other factors deemed relevant by our Board of Directors. Our ability to pay cash dividends is currently limited by restrictions contained in our revolving credit facility, which prohibits us from paying, in any fiscal year, stock redemptions and dividends in excess of 25% of our net income from the prior fiscal year. A waiver of the 25% limitation for 2015 and 2016 was obtained from the lender.

Share Repurchase Program

In December 2007, our Board of Directors approved and we announced a share repurchase program to repurchase up to one million shares of our common stock either through purchases on the open market or through private transactions and in accordance with Rule 10b-18 of the Exchange Act. In November 2015, our Board of Directors approved and we announced an increase in the share repurchase program, providing for the repurchase of up to $40 million, or approximately 2 million shares, of our common stock, which was increased by our Board of Directors to 3.3 million shares on August 15, 2017 to reflect the five-for-three stock split effected in the form of a stock dividend on July 7, 2017. The timing and extent to which we repurchase shares depends on market conditions and other corporate considerations. The repurchase program does not have an expiration date.

We repurchased and retired 759,302 shares of our common stock for $7.5 million in the first quarter of 2016 and did not repurchase any shares in the last three quarters of 2016 or in 2017. In the fourth quarter of 2015 we repurchased and retired 1.6 million shares of our common stock for $16.2 million.

Comparative Stock Performance

The graph below compares the cumulative total stockholder return on our common stock with the NASDAQ Market index and the SIC code 4213 (trucking, except local) line-of-business index for the last five years. Research Data Group, Inc. prepared the line-of-business index. The graph assumes $100 is invested in our common stock, the NASDAQ Stock Market index and the line-of-business index on December 31, 2012, with reinvestment of dividends. The comparisons in the graph below are based on historical data and are not intended to forecast the possible future performance of our common stock. The information in the graph below shall be deemed "furnished" and not "filed" for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of that section.

ITEM 6. ***SELECTED FINANCIAL DATA***

The following selected financial data should be read in conjunction with the consolidated financial statements and notes under Item 8 of this Form 10-K.

(*Dollars in thousands, except per share amounts*)	**2017**	2016	2015	2014	2013
FOR THE YEAR					
Operating revenue	**$698,120**	$671,144	$664,994	$672,929	$659,214
Operating income	**56,862**	58,303	61,063	51,006	51,995
Net income	**90,284**	33,464	35,745	29,834	30,147
Net income – excluding 2017 deferred income taxes benefit[1]	**33,819**	33,464	35,745	29,834	30,147
Operating ratio[2]	**91.9 %**	91.3 %	90.8 %	92.4 %	92.1 %
PER-SHARE DATA[3]					
Basic earnings per common share	**$1.66**	$0.62	$0.64	$0.54	$0.54
Basic earnings per common share – excluding 2017 deferred income taxes benefit[1]	**0.62**	0.62	0.64	0.54	0.54
Diluted earnings per common share	**1.65**	0.61	0.64	0.53	0.54
Diluted earnings per common share – excluding 2017 deferred income taxes benefit[1]	**0.62**	0.61	0.64	0.53	0.54
Dividends declared per common share	**0.08**	0.06	0.06	0.06	0.05
Book value	**9.64**	8.04	7.50	6.96	6.47
AT YEAR END					
Total assets[4]	**$690,403**	$653,748	$631,528	$576,461	$522,387
Long-term debt	—	7,886	37,867	24,373	—
Stockholders’ equity	**525,500**	437,338	409,421	387,926	359,137

(1) Net income and basic and diluted earnings per common share for 2017 are presented for comparative purposes excluding the $56.5 million deferred income taxes benefit recorded to recognize the impact of the reduction of the federal corporate statutory income tax rate beginning on January 1, 2018 from 35% to 21% related to the Tax Cuts and Jobs Act of 2017.

(2) Represents operating expenses as a percentage of operating revenue.

(3) The amounts for December 31, 2013 through 2016 have been restated to reflect the five-for-three stock split effected in the form of a 66 2/3% stock dividend on July 7, 2017.

(4) The amounts for December 31, 2013 and 2014 have been restated to reflect the reclassification of current deferred income tax assets to be consistent with the current presentation upon adoption of Financial Accounting Standards

Board Accounting Standards Update No. 2015-17, “Income Taxes” effective December 31, 2015.

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ITEM 7. *MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS*

The following discussion and analysis of our financial condition and results of operations should be read together with the selected consolidated financial data and our consolidated financial statements and the related notes appearing elsewhere in this report. This discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of many factors, including but not limited to those under the heading "Risk Factors" beginning on page 6. We do not assume, and specifically disclaim, any obligation to update any forward-looking statement contained in this report.

Overview

The primary source of our operating revenue is provided by our Truckload segment through a combination of regional short-haul and medium-to-long-haul full-load transportation services. We transport food and other consumer packaged goods that require a temperature-controlled or insulated environment, along with dry freight, across the United States and into and out of Mexico and Canada.

Our Dedicated segment provides customized transportation solutions tailored to meet individual customers' requirements, utilizing temperature-controlled trailers, dry vans and other specialized equipment within the United States. Our agreements with customers range from three to five years and are subject to annual rate reviews.

Generally, we are paid by the mile for our Truckload and Dedicated services. We also derive Truckload and Dedicated revenue from fuel surcharges, loading and unloading activities, equipment detention and other ancillary services. The main factors that affect our Truckload and Dedicated revenue are the rate per mile we receive from our customers, the percentage of miles for which we are compensated, the number of miles we generate with our equipment and changes in fuel prices. We monitor our revenue production primarily through average Truckload and Dedicated revenue, net of fuel surcharges, per tractor per week. We also analyze our average Truckload and Dedicated revenue, net of fuel surcharges, per total mile, non-revenue miles percentage, the miles per tractor we generate, our fuel surcharge revenue, our accessorial revenue and our other sources of operating revenue.

Our Intermodal segment transports our customers' freight within the United States utilizing our temperature-controlled trailers on railroad flatcars for portions of trips, with the balance of the trips using our tractors or, to a lesser extent, contracted carriers. The main factors that affect our Intermodal revenue are the rate per mile and other charges we receive from our customers.

Our Brokerage segment develops contractual relationships with and arranges for third-party carriers to transport freight for our customers in temperature-controlled trailers and dry vans within the United States and into and out of Mexico through Marten Transport Logistics, LLC, which was established in 2007 and operates pursuant to brokerage authority granted by the DOT. We retain the billing, collection and customer management responsibilities. The main factors that affect our Brokerage revenue are the rate per mile and other charges that we receive from our customers.

In addition to the factors discussed above, our operating revenue is also affected by, among other things, the United States economy, inventory levels, the level of truck and rail capacity in the transportation market, a contracting driver market, severe weather conditions and specific customer demand.

Our operating revenue increased $27.0 million, or 4.0%, in 2017. Our operating revenue, net of fuel surcharges, increased $13.1 million, or 2.1%, compared with 2016. Truckload segment revenue, net of fuel surcharges, decreased 1.0% from 2016, primarily due to a reduction in our average number of tractors, partially offset by an increase in our average revenue per tractor. Dedicated segment revenue, net of fuel surcharges, increased 4.5% from 2016, primarily due to fleet growth and an increase in our average revenue per tractor. Intermodal segment revenue, net of fuel surcharges, increased 9.0% due to increased volume and Brokerage segment revenue increased 6.0% due to increased revenue per load in 2017. Fuel surcharge revenue increased to $67.1 million in 2017 from $53.2 million in 2016 due to higher fuel prices.

Our profitability is impacted by the variable costs of transporting freight for our customers, fixed costs, and expenses containing both fixed and variable components. The variable costs include fuel expense, driver-related expenses, such as wages, benefits, training, and recruitment, and independent contractor costs, which are recorded under purchased transportation. Expenses that have both fixed and variable components include maintenance and tire expense and our cost of insurance and claims. These expenses generally vary with the miles we travel, but also have a controllable component based on safety, fleet age, efficiency and other factors. Our main fixed costs relate to the acquisition and subsequent depreciation of long-term assets, such as revenue equipment and operating terminals. We expect our annual cost of tractor and trailer ownership will increase in future periods as a result of higher prices of new equipment, along with any increases in fleet size. Although certain factors affecting our expenses are beyond our control, we monitor them closely and attempt to anticipate changes in these factors in managing our business. For example, fuel prices have significantly fluctuated over the past several years. We manage our exposure to changes in fuel prices primarily through fuel surcharge programs with our customers, as well as through volume fuel purchasing arrangements with national fuel centers and bulk purchases of fuel at our terminals. To help further reduce fuel expense, we have installed and tightly manage the use of auxiliary power units in our tractors to provide climate control and electrical power for our drivers without idling the tractor engine, and also have improved the fuel usage in the temperature-control units on our trailers. For our Intermodal and Brokerage segments, our profitability is impacted by the percentage of revenue which is payable to the providers of the transportation services we arrange. This expense is included within purchased transportation in our consolidated statements of operations.

Our operating expenses as a percentage of operating revenue, or “operating ratio,” increased to 91.9% in 2017 from 91.3% in 2016. Operating expenses as a percentage of operating revenue, with both amounts net of fuel surcharges, was 91.0% in 2017 and 90.6% in 2016. Our net income increased to $90.3 million, or $1.65 per diluted share, in 2017 from $33.5 million, or $0.61 per diluted share, in 2016. Excluding a deferred income taxes benefit of $56.5 million recorded in 2017 to recognize the impact of the reduction of the federal corporate statutory income tax rate beginning on January 1, 2018 from 35% to 21% related to the Tax Cuts and Jobs Act of 2017, net income improved 1.1% to $33.8 million, or $0.62 per diluted share, from 2016.

Our business requires substantial, ongoing capital investments, particularly for new tractors and trailers. At December 31, 2017, we had $15.8 million of cash and cash equivalents, $525.5 million in stockholders’ equity and no long-term debt outstanding. In 2017, net cash flows provided by operating activities of $121.9 million were primarily used to purchase new revenue equipment, net of proceeds from dispositions, in the amount of $87.6 million, to repay, net of borrowings, $7.9 million of long-term debt, to partially construct regional operating facilities in the amount of $5.8 million, and to pay cash dividends of $4.4 million, resulting in a $15.3 million increase in cash and cash equivalents. We estimate that capital expenditures, net of proceeds from dispositions, will be approximately $115 million in 2018. We believe our sources of liquidity are adequate to meet our current and anticipated needs for at least the next twelve months. Based upon anticipated cash flows, existing cash and cash equivalents balances, current borrowing availability and other sources of financing we expect to be available to us, we do not anticipate any significant liquidity constraints in the foreseeable future.

Our business strategy encompasses a multifaceted set of transportation service solutions, primarily regional Truckload temperature-controlled operations along with Dedicated, Intermodal and Brokerage services, with a diverse customer base that gains value from and expands each of these operating segments. We believe that we are well-positioned

regardless of the economic environment with the services we provide combined with our competitive position, cost control emphasis, modern fleet and strong balance sheet.

This Management's Discussion and Analysis of Financial Condition and Results of Operations includes discussions of net income and diluted earnings per share, net of a deferred income taxes benefit, operating revenue, net of fuel surcharge revenue; Truckload, Dedicated and Intermodal revenue, net of fuel surcharge revenue; operating expenses as a percentage of operating revenue, each net of fuel surcharge revenue; and net fuel expense (fuel and fuel taxes net of fuel surcharge revenue and surcharges passed through to independent contractors, outside drayage carriers and railroads). We provide these additional disclosures because management believes these measures provide a more consistent basis for comparing results of operations from period to period. These financial measures in this report have not been determined in accordance with U.S. generally accepted accounting principles (GAAP). Pursuant to Item 10(e) of Regulation S-K, we have included the amounts necessary to reconcile these non-GAAP financial measures to the most directly comparable GAAP financial measures of net income, diluted earnings per share, operating revenue, operating expenses divided by operating revenue, and fuel and fuel taxes.

Stock Split

On July 7, 2017, we effected a five-for-three stock split of our common stock, $.01 par value, in the form of a 66 % stock dividend. Our consolidated financial statements, related notes, and other financial data contained in this report have been adjusted to give retroactive effect to the stock split for all periods presented.

Results of Operations

The following table sets forth for the years indicated certain operating statistics regarding our revenue and operations:

	2017	2016	2015
Truckload Segment:			
Revenue (in thousands)	**$380,210**	$375,851	$398,361
Average revenue, net of fuel surcharges, per tractor per week[(1)]	**$3,514**	$3,427	$3,529
Average tractors[(1)]	**1,837**	1,898	1,892
Average miles per trip	**599**	623	666
Total miles (in thousands)	**178,760**	184,281	186,268
Dedicated Segment:			
Revenue (in thousands)	**$166,881**	$157,370	$118,272
Average revenue, net of fuel surcharges, per tractor per week[(1)]	**$3,481**	$3,432	$3,433
Average tractors[(1)]	**847**	819	599
Average miles per trip	**297**	301	347
Total miles (in thousands)	**77,102**	75,333	57,381
Intermodal Segment:			
Revenue (in thousands)	**$80,621**	$71,490	$76,958
Loads	**40,196**	35,947	36,404
Average tractors	**79**	76	89
Brokerage Segment:			
Revenue (in thousands)	**$70,408**	$66,433	$71,403
Loads	**48,271**	49,721	48,060

(1) Includes tractors driven by both company-employed drivers and independent contractors. Independent contractors provided 60, 68 and 65 tractors as of December 31, 2017, 2016 and 2015, respectively.

Comparison of Year Ended December 31, 2017 to Year Ended December 31, 2016

The following table sets forth for the years indicated our operating revenue, operating income and operating ratio by segment, along with the change for each component:

(Dollars in thousands)	**2017**	2016	Dollar Change 2017 vs. 2016	Percentage Change 2017 vs. 2016
Operating revenue:				
Truckload revenue, net of fuel surcharge revenue	**$336,596**	$339,967	$(3,371)	(1.0)%
Truckload fuel surcharge revenue	**43,614**	35,884	7,730	21.5
Total Truckload revenue	**380,210**	375,851	4,359	1.2
Dedicated revenue, net of fuel surcharge revenue	**153,691**	147,007	6,684	4.5
Dedicated fuel surcharge revenue	**13,190**	10,363	2,827	27.3
Total Dedicated revenue	**166,881**	157,370	9,511	6.0
Intermodal revenue, net of fuel surcharge revenue	**70,282**	64,508	5,774	9.0
Intermodal fuel surcharge revenue	**10,339**	6,982	3,357	48.1
Total Intermodal revenue	**80,621**	71,490	9,131	12.8
Brokerage revenue	**70,408**	66,433	3,975	6.0
Total operating revenue	**$698,120**	$671,144	$26,976	4.0%
Operating income:				
Truckload	**$26,326**	$27,438	$(1,112)	(4.1)%
Dedicated	**17,074**	19,550	(2,476)	(12.7)
Intermodal	**8,303**	7,131	1,172	16.4
Brokerage	**5,159**	4,184	975	23.3
Total operating income	**$56,862**	$58,303	$(1,441)	(2.5)%
Operating ratio[1]:				
Truckload	**93.1%**	92.7%		
Dedicated	**89.8**	87.6		
Intermodal	**89.7**	90.0		
Brokerage	**92.7**	93.7		
Consolidated operating ratio	**91.9%**	91.3%		

(1) Represents operating expenses as a percentage of operating revenue.

Our operating revenue increased $27.0 million, or 4.0%, to $698.1 million in 2017 from $671.1 million in 2016. Our operating revenue, net of fuel surcharges, increased $13.1 million, or 2.1%, to $631.0 million in 2017 from $617.9 million in 2016. This increase was due to a $6.7 million increase in Dedicated revenue, net of fuel surcharges, a $5.8 million increase in Intermodal revenue, net of fuel surcharges, and a $4.0 million increase in Brokerage revenue, partially offset by a $3.4 million decrease in Truckload revenue, net of fuel surcharges. Fuel surcharge revenue increased to $67.1 million in 2017 from $53.2 million in 2016 due to higher fuel prices.

Truckload segment revenue increased $4.4 million, or 1.2%, to $380.2 million in 2017 from $375.9 million in 2016. Truckload segment revenue, net of fuel surcharges, decreased $3.4 million, or 1.0%, to $336.6 million in 2017 from $340.0 million in 2016, primarily due to a reduction in our average number of tractors, partially offset by an increase in our average revenue per tractor. The increase in the operating ratio in 2017 was primarily due to an increase in insurance and claims expense, partially offset by the increase in our average revenue per tractor.

Dedicated segment revenue increased $9.5 million, or 6.0%, to $166.9 million in 2017 from $157.4 million in 2016. Dedicated segment revenue, net of fuel surcharges, increased 4.5% primarily due to fleet growth and an increase in our average revenue per tractor. The increase in the operating ratio for our Dedicated segment was primarily due to an increase in insurance and claims expense, partially offset by the increase in our average revenue per tractor.

Intermodal segment revenue increased $9.1 million, or 12.8%, to $80.6 million in 2017 from $71.5 million in 2016. Intermodal segment revenue, net of fuel surcharges, increased 9.0% from 2016 due to an increase in volume. The operating ratio in 2017 improved slightly from 2016.

Brokerage segment revenue increased $4.0 million, or 6.0%, to $70.4 million in 2017 from $66.4 million in 2016 due to an increase in revenue per load. The improvement in the operating ratio in 2017 was achieved primarily through multiple cost control measures.

The following table sets forth for the years indicated the dollar and percentage increase or decrease of the items in our consolidated statements of operations, and those items as a percentage of operating revenue:

(Dollars in thousands)	Dollar Change 2017 vs. 2016	Percentage Change 2017 vs. 2016	Percentage of Operating Revenue 2017	Percentage of Operating Revenue 2016
Operating revenue	$26,976	4.0 %	100.0%	100.0%
Operating expenses (income):				
Salaries, wages and benefits	1,264	0.6	32.4	33.5
Purchased transportation	7,630	6.9	17.0	16.5
Fuel and fuel taxes	11,315	12.0	15.1	14.0
Supplies and maintenance	(2,299)	(5.2)	6.0	6.5
Depreciation	2,675	3.2	12.2	12.3
Operating taxes and licenses	(106)	(1.2)	1.3	1.4
Insurance and claims	6,362	19.7	5.5	4.8
Communications and utilities	(240)	(3.8)	0.9	0.9
Gain on disposition of revenue equipment	5,003	47.6	(0.8)	(1.6)
Other	(3,187)	(16.1)	2.4	2.9
Total operating expenses	28,417	4.6	91.9	91.3
Operating income	(1,441)	(2.5)	8.1	8.7
Other	(848)	(68.6)	0.1	0.2
Income before income taxes	(593)	(1.0)	8.1	8.5

Income taxes (benefit) expense	(57,413)	(243.3)	(4.8)	3.5
Net income	$56,820	169.8 %	12.9 %	5.0 %

Salaries, wages and benefits consist of compensation for our employees, including both driver and non-driver employees, employees' health insurance, 401(k) plan contributions and other fringe benefits. These expenses vary depending upon the size of our Truckload, Dedicated and Intermodal tractor fleets, the ratio of company drivers to independent contractors, our efficiency, our experience with employees' health insurance claims, changes in health care premiums and other factors. Salaries, wages and benefits expense increased $1.3 million, or 0.6%, in 2017 from 2016. The increase in salaries, wages and benefits from 2016 resulted primarily from an increase in non-driver bonus compensation expense of $2.3 million, partially offset by multiple other items.

Purchased transportation consists of amounts payable to railroads and carriers for transportation services we arrange in connection with Brokerage and Intermodal operations and to independent contractor providers of revenue equipment. This category will vary depending upon the amount and rates, including fuel surcharges, we pay to third-party railroad and motor carriers, the ratio of company drivers versus independent contractors and the amount of fuel surcharges passed through to independent contractors. Purchased transportation expense increased $7.6 million in total, or 6.9%, in 2017 from 2016. Amounts payable to carriers for transportation services we arranged in our Brokerage segment increased $3.2 million to $58.6 million in 2017 from $55.4 million in 2016, primarily due to an increase in brokerage revenue. Amounts payable to railroads and drayage carriers for transportation services within our Intermodal segment increased $5.6 million to $51.5 million in 2017 from $45.9 million in 2016. This increase was primarily due to increased intermodal revenue. The portion of purchased transportation expense related to our independent contractors within our Truckload and Dedicated segments, including fuel surcharges, decreased $1.2 million in 2017. We expect that purchased transportation expense will increase as we grow our Intermodal and Brokerage segments.

Fuel and fuel taxes increased by $11.3 million, or 12.0%, in 2017 from 2016. Net fuel expense (fuel and fuel taxes net of fuel surcharge revenue and surcharges passed through to independent contractors, outside drayage carriers and railroads) decreased $213,000, or 0.5%, to $46.8 million in 2017 from $47.0 million in 2016. Fuel surcharges passed through to independent contractors, outside drayage carriers and railroads increased to $8.6 million from $6.2 million in 2016. Despite an increase in the DOE national average cost of fuel to $2.65 per gallon from $2.30 per gallon in 2016, net fuel expense decreased to 8.4% of Truckload, Dedicated and Intermodal segment revenue, net of fuel surcharges, from 8.5% in 2016. The net fuel expense to revenue improved in 2017 primarily due to increases in our miles per gallon and in our revenue rate per mile. We have worked diligently to control fuel usage and costs by improving our volume purchasing arrangements and optimizing our drivers' fuel purchases with national fuel centers, focusing on shorter lengths of haul, installing and tightly managing the use of auxiliary power units in our tractors to minimize engine idling and improving fuel usage in the temperature-control units on our trailers. Auxiliary power units, which we have installed in our company-owned tractors, provide climate control and electrical power for our drivers without idling the tractor engine.

Supplies and maintenance consist of repairs, maintenance, tires, parts, oil and engine fluids, along with load-specific expenses including loading/unloading, tolls, pallets and trailer hostling. Our supplies and maintenance expense decreased $2.3 million, or 5.2%, from 2016 primarily due to decreased repair costs at external facilities and a reduction in parts costs.

Depreciation relates to owned tractors, trailers, auxiliary power units, communication units, terminal facilities and other assets. The increase in depreciation was primarily due to a continued increase in the cost of revenue equipment. We expect our annual cost of tractor and trailer ownership will increase in future periods as a result of higher prices of new equipment, which will result in greater depreciation over the useful life.

Insurance and claims consist of the costs of insurance premiums and accruals we make for claims within our self-insured retention amounts, primarily for personal injury, property damage, physical damage to our equipment, cargo claims and workers' compensation claims. These expenses will vary primarily based upon the frequency and severity of our accident experience, our self-insured retention levels and the market for insurance. The $6.4 million increase in insurance and claims in 2017 was primarily due to increases in the cost of physical damage claims related to our tractors and trailers, in self-insured workers' compensation claims, and in auto liability insurance premiums. Our significant self-insured retention exposes us to the possibility of significant fluctuations in claims expense between periods which could materially impact our financial results depending on the frequency, severity and timing of claims.

Gain on disposition of revenue equipment decreased to $5.5 million in 2017 from $10.5 million in 2016 primarily due to a decrease in the average gain for tractors and trailers within a soft equipment market. Future gains or losses on dispositions of revenue equipment will be impacted by the market for used revenue equipment, which is beyond our control.

The $3.2 million decrease in other operating expenses in 2017 was primarily due to proceeds received from the settlement of a lawsuit, net of current period legal expenses, of $1.0 million, along with multiple cost control measures.

As a result of the foregoing factors, our operating expenses as a percentage of operating revenue, or “operating ratio,” was 91.9% in 2017 and 91.3% in 2016. The operating ratio for our Truckload segment was 93.1% in 2017 and 92.7% in 2016, for our Dedicated segment was 89.8% in 2017 and 87.6% in 2016, for our Intermodal segment was 89.7% in 2017 and 90.0% in 2016, and for our Brokerage segment was 92.7% in 2017 and 93.7% in 2016. Operating expenses as a percentage of operating revenue, with both amounts net of fuel surcharges, was 91.0% in 2017 and 90.6% in 2016.

The decrease in our non-operating expense was primarily due to improved operating results in 2017 by MW Logistics, LLC, or MWL, a 45% owned affiliate.

Our effective income tax rate decreased to (59.9%) in 2017 from 41.4% in 2016. We recorded a $56.5 million deferred income taxes benefit in 2017 to recognize the impact of the reduction of the federal corporate statutory income tax rate beginning on January 1, 2018 from 35% to 21% related to the Tax Cuts and Jobs Act of 2017. Excluding that benefit, the effective tax rate was 40.1% in 2017. The decrease to 40.1% was due in part to certain federal employment tax credits realized as a discrete item and an excess tax benefit of $176,000 which was recorded as a decrease to the provision for income taxes in 2017 with the adoption of the provisions of Financial Accounting Standards Board, or FASB, Accounting Standards Update, or ASU, No. 2016-09, “Compensation – Stock Compensation: Improvements to Employee Share-Based Payment Accounting” in 2017. In addition to the reduction of the federal corporate income tax rate, which will lower our effective tax rate by 14 points beginning in 2018, the Tax Cuts and Jobs Act of 2017 establishes new tax laws that will affect us beginning in 2018 including, but not limited to, bonus depreciation that will allow for full expensing of qualified property and the repeal of like-kind exchanges.

As a result of the factors described above, net income increased to $90.3 million, or $1.65 per diluted share, in 2017 from $33.5 million, or $0.61 per diluted share, in 2016. Excluding the deferred income taxes benefit, 2017 net income improved 1.1% to $33.8 million, or $0.62 per diluted share, from 2016.

Comparison of Year Ended December 31, 2016 to Year Ended December 31, 2015

The following table sets forth for the years indicated our operating revenue, operating income and operating ratio by segment, along with the change for each component:

(Dollars in thousands)	2016	2015	Dollar Change 2016 vs. 2015	Percentage Change 2016 vs. 2015
Operating revenue:				
Truckload revenue, net of fuel surcharge revenue	$339,967	$348,101	$(8,134)	(2.3)%
Truckload fuel surcharge revenue	35,884	50,260	(14,376)	(28.6)
Total Truckload revenue	375,851	398,361	(22,510)	(5.7)
Dedicated revenue, net of fuel surcharge revenue	147,007	107,264	39,743	37.1
Dedicated fuel surcharge revenue	10,363	11,008	(645)	(5.9)
Total Dedicated revenue	157,370	118,272	39,098	33.1
Intermodal revenue, net of fuel surcharge revenue	64,508	65,877	(1,369)	(2.1)
Intermodal fuel surcharge revenue	6,982	11,081	(4,099)	(37.0)
Total Intermodal revenue	71,490	76,958	(5,468)	(7.1)
Brokerage revenue	66,433	71,403	(4,970)	(7.0)
Total operating revenue	$671,144	$664,994	$6,150	0.9%
Operating income:				
Truckload	$27,438	$35,517	$(8,079)	(22.7)%
Dedicated	19,550	12,818	6,732	52.5
Intermodal	7,131	4,832	2,299	47.6
Brokerage	4,184	3,792	392	10.3
Total operating income before gain on disposition of facilities	58,303	56,959	1,344	2.4
Gain on disposition of facilities	-	4,104	(4,104)	(100.0)
Total operating income	$58,303	$61,063	$(2,760)	(4.5)%
Operating ratio[1]:				

Truckload	92.7	%	91.1	%
Dedicated	87.6		89.2	
Intermodal	90.0		93.7	
Brokerage	93.7		94.7	
Consolidated operating ratio before gain on disposition of facilities	91.3	%	91.4	%
Consolidated operating ratio	91.3	%	90.8	%

(1) Represents operating expenses as a percentage of operating revenue.

Our operating revenue increased $6.2 million, or 0.9%, to $671.1 million in 2016 from $665.0 million in 2015, despite a 26.4% decrease in fuel surcharge revenue to $53.2 million from $72.3 million in 2015 due to lower fuel prices. Our operating revenue, net of both fuel surcharges and revenue from our dry container service discontinued in March 2015, increased $26.6 million, or 4.5%, to $617.9 million in 2016 from $591.3 million in 2015. This increase was due to a $39.7 million increase in Dedicated revenue, net of fuel surcharges, partially offset by an $8.1 million decrease in Truckload revenue, net of fuel surcharges, a $5.0 million decrease in Brokerage revenue, and a $49,000 decrease in Intermodal revenue, net of both fuel surcharges and the discontinued dry container service.

Truckload segment revenue decreased $22.5 million, or 5.7%, to $375.9 million in 2016 from $398.4 million in 2015. Truckload segment revenue, net of fuel surcharges, decreased $8.1 million, or 2.3%, to $340.0 million in 2016 from $348.1 million in 2015, primarily due to a decrease in our average revenue per tractor. The increase in the operating ratio in 2016 was also primarily due to a decrease in our average revenue per tractor within a continued soft freight market.

Dedicated segment revenue increased $39.1 million, or 33.1%, to $157.4 million in 2016 from $118.3 million in 2015. Dedicated segment revenue, net of fuel surcharges, increased 37.1% primarily due to an increase in our average fleet size of 36.7% driven by a significant increase in the number of Dedicated contracts we have with customers. The improvement in the operating ratio in 2016 was achieved primarily through multiple cost control measures.

Intermodal segment revenue decreased $5.5 million, or 7.1%, to $71.5 million in 2016 from $77.0 million in 2015. Intermodal segment revenue, net of both fuel surcharges and $1.3 million of revenue from our discontinued dry container service, decreased $49,000 from 2015 due to a decrease in volume. The improvement in the operating ratio in 2016 was primarily due to the disposal of our dry container service, which produced a higher operating ratio than our temperature-controlled trailer service, and decreases in salaries, wages and benefits and depreciation expense, as the fleet size was reduced to optimize productivity.

Brokerage segment revenue decreased $5.0 million, or 7.0%, to $66.4 million in 2016 from $71.4 million in 2015, due to a decrease in revenue per load, primarily caused by lower fuel surcharges. The improvement in the operating ratio in 2016 was primarily driven by a decrease in the percentage of the amounts payable to carriers for transportation services which we arranged to our Brokerage revenue.

The following table sets forth for the years indicated the dollar and percentage increase or decrease of the items in our consolidated statements of operations, and those items as a percentage of operating revenue:

	Dollar	Percentage	Percentage of

(Dollars in thousands)	Change 2016 vs. 2015	Change 2016 vs. 2015	Operating Revenue 2016	Operating Revenue 2015
Operating revenue	$6,150	0.9 %	100.0%	100.0%
Operating expenses (income):				
Salaries, wages and benefits	15,372	7.3	33.5	31.5
Purchased transportation	(7,311)	(6.2)	16.5	17.7
Fuel and fuel taxes	(10,507)	(10.0)	14.0	15.7
Supplies and maintenance	593	1.4	6.5	6.5
Depreciation	7,122	9.5	12.3	11.3
Operating taxes and licenses	185	2.1	1.4	1.3
Insurance and claims	2,971	10.2	4.8	4.4
Communications and utilities	401	6.8	0.9	0.9
Gain on disposition of revenue equipment	(4,918)	(88.1)	(1.6)	(0.8)
Gain on disposition of facilities	4,104	(100.0)	-	(0.6)
Other	898	4.8	2.9	2.8
Total operating expenses	8,910	1.5	91.3	90.8
Operating income	(2,760)	(4.5)	8.7	9.2
Other	865	232.5	0.2	0.1
Income before income taxes	(3,625)	(6.0)	8.5	9.1
Income taxes expense	(1,344)	(5.4)	3.5	3.8
Net income	$(2,281)	(6.4)%	5.0 %	5.4 %

Salaries, wages and benefits expense increased $15.4 million, or 7.3%, in 2016 from 2015. The increase in salaries, wages and benefits from 2015 resulted primarily from a 6.3% increase in the total miles driven by company drivers and increases to several components of the amount paid to company drivers, along with an increase in employees' health insurance expense of $1.8 million due to an increase in our self-insured medical claims, partially offset by a decrease of $960,000 in bonus compensation expense for our non-driver employees.

Purchased transportation expense decreased $7.3 million in total, or 6.2%, in 2016 from 2015. Amounts payable to carriers for transportation services we arranged in our Brokerage segment decreased $5.1 million to $55.4 million in 2016 from $60.5 million in 2015, primarily due to a decrease in brokerage revenue. Amounts payable to railroads and drayage carriers for transportation services within our Intermodal segment decreased $3.4 million to $45.9 million in 2016 from $49.3 million in 2015. This decrease was primarily due to decreased revenue within our temperature-controlled intermodal trailer service, along with the disposal in March 2015 of the dry containers that were used in a portion of our intermodal operations. The portion of purchased transportation expense related to our independent contractors within our Truckload and Dedicated segments, including fuel surcharges, increased $1.2 million in 2016.

Fuel and fuel taxes decreased by $10.5 million, or 10.0%, in 2016 from 2015. Net fuel expense (fuel and fuel taxes net of fuel surcharge revenue and surcharges passed through to independent contractors, outside drayage carriers and railroads) increased $5.9 million, or 14.4%, to $47.0 million in 2016 from $41.1 million in 2015. Fuel surcharges passed through to independent contractors, outside drayage carriers and railroads decreased to $6.2 million from $8.9 million in 2015. Despite a decrease in the DOE national average cost of fuel to $2.30 per gallon from $2.71 per gallon in 2015, net fuel expense increased to 8.5% of Truckload, Dedicated and Intermodal segment revenue, net of fuel surcharges, from 7.9% in 2015. The net fuel expense to revenue increased in 2016 primarily due to our discount from retail being larger in 2015 as the result of a significant decrease in fuel prices during the first quarter, compared with level fuel prices in the first quarter of 2016. The discount from retail typically increases when prices decrease. We have worked diligently to control fuel usage and costs by improving our volume purchasing arrangements and optimizing our drivers' fuel purchases with national fuel centers, focusing on shorter lengths of haul, installing and tightly managing the use of auxiliary power units in our tractors to minimize engine idling and improving fuel usage in the temperature-control units on our trailers.

The increase in depreciation was primarily due to a continued increase in the cost of revenue equipment and growth of our fleet.

The $3.0 million increase in insurance and claims in 2016 was primarily due to increases in self-insured auto liability claims and auto liability insurance premiums.

Gain on disposition of revenue equipment increased to $10.5 million in 2016 from $5.6 million in 2015 primarily due to an increase in both the average gain per tractor and in the number of tractors sold.

Gain on disposition of facilities was $4.1 million in 2015. The disposition of the facilities, located in Ontario, CA and Indianapolis, IN, was part of our ongoing program to expand and update the footprint of our facilities throughout the United States, in which we have spent over $94 million since 2009. Any future gains or losses on disposition of facilities will be impacted by the market for real estate, which is beyond our control.

As a result of the foregoing factors, our operating expenses as a percentage of operating revenue, or “operating ratio,” was 91.3% in 2016 and 90.8% in 2015. The operating ratio for our Truckload segment was 92.7% in 2016 and 91.1% in 2015, for our Dedicated segment was 87.6% in 2016 and 89.2% in 2015, for our Intermodal segment was 90.0% in 2016 and 93.7% in 2015, and for our Brokerage segment was 93.7% in 2016 and 94.7% in 2015. Operating expenses as a percentage of operating revenue, with both amounts net of fuel surcharges, was 90.6% in 2016. Our operating ratio for 2015, net of both the gain on disposition of facilities and fuel surcharges, was 90.4%.

The increase in our non-operating expense was primarily due to increased losses in 2016 by MW Logistics, LLC, or MWL, a 45% owned affiliate.

Our effective income tax rate increased slightly to 41.4% in 2016 from 41.1% in 2015.

As a result of the factors described above, net income was $33.5 million in 2016 and $35.7 million in 2015. Net earnings per diluted share was $0.61 in 2016 and $0.64 in 2015. Net income in 2016 improved 0.4% over earnings of $33.3 million, or $0.59 per diluted share, in 2015 excluding the gain on disposition of facilities.

Liquidity and Capital Resources

Our business requires substantial, ongoing capital investments, particularly for new tractors and trailers. Our primary sources of liquidity are funds provided by operations and our revolving credit facility. A portion of our tractor fleet is provided by independent contractors who own and operate their own equipment. We have no capital expenditure requirements relating to those drivers who own their tractors or obtain financing through third parties.

The table below reflects our net cash flows provided by operating activities, net cash flows used for investing activities and net cash flows used for financing activities for the years indicated.

(In thousands)	**2017**	2016	2015
Net cash flows provided by operating activities	**$121,879**	$133,801	$128,670
Net cash flows used for investing activities	**(95,318)**	(97,290)	(125,081)
Net cash flows used for financing activities	**(11,258)**	(36,457)	(3,278)

In December 2007, our Board of Directors approved and we announced a share repurchase program to repurchase up to one million shares of our common stock either through purchases on the open market or through private transactions and in accordance with Rule 10b-18 of the Exchange Act. In November 2015, our Board of Directors approved and we announced an increase in the share repurchase program, providing for the repurchase of up to $40 million, or approximately 2 million shares, of our common stock, which was increased by our Board of Directors to 3.3 million shares on August 15, 2017 to reflect the five-for-three stock split effected in the form of a stock dividend on July 7, 2017. The timing and extent to which we repurchase shares depends on market conditions and other corporate considerations. The repurchase program does not have an expiration date.

We repurchased and retired 759,302 shares of our common stock for $7.5 million in the first quarter of 2016 and did not repurchase any shares in the last three quarters of 2016 or in 2017. In the fourth quarter of 2015 we repurchased and retired 1.6 million shares of our common stock for $16.2 million.

In 2017, net cash flows provided by operating activities of $121.9 million were primarily used to purchase new revenue equipment, net of proceeds from dispositions, in the amount of $87.6 million, to repay, net of borrowings, $7.9 million of long-term debt, to partially construct regional operating facilities in the amount of $5.8 million, and to pay cash dividends of $4.4 million, resulting in a $15.3 million increase in cash and cash equivalents. In 2016, net cash flows provided by operating activities of $133.8 million were primarily used to purchase new revenue equipment, net of proceeds from dispositions, in the amount of $89.9 million, to partially construct regional operating facilities in the amount of $5.1 million, to repay, net of borrowings, $30.0 million of long-term debt, to repurchase and retire 759,302 shares of our common stock for $7.5 million, and to pay cash dividends of $3.3 million. In 2015, net cash flows provided by operating activities of $128.7 million and net borrowings under our credit facility of $13.5

million were primarily used to purchase new revenue equipment, net of proceeds from dispositions, in the amount of $118.2 million, to partially construct regional operating facilities in the amount of $8.6 million, to repurchase and retire 1.6 million shares of our common stock for $16.2 million, and to pay cash dividends of $3.3 million. Our net cash flows beginning in 2018 will be increased by the new tax laws established by the Tax Cuts and Jobs Act of 2017 which reduce the federal corporate statutory income tax rate and establish bonus depreciation that will allow for full expensing of qualified assets, partially offset by the repeal of like-kind exchanges.

We estimate that capital expenditures, net of proceeds from dispositions, will be approximately $115 million in 2018. Quarterly cash dividends of $0.015 per share of common stock were declared in each of the first two quarters of 2017 along with dividends of $0.025 per share in each of 2017’s last two quarters, which totaled $4.4 million. Quarterly cash dividends of $0.015 per share of common stock were declared in each quarter of 2016 and 2015 and totaled $3.3 million in each of the two years. We currently expect to continue to pay quarterly cash dividends in the future. The payment of cash dividends in the future, and the amount of any such dividends, will depend upon our financial condition, results of operations, cash requirements, and certain corporate law requirements, as well as other factors deemed relevant by our Board of Directors. We believe our sources of liquidity are adequate to meet our current and anticipated needs for at least the next twelve months. Based upon anticipated cash flows, existing cash and cash equivalents balances, current borrowing availability and other sources of financing we expect to be available to us, we do not anticipate any significant liquidity constraints in the foreseeable future.

We maintain a credit agreement that provides for an unsecured committed credit facility which matures in December 2019. In April 2016, we elected to reduce the aggregate principal amount of the facility from $75.0 million to $30.0 million. In December 2016, we entered into an amendment to the facility which increased the aggregate principal amount to $40.0 million. At December 31, 2017, there was no outstanding principal balance on the facility. As of that date, we had outstanding standby letters of credit to guarantee settlement of self-insurance claims of $12.9 million and remaining borrowing availability of $27.1 million. This facility bears interest at a variable rate based on the London Interbank Offered Rate or the lender's Prime Rate, in each case plus/minus applicable margins.

Our credit facility prohibits us from paying, in any fiscal year, stock redemptions and dividends in excess of 25% of our net income from the prior fiscal year. A waiver of the 25% limitation for 2016 was obtained from the lender. This facility also contains restrictive covenants which, among other matters, require us to maintain compliance with cash flow leverage and fixed charge coverage ratios. We were in compliance with all covenants at December 31, 2017 and 2016.

The following is a summary of our contractual obligations as of December 31, 2017.

	Payments Due by Period				
(In thousands)	2018	2019 And 2020	2021 And 2022	Thereafter	Total
Purchase obligations for revenue equipment	$121,866	$—	$ —	$ —	$121,866
Land purchase obligations	4,000	—	—	—	4,000
Operating lease obligations	331	402	5	—	738
Total	$126,197	$402	$ 5	$ —	$126,604

Due to uncertainty with respect to the timing of future cash flows, the obligation under our nonqualified deferred compensation plan at December 31, 2017 of 175,449 shares of Company common stock with a value of $3.6 million has been excluded from the above table.

Off-balance Sheet Arrangements

Other than standby letters of credit maintained in connection with our self-insurance programs in the amount of $12.9 million along with purchase obligations and operating leases summarized above in our summary of contractual obligations, we did not have any other material off-balance sheet arrangements at December 31, 2017.

Inflation and Fuel Costs

Most of our operating expenses are inflation-sensitive, with inflation generally producing increased costs of operations. During the past three years, the most significant effects of inflation have been on revenue equipment prices, accident claims, health insurance and employee compensation. We attempt to limit the effects of inflation through increases in freight rates and cost control efforts.

In addition to inflation, fluctuations in fuel prices can affect our profitability. We require substantial amounts of fuel to operate our tractors and power the temperature-control units on our trailers. Substantially all of our contracts with customers contain fuel surcharge provisions. Although we historically have been able to pass through a significant portion of long-term increases in fuel prices and related taxes to customers in the form of fuel surcharges and higher rates, such increases usually are not fully recovered. These fuel surcharge provisions are not effective in mitigating the fuel price increases related to non-revenue miles or fuel used while the tractor is idling.

Seasonality

Our tractor productivity generally decreases during the winter season because inclement weather impedes operations and some shippers reduce their shipments. At the same time, operating expenses generally increase, with harsh weather creating higher accident frequency, increased claims, lower fuel efficiency and more equipment repairs.

Critical Accounting Policies

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions about future events, and apply judgments that affect the reported amounts of assets, liabilities, revenue and expenses in our consolidated financial statements and related notes. We base our estimates, assumptions and judgments on historical experience, current trends and other factors believed to be relevant at the time our consolidated financial statements are prepared. However, because future events and their effects cannot be determined with certainty, actual results could differ from our estimates and assumptions, and such differences could be material. We believe that the following critical accounting policies affect our more significant estimates, assumptions and judgments used in the preparation of our consolidated financial statements.

Revenue Recognition. We recognize revenue, including fuel surcharges, at the time shipment of freight is completed. We account for revenue of our Intermodal and Brokerage segments and revenue on freight transported by independent contractors within our Truckload and Dedicated segments on a gross basis because we are the primary obligor in the arrangements, we have the ability to establish prices, we have the risk of loss in the event of cargo claims and we bear credit risk with customer payments. Accordingly, all such revenue billed to customers is classified as operating revenue and all corresponding payments to carriers for transportation services we arrange in connection with brokerage and intermodal activities and to independent contractor providers of revenue equipment are classified as purchased transportation expense.

In May 2014, the FASB issued ASU No. 2014-09, “Revenue from Contracts with Customers” which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The FASB has also issued, along with other additional guidance related to revenue recognition matters, ASU No. 2016-08, “Revenue from Contracts with Customers (Topic 606), Principal versus Agent Considerations (Reporting Revenue Gross versus Net).” The standards, which are effective for the first quarter of 2018, will replace most existing revenue recognition guidance required by U.S. generally accepted accounting principles and will require additional disclosures. The new standards will require us to recognize revenue and related expenses within each of our four segments over time, compared with our current policy in which we record revenue and related expenses on the date shipment of freight is completed. Our current policy in which we account for revenue of our Intermodal and Brokerage segments and revenue on freight transported by independent contractors within our Truckload and Dedicated segments on a gross basis is appropriate under the new standards.

Accounts Receivable. We are dependent upon a limited number of customers, and, as a result, our trade accounts receivable are highly concentrated. Trade accounts receivable are recorded at the invoiced amounts, net of an allowance for doubtful accounts. Our allowance for doubtful accounts was $300,000 as of December 31, 2017 and $275,000 as of December 31, 2016. A considerable amount of judgment is required in assessing the realization of these receivables including the current creditworthiness of each customer and related aging of the past-due balances, including any billing disputes. In order to assess the collectibility of these receivables, we perform ongoing credit evaluations of our customers’ financial condition. Through these evaluations, we may become aware of a situation where a customer may not be able to meet its financial obligations due to deterioration of its financial viability, credit

ratings or bankruptcy. The allowance for doubtful accounts is based on the best information available to us and is reevaluated and adjusted as additional information is received. We evaluate the allowance based on historical write-off experience, the size of the individual customer balances, past-due amounts and the overall national economy. We review the adequacy of our allowance for doubtful accounts monthly.

Property and Equipment. The transportation industry requires significant capital investments. Our net property and equipment was $571.9 million as of December 31, 2017 and $557.8 million as of December 31, 2016. Our depreciation expense was $85.1 million in 2017, $82.4 million in 2016 and $75.3 million in 2015. We compute depreciation of our property and equipment for financial reporting purposes based on the cost of each asset, reduced by its estimated salvage value, using the straight-line method over its estimated useful life. We determine and periodically evaluate our estimate of the projected salvage values and useful lives primarily by considering the market for used equipment, prior useful lives and changes in technology. We have not changed our policy regarding salvage values as a percentage of initial cost or useful lives of tractors and trailers within the last ten years. We believe that our policies and past estimates have been reasonable. Actual results could differ from these estimates. A 5% decrease in estimated salvage values would have decreased our net property and equipment as of December 31, 2017 by approximately $11.1 million, or 1.9%.

Impairment of Assets. Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less the costs to sell.

Insurance and Claims. We self-insure, in part, for losses relating to workers' compensation, auto liability, general liability, cargo and property damage claims, along with employees' health insurance with varying risk retention levels. We maintain insurance coverage for per-incident and total losses in excess of these risk retention levels in amounts we consider adequate based upon historical experience and our ongoing review. However, we could suffer a series of losses within our self-insured retention limits or losses over our policy limits, which could negatively affect our financial condition and operating results. We are responsible for the first $1.0 million on each auto liability claim and for the first $750,000 on each workers' compensation claim. We have $12.9 million in standby letters of credit to guarantee settlement of claims under agreements with our insurance carriers and regulatory authorities. The insurance and claims accruals in our consolidated balance sheets were $26.2 million as of December 31, 2017 and $19.4 million as of December 31, 2016. We reserve currently for the estimated cost of the uninsured portion of pending claims. We periodically evaluate and adjust these reserves based on our evaluation of the nature and severity of outstanding individual claims and our estimate of future claims development based on historical development. Actual results could differ from these current estimates. In addition, to the extent that claims are litigated and not settled, jury awards are difficult to predict.

Share-based Payment Arrangement Compensation. We have granted stock options to certain employees and non-employee directors. We recognize compensation expense for all stock options net of an estimated forfeiture rate and only record compensation expense for those shares expected to vest on a straight-line basis over the requisite service period (normally the vesting period). Determining the appropriate fair value model and calculating the fair value of stock options require the input of highly subjective assumptions, including the expected life of the stock options and stock price volatility. We use the Black-Scholes model to value our stock option awards. We believe that future volatility will not materially differ from our historical volatility. Thus, we use the historical volatility of our common stock over the expected life of the award. The assumptions used in calculating the fair value of stock options represent our best estimates, but these estimates involve inherent uncertainties and the application of judgment. As a result, if factors change and we use different assumptions, stock option compensation expense could be materially different in the future.

We have also granted performance unit awards to certain employees which are subject to vesting requirements over a five-year period, primarily based on our earnings growth. The fair value of each performance unit is based on the closing market price on the date of grant. We recognize compensation expense for these awards based on the estimated number of units probable of achieving the performance and service vesting requirements of the awards, net of an estimated forfeiture rate.

Recent Accounting Pronouncements

See Note 1 of “Notes to Consolidated Financial Statements” for a full description of recent accounting pronouncements and the respective dates of adoption and effect on our results of operations and financial position.

ITEM 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

We are exposed to a variety of market risks, most importantly the effects of the price and availability of diesel fuel. We require substantial amounts of diesel fuel to operate our tractors and power the temperature-control units on our trailers. The price and availability of diesel fuel can vary, and are subject to political, economic and market factors that are beyond our control. Significant increases in diesel fuel costs could materially and adversely affect our results of operations and financial condition. Based upon our fuel consumption in 2017, a 5% increase in the average cost of diesel fuel would have increased our fuel expense by $5.2 million.

We have historically been able to pass through a significant portion of long-term increases in diesel fuel prices and related taxes to customers in the form of fuel surcharges. Fuel surcharge programs are widely accepted among our customers, though they can vary somewhat from customer-to-customer. These fuel surcharges, which adjust weekly with the cost of fuel, enable us to recover a substantial portion of the higher cost of fuel as prices increase. These fuel surcharge provisions are not effective in mitigating the fuel price increases related to non-revenue miles or fuel used while the tractor is idling. In addition, we have worked diligently to control fuel usage and costs by improving our volume purchasing arrangements and optimizing our drivers' fuel purchases with national fuel centers, focusing on shorter lengths of haul, installing and tightly managing the use of auxiliary power units in our tractors to minimize engine idling and improving fuel usage in our trailers' refrigeration units.

While we do not currently have any outstanding hedging instruments to mitigate this market risk, we may enter into derivatives or other financial instruments to hedge a portion of our fuel costs in the future.

ITEM 8. ***FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA***

Management's Annual Report on Internal Control Over Financial Reporting

Management is responsible for establishing and maintaining an adequate system of internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934, as amended, for Marten Transport, Ltd. and subsidiaries (the "Company"). This system is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

The Company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements and even when determined to be effective, can only provide reasonable assurance with respect to financial statement preparation and presentation. Also, projection of any evaluation of the effectiveness of internal control over financial reporting to future periods is subject to the risk that controls may become inadequate because of changes in conditions, or that the degree or compliance with the policies or procedures may deteriorate.

Management, with the participation of the Company's Chairman of the Board and Chief Executive Officer and Executive Vice President and Chief Financial Officer, evaluated the effectiveness of the Company's internal control over financial reporting as of December 31, 2017. In making this evaluation, management used the criteria established in the 2013 *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management concluded that the Company's internal control over financial reporting was effective as of December 31, 2017. Further, the Company's independent registered public accounting firm, Grant Thornton LLP, has issued a report on the Company's internal controls over financial reporting on page 31 of this Report.

March 9, 2018

Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders

Marten Transport, Ltd.

Opinion on internal control over financial reporting

We have audited the internal control over financial reporting of Marten Transport, Ltd. (a Delaware corporation) and subsidiaries (the "Company") as of December 31, 2017, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the consolidated financial statements of the Company as of and for the year ended December 31, 2017, and our report dated March 9, 2018 expressed an unqualified opinion on those financial statements.

Basis for opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered

necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and limitations of internal control over financial reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ GRANT THORNTON LLP

Minneapolis, Minnesota

March 9, 2018

Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders

Marten Transport, Ltd.

Opinion on the financial statements

We have audited the accompanying consolidated balance sheets of Marten Transport, Ltd. (a Delaware corporation) and subsidiaries (the "Company") as of December 31, 2017 and 2016, the related consolidated statements of operations, stockholders' equity, and cash flows for each of the three years in the period ended December 31, 2017, and the related notes and schedule (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"), and our report dated March 9, 2018 expressed an unqualified opinion thereon.

Basis for opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates

made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

We have served as the Company's auditor since 2014.

/s/ GRANT THORNTON LLP

Minneapolis, Minnesota

March 9, 2018

MARTEN TRANSPORT, LTD.

Consolidated Balance Sheets

	December 31,	
(In thousands, except share information)	**2017**	2016
ASSETS		
Current assets:		
Cash and cash equivalents	**$*15,791***	$*488*
Receivables:		
Trade, less allowances of $300 and $275, respectively	***74,886***	*69,199*
Other	***6,131***	*4,436*
Prepaid expenses and other	***19,810***	*19,307*
Total current assets	***116,618***	*93,430*
Property and equipment:		
Revenue equipment	***652,974***	*634,831*
Buildings and land	***79,881***	*75,566*
Office equipment and other	***50,793***	*49,156*
Less accumulated depreciation	***(211,728)***	*(201,728)*
Net property and equipment	***571,920***	*557,825*
Other assets	***1,865***	*2,493*
	$*690,403*	$*653,748*
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	**$*16,478***	$*14,391*
Insurance and claims accruals	***26,177***	*19,440*
Accrued liabilities	***21,622***	*26,839*
Total current liabilities	***64,277***	*60,670*
Long-term debt	**—**	*7,886*
Deferred income taxes	***100,626***	*147,854*
Total liabilities	***164,903***	*216,410*
Commitments and contingencies (Note 16)		
Stockholders' equity:		
Preferred stock, $.01 par value per share; 2,000,000 shares authorized; no shares issued and outstanding	**—**	—
Common stock, $.01 par value per share; 96,000,000 shares authorized; 54,533,455 shares at December 31, 2017, and 54,391,525 shares at December 31, 2016, issued and outstanding	***545***	*544*
Additional paid-in capital	***76,413***	*74,175*
Retained earnings	***448,542***	*362,619*
Total stockholders' equity	***525,500***	*437,338*
	$*690,403*	$*653,748*

The accompanying notes are an integral part of these consolidated financial statements.

MARTEN TRANSPORT, LTD.

Consolidated Statements of Operations

	For the years ended December 31,		
(*In thousands, except per share information)*	**2017**	2016	2015
Operating revenue	**$*698,120***	$*671,144*	$*664,994*
Operating expenses (income):			
Salaries, wages and benefits	***226,091***	*224,827*	*209,455*
Purchased transportation	***118,349***	*110,719*	*118,030*
Fuel and fuel taxes	***105,390***	*94,075*	*104,582*
Supplies and maintenance	***41,613***	*43,912*	*43,319*
Depreciation	***85,120***	*82,445*	*75,323*
Operating taxes and licenses	***8,993***	*9,099*	*8,914*
Insurance and claims	***38,585***	*32,223*	*29,252*
Communications and utilities	***6,047***	*6,287*	*5,886*
Gain on disposition of revenue equipment	***(5,499***)	*(10,502*)	*(5,584*)
Gain on disposition of facilities	—	—	*(4,104*)
Other	***16,569***	*19,756*	*18,858*
	641,258	*612,841*	*603,931*
Operating income	***56,862***	*58,303*	*61,063*
Other	***389***	*1,237*	*372*
Income before income taxes	***56,473***	*57,066*	*60,691*
Income taxes (benefit) expense	***(33,811***)	*23,602*	*24,946*
Net income	**$*90,284***	$*33,464*	$*35,745*
Basic earnings per common share	**$*1.66***	$*0.62*	$*0.64*
Diluted earnings per common share	**$*1.65***	$*0.61*	$*0.64*
Dividends declared per common share	**$*0.08***	$*0.06*	$*0.06*

The accompanying notes are an integral part of these consolidated financial statements.

MARTEN TRANSPORT, LTD.

Consolidated Statements of Stockholders’ Equity

(In thousands)	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Total Stockholders’ Equity
Balance at December 31, 2014	*55,698*	$ *557*	$ *87,370*	$ *299,999*	$ *387,926*
Net income	—	—	—	*35,745*	*35,745*
Repurchase and retirement of common stock	*(1,568*)	*(16*)	*(16,166*)	*7*	*(16,175*)
Issuance of common stock from share-based payment arrangement exercises and vesting of performance unit awards	*470*	*5*	*3,487*	*(2*)	*3,490*
Tax benefits from share-based payment arrangement exercises	—	—	*373*	—	*373*
Share-based payment arrangement compensation expense	—	—	*1,404*	—	*1,404*
Dividends on common stock	—	—	—	*(3,342*)	*(3,342*)
Balance at December 31, 2015	*54,600*	*546*	*76,468*	*332,407*	*409,421*
Net income	—	—	—	*33,464*	*33,464*
Repurchase and retirement of common stock	*(759*)	*(8*)	*(7,508*)	*3*	*(7,513*)
Issuance of common stock from share-based payment arrangement exercises and vesting of performance unit awards	*551*	*6*	*4,413*	*(3*)	*4,416*
Tax benefits from share-based payment arrangement exercises	—	—	*46*	—	*46*
Employee taxes paid in exchange for shares withheld	—	—	*(127*)	—	*(127*)
Share-based payment arrangement compensation expense	—	—	*883*	—	*883*
Dividends on common stock	—	—	—	*(3,252*)	*(3,252*)
Balance at December 31, 2016	*54,392*	*544*	*74,175*	*362,619*	*437,338*
Net income	—	—	—	*90,284*	*90,284*
Issuance of common stock from share-based payment arrangement exercises and vesting of performance unit awards	*141*	*1*	*1,089*	—	*1,090*
Employee taxes paid in exchange for shares withheld	—	—	*(47*)	—	*(47*)
Share-based payment arrangement compensation expense	—	—	*1,250*	—	*1,250*
Dividends on common stock	—	—	—	*(4,361*)	*(4,361*)
Cash in lieu of fractional shares from stock split	—	—	*(54*)	—	*(54*)
Balance at December 31, 2017	*54,533*	$ *545*	$ *76,413*	$ *448,542*	$ *525,500*

The accompanying notes are an integral part of these consolidated financial statements.

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MARTEN TRANSPORT, LTD.

Consolidated Statements of Cash Flows

(In thousands)	For the years ended December 31, **2017**	2016	2015
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES:			
Operations:			
Net income	**$90,284**	$33,464	$35,745
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation	**85,120**	82,445	75,323
Gain on disposition of revenue equipment	**(5,499)**	(10,502)	(5,584)
Gain on disposition of facilities	**-**	-	(4,104)
Deferred income taxes	**(47,228)**	13,490	14,720
Tax benefits from share-based payment arrangement exercises	**-**	46	373
Share-based payment arrangement compensation expense	**1,250**	883	1,404
Distribution from affiliate	**400**	-	-
Equity in loss from affiliate	**271**	1,018	296
Changes in other current operating items:			
Receivables	**(5,974)**	8,518	7,968
Prepaid expenses and other	**(503)**	(1,173)	(1,274)
Accounts payable	**11**	594	(4,853)
Insurance and claims accruals	**6,737**	3,205	2,237
Accrued liabilities	**(2,990)**	1,813	6,419
Net cash provided by operating activities	**121,879**	133,801	128,670
CASH FLOWS USED FOR INVESTING ACTIVITIES:			
Revenue equipment additions	**(148,856)**	(154,984)	(174,165)
Proceeds from revenue equipment dispositions	**61,227**	65,082	56,011
Buildings and land, office equipment and other additions	**(7,693)**	(7,369)	(13,482)
Proceeds from buildings and land, office equipment and other dispositions	**47**	23	6,594
Other	**(43)**	(42)	(39)
Net cash used for investing activities	**(95,318)**	(97,290)	(125,081)
CASH FLOWS USED FOR FINANCING ACTIVITIES:			
Borrowings under credit facility and long-term debt	**40,831**	179,687	141,908
Repayment of borrowings under credit facility and long-term debt	**(48,717)**	(209,668)	(128,414)
Repurchase and retirement of common stock	**-**	(7,513)	(16,175)
Dividends on common stock	**(4,361)**	(3,252)	(3,342)
Issuance of common stock from share-based payment arrangement exercises	**1,090**	4,416	3,490
Change in checks issued in excess of cash balances	**-**	-	(745)
Employee taxes paid in exchange for shares withheld	**(47)**	(127)	-
Cash in lieu of fractional shares from stock split	**(54)**	-	-
Net cash used for financing activities	**(11,258)**	(36,457)	(3,278)
NET CHANGE IN CASH AND CASH EQUIVALENTS	**15,303**	54	311
CASH AND CASH EQUIVALENTS:			
Beginning of year	**488**	434	123

End of year	**$*15,791***	$*488*	$*434*
SUPPLEMENTAL NON-CASH DISCLOSURE:			
Change in property and equipment not yet paid	**$*(1,559***)	$*4,511*	$*2,853*
SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:			
Cash paid for:			
Income taxes	**$*14,355***	$*31*	$*2,121*
Interest	**$*151***	$*214*	$*252*

The accompanying notes are an integral part of these consolidated financial statements.

MARTEN TRANSPORT, LTD.

Notes to Consolidated Financial Statements

December 31, 2017, 2016 and 2015

1. Summary of Significant Accounting Policies

Nature of business: Marten Transport, Ltd. is *one* of the leading temperature-sensitive truckload carriers in the United States. We specialize in transporting and distributing food and other consumer packaged goods that require a temperature-controlled or insulated environment, along with dry freight, across the United States and into and out of Mexico and Canada.

Principles of consolidation: The accompanying consolidated financial statements include Marten Transport, Ltd. and its subsidiaries. All intercompany accounts and transactions are eliminated upon consolidation.

Cash and cash equivalents: Cash in excess of current operating requirements is invested in short-term, highly liquid investments. We consider all highly liquid investments purchased with original maturities of *three* months or less to be cash equivalents. Changes in accounts at banks with an aggregate excess of the amount of checks issued over cash balances are included as a financing activity in the accompanying consolidated statements of cash flows.

Trade accounts receivable: Trade accounts receivable are recorded at the invoiced amounts, net of an allowance for doubtful accounts. A considerable amount of judgment is required in assessing the realization of these receivables including the current creditworthiness of each customer and related aging of the past-due balances, including any billing disputes. In order to assess the collectibility of these receivables, we perform ongoing credit evaluations of our customers' financial condition. Through these evaluations, we *may* become aware of a situation where a customer *may not* be able to meet its financial obligations due to deterioration of its financial viability, credit ratings or bankruptcy. The allowance for doubtful accounts is based on the best information available to us and is reevaluated and adjusted as additional information is received. We evaluate the allowance based on historical write-off experience, the size of the individual customer balances, past-due amounts and the overall national economy. We review the adequacy of our allowance for doubtful accounts monthly. Invoice balances over *30* days after the contractual due date are considered past due per our policy and are reviewed individually for collectibility. Initial payments by new customers are monitored for compliance with contractual terms. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential recovery is considered remote.

Property and equipment: Additions and improvements to property and equipment are capitalized at cost. Maintenance and repair expenditures are charged to operations. Gains and losses on disposals of revenue equipment are included in operations as they are a normal, recurring component of our operations.

Depreciation is computed based on the cost of the asset, reduced by its estimated salvage value, using the straight-line method for financial reporting purposes. We begin depreciating assets in the month that each asset is placed in service and, therefore, is ready for its intended use, and depreciate each asset until it is taken out of service and available for sale. Accelerated methods are used for income tax reporting purposes. Following is a summary of estimated useful lives for financial reporting purposes:

	Years
Tractors	*5*
Trailers	*7*
Service and other equipment	*3 - 15*
Buildings and improvements	*20 - 40*

In *2017,* we replaced our company-owned tractors within an average of *3.8* years and our trailers within an average of *5.7* years after purchase. Our useful lives for depreciating tractors is *five* years and for trailers is *seven* years, with a *25%* salvage value for tractors and a *35%* salvage value for trailers. These salvage values are based upon the expected market values of the equipment after *five* years for tractors and *seven* years for trailers. Depreciation expense calculated in this manner approximates the continuing declining value of the revenue equipment, and continues at a consistent straight-line rate for units held beyond the normal replacement cycle.

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset *may not* be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net undiscounted cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less the costs to sell.

Tires in service: The cost of original equipment and replacement tires placed in service is capitalized. Amortization is calculated based on cost, less estimated salvage value, using the straight-line method over *24* months. Tire amortization, which is included within supplies and maintenance in our consolidated statements of operations, was *$7.1* million in *2017, $6.9* million in *2016* and *$6.3* million in *2015.* The current portion of capitalized tires in service is included in prepaid expenses and other in the accompanying consolidated balance sheets. The long-term portion of capitalized tires in service and the estimated salvage value are included in revenue equipment in the accompanying consolidated balance sheets. The cost of recapping tires is charged to operations as incurred.

Income taxes: Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. We have reflected the necessary deferred tax assets and liabilities in the accompanying consolidated balance sheets. We believe the future tax deductions will be realized principally through future reversals of existing taxable temporary differences and future taxable income.

In the ordinary course of business there is inherent uncertainty in quantifying our income tax positions. We assess our income tax positions and record tax benefits for all years subject to examination based upon management's evaluation of the facts, circumstances, and information available at the reporting dates. For those tax positions where it is more-likely-than-*not* that a tax benefit will be sustained, we have recorded the largest amount of tax benefit with a greater than *50%* likelihood of being realized upon ultimate settlement with a taxing authority that has full knowledge of all relevant information. For those income tax positions where it is *not* more-likely-than-*not* that a tax benefit will be sustained, *no* tax benefit has been recognized in the financial statements. Potential accrued interest and penalties related to unrecognized tax benefits are recognized as a component of income tax expense.

Insurance and claims: We self-insure, in part, for losses relating to workers' compensation, auto liability, general liability, cargo, and property damage claims, along with employees' health insurance with varying risk retention levels. We are responsible for the *first $1.0* million on each auto liability claim. We are also responsible for the *first $750,000* on each workers' compensation claim. We maintain insurance coverage for per-incident and total losses in excess of these risk retention levels in amounts we consider adequate based upon historical experience and our ongoing review. We reserve currently for the estimated cost of the uninsured portion of pending claims, including legal costs. These reserves are periodically evaluated and adjusted based on our evaluation of the nature and severity of outstanding

individual claims and an estimate of future claims development based on historical development. Under agreements with our insurance carriers and regulatory authorities, we have *$12.9* million in standby letters of credit to guarantee settlement of claims.

Revenue recognition: We record revenue and related expenses on the date shipment of freight is completed. Our largest customer, Walmart, accounted for *19%* of our revenue in *2017* and *15%* of our trade receivables as of *December 31, 2017, 17%* of our revenue in *2016* and *17%* of our trade receivables as of *December 31, 2016,* and *13%* of our revenue in *2015.* During each of *2017, 2016* and *2015,* approximately *99%* of our revenue was generated within the United States.

We account for revenue of our Intermodal and Brokerage segments and revenue on freight transported by independent contractors within our Truckload and Dedicated segments on a gross basis because we are the primary obligor in the arrangements, we have the ability to establish prices, we have the risk of loss in the event of cargo claims and we bear credit risk with customer payments. Accordingly, all such revenue billed to customers is classified as operating revenue and all corresponding payments to carriers for transportation services we arrange in connection with brokerage and intermodal activities and to independent contractor providers of revenue equipment are classified as purchased transportation expense.

Share-based payment arrangement compensation: Under our stock incentive plans, all of our employees and any subsidiary employees, as well as all of our non-employee directors, *may* be granted stock-based awards, including incentive and non-statutory stock options and performance unit awards. We account for share-based payment arrangements in accordance with Financial Accounting Standards Board, or FASB, ASC *718, Compensation-Stock Compensation*, which requires all share-based payments to employees and non-employee directors, including grants of employee stock options and performance unit awards, to be recognized in the income statement based on their fair values at the date of grant.

Effective *January 1, 2017,* we adopted the provisions of FASB Accounting Standards Update, or ASU, *No. 2016-09,* “Compensation - Stock Compensation: Improvements to Employee Share-Based Payment Accounting” which simplifies several aspects of the accounting for share-based payment transactions. The adoption of this standard resulted in a *$176,000* decrease to our provision for income taxes in *2017,* as the actual increase in our stock price exceeded the grant-date fair value of the period’s exercised options and vested performance unit awards. Excess tax benefits were recognized in additional paid-in capital through *2016.*

Earnings per common share: Basic earnings per common share is computed by dividing net income by the weighted average number of common shares outstanding during the year. Diluted earnings per common share is computed by dividing net income by the sum of the weighted average number of common shares outstanding plus all additional common shares that would have been outstanding if potentially dilutive common shares related to stock options and performance unit awards had been issued using the treasury stock method.

Segment reporting: We report our operating segments in accordance with accounting standards codified in FASB ASC *280, Segment Reporting*. We have *five* current operating segments that are aggregated into *four* reporting segments (Truckload, Dedicated, Intermodal and Brokerage) for financial reporting purposes. See Note *17* for more information.

Use of estimates: We must make estimates and assumptions to prepare the consolidated financial statements in conformity with U.S. generally accepted accounting principles. These estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities in the consolidated financial statements and the reported amount of revenue and expenses during the reporting period. These estimates are primarily related to insurance and claims accruals and depreciation. Ultimate results could differ from these estimates.

Recent accounting pronouncements: In *May 2014,* the FASB issued ASU *No. 2014-09,* “Revenue from Contracts with Customers” which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The FASB has also issued, along with other additional guidance related to revenue recognition matters, ASU *No. 2016-08,* “Revenue from Contracts with Customers (Topic *606*), Principal versus Agent Considerations (Reporting Revenue Gross versus Net).” The standards, which are effective for the *first* quarter of *2018,* will replace most existing revenue recognition guidance required by U.S. generally accepted

accounting principles and will require additional disclosures. The new standards will require us to recognize revenue and related expenses within each of our *four* segments over time, compared with our current policy in which we record revenue and related expenses on the date shipment of freight is completed. Our current policy in which we account for revenue of our Intermodal and Brokerage segments and revenue on freight transported by independent contractors within our Truckload and Dedicated segments on a gross basis is appropriate under the new standards. The standards permit the use of either full retrospective application to each prior reporting period presented or modified retrospective application with the cumulative effect of initially applying the standards recognized at the date of adoption. We will adopt the standards effective *January 1, 2018* by recognizing the cumulative effect of initially applying the standards as an increase of *$485,000* to the opening balance of retained earnings using the modified retrospective method. We expect the impact of the adoption of the standards to be immaterial to our net income on an ongoing basis. We will include the additional required disclosures beginning with our Form *10*-Q for the *first* quarter of *2018.*

In *February 2016,* the FASB issued ASU *No. 2016-02,* "Leases" which requires organizations that lease assets to recognize on the balance sheet the assets and liabilities for the rights and obligations created by those leases. The new guidance also requires additional disclosures related to leasing transactions. The standard is effective for the *first* quarter of *2019.* The adoption of this standard is *not* expected to have a significant impact on our consolidated balance sheets, statements of operations or statements of cash flows.

2. Details of Consolidated Balance Sheet Accounts

Prepaid expenses and other: As of *December 31,* prepaid expenses and other consisted of the following:

(In thousands)	**2017**	2016
License fees	**$4,858**	$5,042
Tires in service	**4,787**	5,351
Parts and tires inventory	**4,322**	4,350
Insurance premiums	**3,057**	1,658
Other	**2,786**	2,906
	$19,810	$19,307

Accrued liabilities: As of *December 31,* accrued liabilities consisted of the following:

(In thousands)	**2017**	2016
Accrued expenses	**$8,212**	$12,903
Vacation	**5,621**	5,353
Salaries and wages	**4,171**	1,839
Accrued liability to MWL	**1,765**	3,026
Other	**1,853**	3,718
	$21,622	$26,839

3. Long-Term Debt

We maintain a credit agreement that provides for an unsecured committed credit facility which matures in *December 2019.* In *April 2016,* we elected to reduce the aggregate principal amount of the facility from *$75.0* million to *$30.0* million. In *December 2016,* we entered into an amendment to the facility which increased the aggregate principal amount to *$40.0* million. At *December 31, 2017,* there was *no* outstanding principal balance on the facility. As of that date, we had outstanding standby letters of credit to guarantee settlement of self-insurance claims of *$12.9* million and remaining borrowing availability of *$27.1* million. At *December 31, 2016,* there was an outstanding principal balance of *$7.9* million on the facility. This facility bears interest at a variable rate based on the London Interbank Offered Rate or the lender's Prime Rate, in each case plus/minus applicable margins. The weighted average interest rate for the facility was *1.46%* at *December 31, 2016.*

Our credit facility prohibits us from paying, in any fiscal year, stock redemptions and dividends in excess of *25%* of our net income from the prior fiscal year. A waiver of the *25%* limitation for *2015* and *2016* was obtained from the lender. This facility also contains restrictive covenants which, among other matters, require us to maintain compliance with cash flow leverage and fixed charge coverage ratios. We were in compliance with all covenants at *December 31, 2017* and *2016*.

***4.* Related Party Transactions**

The following related party transactions occurred during the *three* years ended *December 31, 2017;*

(a) We purchase fuel and tires and obtain related services from a company in which *one* of our directors is the chairman of the board, chief executive officer and the principal stockholder. We paid that company *$328,000* in *2017, $361,000* in *2016* and *$335,000* in *2015* for fuel, tires and related services. In addition, we paid *$2.5* million in *2017, $2.0* million in *2016* and *$1.5* million in *2015* to tire manufacturers for tires that were provided by the same company. The same company received commissions from the tire manufacturers related to these purchases. We did *not* have any payables to that company as of *December 31, 2017* or *2016*.

(b) We provide transportation services to MWL as described in Note *11*.

5. Income Taxes

We recorded a *$56.5* million deferred income taxes benefit in *2017* to recognize the impact of the reduction of the federal corporate statutory income tax rate beginning on *January 1, 2018* from *35%* to *21%* related to the Tax Cuts and Jobs Act of *2017.* Excluding that benefit, the *2017* federal deferred provision was *$8.0* million and the effective tax rate was *40.1%.* The Tax Cuts and Jobs Act of *2017* makes broad and complex changes to the U.S. tax code that affected *2017* including, but *not* limited to, reducing the federal corporate income tax rate as noted above and allowing bonus depreciation with full expensing of qualified property placed in service after *September 27, 2017.* We have completed the accounting under FASB ASC *740, Income Taxes* and our estimates are considered final.

The components of the income taxes (benefit) expense consisted of the following:

(In thousands)	**2017**	2016	2015
Current:			
Federal	**$*12,427***	$*8,987*	$*9,280*
State	***990***	*1,125*	*946*
Total current	***13,417***	*10,112*	*10,226*
Deferred:			
Federal	***(48,424)***	*12,427*	*13,042*
State	***1,196***	*1,063*	*1,678*
Total deferred	***(47,228)***	*13,490*	*14,720*
Total (benefit) expense	**$*(33,811)***	$*23,602*	$*24,946*

The federal statutory income tax rate is reconciled to the effective income tax rate as follows:

	2017	2016	2015
Federal statutory income tax rate	***35 %***	*35 %*	*35 %*
Per diem and other non-deductible expenses	***4***	*4*	*3*
Increase in taxes arising from state income taxes, net of federal income tax benefit	***3***	*2*	*3*
Federal tax credits	***(1)***	—	—
Decrease in federal deferred taxes due to decrease in statutory rate	***(100)***	—	—
Other, net	***(1)***	—	—
Effective tax rate	***(60)%***	*41 %*	*41 %*

As of *December 31,* the net deferred tax liability consisted of the following:

(In thousands)	**2017**	2016
Deferred tax assets:		
Reserves and accrued liabilities	**$*7,277***	$*8,490*
Other	***1,965***	*2,757*
	9,242	*11,247*
Deferred tax liabilities:		
Depreciation	***107,453***	*155,936*
Prepaid expenses	***2,415***	*3,165*
	109,868	*159,101*
Net deferred tax liability	**$*100,626***	$*147,854*

We have *not* provided a valuation allowance against deferred tax assets at *December 31, 2017* or *2016.* We believe the deferred tax assets will be realized principally through future reversals of existing taxable temporary differences (deferred tax liabilities) and future taxable income.

Our reserves for unrecognized tax benefits were *$407,000* as of *December 31, 2017* and *$536,000* as of *December 31, 2016.* The *$129,000* decrease in the amount reserved in *2017* relates to current period tax positions and the removal of the reserve relating to *2012* tax positions, because that period has now closed. The amount reserved as of *December 31, 2016* was added in *2012* through *2016* relating to current period tax positions. If recognized, *$322,000* of the unrecognized tax benefits as of *December 31, 2017* would favorably impact our effective tax rate. Potential interest and penalties related to unrecognized tax benefits of *$11,000* and *$59,000* were recognized in our financial statements as of *December 31, 2017* and *2016,* respectively. We do *not* expect the reserves for unrecognized tax benefits to change significantly within the next *twelve* months. The federal statute of limitations remains open for *2014* and forward. We file tax returns in numerous state jurisdictions with varying statutes of limitations.

6. Earnings per Common Share

Basic and diluted earnings per common share were computed as follows:

(In thousands, except per share amounts)	**2017**	2016	2015
Numerator:			
Net income	**$*90,284***	$*33,464*	$*35,745*
Denominator:			
Basic earnings per common share - weighted-average shares	***54,492***	*54,177*	*55,796*
Effect of dilutive stock options	***358***	*284*	*395*
Diluted earnings per common share - weighted-average shares and assumed conversions	***54,850***	*54,461*	*56,191*
Basic earnings per common share	**$*1.66***	$*0.62*	$*0.64*
Diluted earnings per common share	**$*1.65***	$*0.61*	$*0.64*

Options totaling *145,169, 564,833* and *542,333* equivalent shares were outstanding but were *not* included in the calculation of diluted earnings per share for *2017, 2016* and *2015,* respectively, because including the options in the denominator would be antidilutive, or decrease the number of weighted-average shares, due to their exercise prices exceeding the average market price of the common shares, or because inclusion of average unrecognized compensation expense in the calculation would cause the options to be antidilutive.

Unvested performance unit awards (see Note *12*) totaling *124,046, 64,162* and *116,092* equivalent shares for *2017, 2016* and *2015,* respectively, were considered outstanding but were *not* included in the calculation of diluted earnings per share because inclusion of average unrecognized compensation expense in the calculation would cause the performance units to be antidilutive.

7. Stock Split

On *July 7, 2017,* we effected a *five*-for-*three* stock split of our common stock, *$.01* par value, in the form of a *66 %* stock dividend. Our consolidated financial statements, related notes, and other financial data contained in this report have been adjusted to give retroactive effect to the stock split for all periods presented.

8. Share Repurchase Program

In *December 2007,* our Board of Directors approved and we announced a share repurchase program to repurchase up to *one million* shares of our common stock either through purchases on the open market or through private transactions and in accordance with Rule *10b-18* of the Exchange Act. In *November 2015,* our Board of Directors approved and we announced an increase in the share repurchase program, providing for the repurchase of up to *$40* million, or approximately *2* million shares, of our common stock, which was increased by our Board of Directors to *3.3* million shares on *August 15, 2017* to reflect the *five*-for-*three* stock split effected in the form of a stock dividend on *July 7, 2017.* The timing and extent to which we repurchase shares depends on market conditions and other corporate considerations. The repurchase program does *not* have an expiration date.

We repurchased and retired *759,302* shares of our common stock for *$7.5* million in the *first* quarter of *2016* and did *not* repurchase any shares in the last *three* quarters of *2016* or in *2017.* In the *fourth* quarter of *2015* we repurchased and retired *1.6* million shares of our common stock for *$16.2* million.

9. Dividends

In *2010,* we announced that our Board of Directors approved a regular cash dividend program to our stockholders, subject to approval each quarter. Quarterly cash dividends of *$0.015* per share of common stock were declared in each of the *first two* quarters of *2017* along with dividends of *$0.025* per share in each of *2017's* last *two* quarters, which totaled *$4.4* million.

10. Amendment to Amended and Restated Certificate of Incorporation

In *May 2015,* our stockholders approved an amendment to our Amended and Restated Certificate of Incorporation increasing the authorized number of shares of common stock, *$.01* par value per share, from *48,000,000* shares to *96,000,000* shares.

11. Equity Investment

We own a *45%* equity interest in MWL, a *third*-party provider of logistics services to the transportation industry. A non-related party owns the other *55%* equity interest in MWL. We account for our ownership interest in MWL under the equity method of accounting. We received *$2.2* million, *$1.2* million and *$5.0* million of our revenue for loads transported by our tractors and arranged by MWL in *2017, 2016* and *2015,* respectively. As of *December 31, 2017,* we also had a trade receivable in the amount of *$1.1* million from MWL and an accrued liability of *$1.8* million to MWL for the excess of payments by MWL's customers into our lockbox account over the amounts drawn on the account by MWL.

12. Employee Benefits

Equity Incentive Plans - In *May 2015,* our stockholders approved our *2015* Equity Incentive Plan (the *"2015* Plan"). Our Board of Directors adopted the *2015* Plan in *March 2015.* Under our *2015* Plan, all of our employees and any subsidiary employees, as well as all of our non-employee directors, *may* be granted stock-based awards, including non-statutory stock options, performance unit awards and shares of common stock, of which *799,110* shares have been awarded as of *December 31, 2017.* Stock options expire within *7* or *10* years after the date of grant and the exercise

price must be at least the fair market value of our common stock on the date of grant. Stock options issued to employees are generally exercisable beginning *one* year from the date of grant in cumulative amounts of *20%* per year. Performance unit awards are subject to vesting requirements over a *five*-year period, primarily based on our earnings growth. Options exercised and performance unit award shares issued represent newly issued shares. The maximum number of shares of common stock available for issuance under the *2015* Plan is *1,333,333* shares. As of *December 31, 2017,* there were *445,172* shares reserved for issuance under options outstanding and *306,383* shares reserved for issuance under outstanding performance unit awards under the *2015* Plan. The *2015* Plan replaces our *2005* Stock Incentive Plan (the *"2005* Plan"), which expired by its terms in *May 2015.*

Under the *2005* Plan, officers, directors and employees were granted non-statutory stock options and performance unit awards with similar terms to the options and awards under the *2015* Plan. As of *December 31, 2017,* there were *473,411* shares reserved for issuance under options outstanding and *64,600* shares reserved for issuance under outstanding performance unit awards under the *2005* Plan, which will continue according to their terms. *No* additional awards will be granted under the *2005* Plan.

We use the Black-Scholes option pricing model to calculate the grant-date fair value of option awards. The fair value of service-based option awards granted was estimated as of the date of grant using the following weighted average assumptions:

	2017	2016	2015
Expected option life in years(1)	***6.0***	*6.0*	*6.0*
Expected stock price volatility percentage(2)	***25 %***	*25 %*	*25 %*
Risk-free interest rate percentage(3)	***2.0 %***	*1.4 %*	*1.8 %*
Expected dividend yield(4)	***0.59%***	*0.50%*	*0.44%*
Fair value as of the date of grant	**$*4.34***	$*3.17*	$*3.58*

(*1*) Expected option life – We use historical employee exercise and option expiration data to estimate the expected life assumption for the Black-Scholes grant-date valuation. We believe that this historical data is currently the best estimate of the expected term of a new option. We use a weighted-average expected life for all awards.

(*2*) Expected stock price volatility – We use our stock's historical volatility for the same period of time as the expected life. We have *no* reason to believe that its future volatility will differ from the past.

(*3*) Risk-free interest rate – The rate is based on the U.S. Treasury yield curve in effect at the time of the grant for the same period of time as the expected life.

(*4*) Expected dividend yield – The calculation is based on the total expected annual dividend payout divided by the average stock price.

Compensation costs associated with service-based option awards with graded vesting are recognized, net of an estimated forfeiture rate, on a straight-line basis over the requisite service period, which is the period between the grant date and the award's stated vesting term. Service-based option awards become immediately exercisable in full in the event of death or disability and upon a change in control with respect to all options that have been outstanding for at least *six* months.

In *August 2011,* we granted *104,000* performance unit awards under our *2005* Stock Incentive Plan to certain employees. This was our *second* grant of such awards. As of *December 31, 2011* and each *December 31*st thereafter through *December 31, 2015,* each award vested and became the right to receive a number of shares of common stock equal to a total vesting percentage multiplied by the number of units subject to such award. The total vesting percentage for each of the *five* years was equal to the sum of a performance vesting percentage, which was the percentage increase, if any, in our diluted net income per share for the year being measured over the prior year, and a service vesting percentage of *five* percentage points. All payments were made in shares of our common stock. One half of the vested performance units were paid to the employees immediately upon vesting, with the other half being credited to the employees' accounts within the Marten Transport, Ltd. Deferred Compensation Plan, which restricts the sale of vested shares to the later of each employee's termination of employment or attainment of age *62.*

In *May 2012,* we granted *98,750* performance unit awards with similar terms to the awards previously granted, and which vested from *December 31, 2012* through *2016.*

In *May 2013,* we granted *104,250* performance unit awards with similar terms to the awards previously granted, and which vested from *December 31, 2013* through *2017.*

In *May 2014,* we granted *60,668* performance unit awards with similar terms to the awards previously granted, and also granted *18,337* performance unit awards with similar terms to such awards, except that all vested performance units will be paid to the employees immediately upon vesting. All awards granted in *2014* vest from *December 31, 2014* through *2018.*

In *May 2015,* we granted *58,335* performance unit awards under our *2015* Equity Incentive Plan with similar terms to the awards previously granted, and also granted *32,500* performance unit awards with similar terms to such awards, except that all vested performance units will be paid to the employees immediately upon vesting. All awards granted in *2015* vest from *December 31, 2015* through *2019.*

In *May 2016,* we granted *57,669* performance unit awards under our *2015* Equity Incentive Plan with similar terms to the awards previously granted, except that the calculation of vesting shares is based on our increase in net income instead of our increase in diluted net income per share. As permitted in the performance unit award agreements

granted in *2011* through *2015,* the calculation of the performance vesting component beginning with the year *2015* was adjusted to be based on the increase in net income. We also granted *21,671* performance unit awards in *May 2016* and *1,667* awards in *August 2016* with similar terms to such awards, except that all vested performance units will be paid to the employees immediately upon vesting. All awards granted in *2016* vest from *December 31, 2016* through *2020.*

In *May 2017,* we granted *109,169* performance unit awards under our *2015* Equity Incentive Plan with similar terms to the awards granted in *2016,* except that the service-based component was increased from *five* percent to *ten* percent per year. The Compensation Committee adjusted the equity vesting formula to better align it with our long-range growth plan. We also granted *43,342* performance unit awards in *May 2017* and *2,000* awards in *August 2017* with similar terms to such awards, except that all vested performance units will be paid to the employees immediately upon vesting. All awards granted in *2017* vest from *December 31, 2017* through *2021.*

The fair value of each performance unit is based on the closing market price on the date of grant. We recognize compensation expense for these awards based on the estimated number of units probable of achieving the vesting requirements of the awards, net of an estimated forfeiture rate.

The amount of share-based compensation recognized during a period is based on the value of the portion of the awards that are ultimately expected to vest. Forfeitures are estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. We currently expect, based on an analysis of our historical forfeitures and known forfeitures on existing awards, that approximately *1.25%* of unvested outstanding awards will be forfeited each year. This analysis will be re-evaluated quarterly and the forfeiture rate will be adjusted as necessary. Ultimately, the actual expense recognized over the vesting period will only be for those shares that vest.

Total share-based compensation expense recorded in *2017* was *$1.3* million (*$738,000* net of income tax benefit, *$0.01* of earnings per basic and diluted share), in *2016* was *$883,000* (*$547,000* net of income tax benefit, *$0.01* of earnings per basic and diluted share), and in *2015* was *$1.4* million (*$870,000* net of income tax benefit, *$0.02* of earnings per basic and diluted share). All share-based compensation expense was recorded in salaries, wages and benefits expense.

As of *December 31, 2017,* there was a total of *$1.3* million of unrecognized compensation expense related to unvested service-based option awards, which is expected to be recognized over a weighted-average period of *3.1* years, and *$3.9* million of unrecognized compensation expense related to unvested performance unit awards, which will be recorded based on the estimated number of units probable of achieving the vesting requirements of the awards through *2021.*

Effective *January 1, 2017,* we adopted the provisions of FASB ASU *No. 2016-09,* "Compensation - Stock Compensation: Improvements to Employee Share-Based Payment Accounting" which simplifies several aspects of the accounting for share-based payment transactions. The adoption of this standard resulted in a *$176,000* decrease to our provision for income taxes in *2017,* as the actual increase in our stock price exceeded the grant-date fair value of the period's exercised options and vested performance unit awards. Excess tax benefits were recognized in additional paid-in capital through *2016.*

Option activity in *2017* was as follows:

	Shares	Weighted Average Exercise Price
Outstanding at December 31, 2016	*922,934*	$ *10.94*
Granted	*136,501*	*16.32*
Exercised	(*124,016*)	*8.83*
Forfeited	(*16,836*)	*11.43*

Outstanding at December 31, 2017	*918,583*	$ *12.02*
Exercisable at December 31, 2017	*505,355*	$ *10.42*

The *918,583* options outstanding as of *December 31, 2017* have a weighted average remaining contractual life of *4.0* years and an aggregate intrinsic value based on our closing stock price on *December 29, 2017* for in-the-money options of *$7.6* million. The *505,355* options exercisable as of the same date have a weighted average remaining contractual life of *3.1* years and an aggregate intrinsic value similarly calculated of *$5.0* million.

The fair value of options granted in *2017, 2016* and *2015* was *$592,000, $227,000* and *$918,000,* respectively, for service-based options. The total intrinsic value of options exercised in *2017, 2016* and *2015* was *$830,000, $1.9* million and *$2.4* million, respectively. Intrinsic value is the difference between the fair value of the acquired shares at the date of exercise and the exercise price, multiplied by the number of options exercised. Proceeds received from option exercises in *2017, 2016* and *2015* were *$1.1* million, *$4.4* million and *$3.5* million, respectively.

Nonvested service-based option awards as of *December 31, 2017* and changes during *2017* were as follows:

	Shares	Weighted Average Grant Date Fair Value	Weighted Average Remaining Contractual Life (in Years)
Nonvested at December 31, 2016	*444,476*	$ *3.46*	*5.0*
Granted	*136,501*	*4.34*	*6.7*
Vested	*(151,912*)	*3.39*	*3.4*
Forfeited	*(15,837*)	*3.19*	*4.3*
Nonvested at December 31, 2017	*413,228*	$ *3.79*	*5.1*

The total fair value of options which vested during *2017, 2016* and *2015* was *$515,000, $534,000* and *$502,000,* respectively.

The following table summarizes our nonvested performance unit award activity in *2017:*

	Shares	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2016	*253,028*	$ *11.66*
Granted	*154,511*	*14.48*
Vested	*(37,648*)(1)	*12.86*
Forfeited	*(47,229*)	*8.58*
Nonvested at December 31, 2017	*322,662*	$ *13.32*

(*1*) This number of performance unit award shares vested based on our financial performance in *2017* and was distributed or credited to the Marten Transport, Ltd. Deferred Compensation Plan in *March 2018.* As permitted in

the performance unit award agreements granted in *2013* through *2015,* the Compensation Committee of our Board of Directors adjusted the calculation of the performance vesting component for *2017* to be based on our increase in net income instead of our increase in diluted net income per share. Additionally, the *$56.5* million deferred income taxes benefit related to the federal Tax Cuts and Jobs Act of *2017* was excluded from the calculation of the increase in net income from *2016* to *2017.* The fair value of unit award shares that vested in *2017* was *$484,000.*

Retirement Savings Plan - We sponsor a defined contribution retirement savings plan under Section *401*(k) of the Internal Revenue Code. Employees are eligible for the plan after *three* months of service. Participants are able to contribute up to the limit set by law, which in *2017* was *$18,000* for participants less than age *50* and *$24,000* for participants age *50* and above. We contribute *35%* of each participant's contribution, up to a total of *6%* contributed. Our contribution vests at the rate of *20%* per year for the *first* through *fifth* years of service. In addition, we *may* make elective contributions as determined by the Board of Directors. *No* elective contributions were made in *2017, 2016* or *2015.* Total expense recorded for the plan was *$2.1* million in each of *2017* and *2016* and *$1.9* million in *2015.*

Stock Purchase Plans - An Employee Stock Purchase Plan and an Independent Contractor Stock Purchase Plan are sponsored to encourage employee and independent contractor ownership of our common stock. Eligible participants specify the amount of regular payroll or contract payment deductions and voluntary cash contributions that are used to purchase shares of our common stock. The purchases are made at the market price on the open market. We pay the broker's commissions and administrative charges for purchases of common stock under the plans.

13. Excess Tax Benefit Reclassification

Effective *January 1, 2017,* we adopted the provisions of FASB ASU *No. 2016-09,* "Compensation - Stock Compensation: Improvements to Employee Share-Based Payment Accounting" which simplifies several aspects of the accounting for share-based payment transactions. This standard changed the classification of excess tax benefits in the statements of cash flows. We retrospectively reclassified *$235,000* and *$432,000* of excess tax benefits for *2016* and *2015,* respectively, from financing to operating activities within our *2017* consolidated statements of cash flows.

14. Deferred Compensation Plan

In *August 2010,* our Board of Directors approved and adopted the Marten Transport, Ltd. Deferred Compensation Plan. The deferred compensation plan is an unfunded, nonqualified deferred compensation plan designed to allow board elected officers and other select members of our management designated by our Compensation Committee to save for retirement on a tax-deferred basis.

Under the terms of the plan, each participant is eligible to defer portions of their base pay, annual bonus, or receipt of common stock otherwise payable under a vested performance unit award. Each participant can elect a fixed distribution date for the participant's deferral account other than certain required performance unit award deferrals credited to the discretionary account, which will be distributed after the later of the date of the participant's termination of employment or the date the participant attains age *62.* Upon termination of a participant's employment with the company, the plan requires a lump-sum distribution of the deferral account, excluding the required performance unit award deferrals, unless the participant had elected an installment distribution. Upon a participant's death, the plan provides that a participant's distributions accelerate and will be paid in a lump sum to the participant's beneficiary. We *may* terminate the plan and accelerate distributions to participants, but only to the extent and at the times permitted under the Internal Revenue Code. We *may* terminate the plan and accelerate distributions upon a change in control, which is *not* a payment event under the plan. In conjunction with the approval of the plan, our Board of Directors also adopted an amendment to the Marten Transport, Ltd. *2005* Stock Incentive Plan to allow for deferral of receipt of income from a performance unit award under the plan. Such deferral is also provided for within the Marten Transport, Ltd. *2015* Equity Incentive Plan. As of *December 31, 2017, 175,449* shares of Company common stock were credited to account balances within the plan. These shares were required performance unit award deferrals of vested awards, and dividends earned on such shares.

15. Fair Value of Financial Instruments

The carrying amounts of cash equivalents, accounts receivable and accounts payable approximate fair value because of the short maturity of these instruments.

16. Commitments and Contingencies

We are committed to purchase $*121.9* million of new revenue equipment in *2018,* along with a land purchase obligation of *$4.0* million in *2018* and operating lease obligation expenditures totaling *$738,000* through *2021.*

We self-insure, in part, for losses relating to workers' compensation, auto liability, general liability, cargo and property damage claims, along with employees' health insurance with varying risk retention levels. We maintain insurance coverage for per-incident and total losses in excess of these risk retention levels in amounts we consider adequate based upon historical experience and our ongoing review, and reserve currently for the estimated cost of the uninsured portion of pending claims.

We are also involved in other legal actions that arise in the ordinary course of business. In the opinion of management, based upon present knowledge of the facts, it is remote that the ultimate outcome of any such legal actions will have a material adverse effect upon our long-term financial position or results of operations.

***17*. Business Segments**

We aggregate our *five* current operating segments into *four* reporting segments (Truckload, Dedicated, Intermodal and Brokerage) for financial reporting purposes.

The primary source of our operating revenue is provided by our Truckload segment through a combination of regional short-haul and medium-to-long-haul full-load transportation services. We transport food and other consumer packaged goods that require a temperature-controlled or insulated environment, along with dry freight, across the United States and into and out of Mexico and Canada.

Our Dedicated segment provides customized transportation solutions tailored to meet individual customers' requirements, utilizing temperature-controlled trailers, dry vans and other specialized equipment within the United States. Our agreements with customers range from *three* to *five* years and are subject to annual rate reviews.

Our Intermodal segment transports our customers' freight within the United States primarily utilizing our temperature-controlled trailers and also, through *March 2015,* our dry containers on railroad flatcars for portions of trips, with the balance of the trips using our tractors or, to a lesser extent, contracted carriers.

Our Brokerage segment develops contractual relationships with and arranges for *third*-party carriers to transport freight for our customers in temperature-controlled trailers and dry vans within the United States and into and out of Mexico through Marten Transport Logistics, LLC, which was established in *2007* and operates pursuant to brokerage authority granted by the DOT. We retain the billing, collection and customer management responsibilities.

The following table sets forth for the years indicated our operating revenue and operating income by segment. We do *not* prepare separate balance sheets by segment and, as a result, assets are *not* separately identifiable by segment.

(Dollars in thousands)	**2017**	2016	2015
Operating revenue:			
Truckload revenue, net of fuel surcharge revenue	**$*336,596***	$*339,967*	$*348,101*
Truckload fuel surcharge revenue	***43,614***	*35,884*	*50,260*
Total Truckload revenue	***380,210***	*375,851*	*398,361*
Dedicated revenue, net of fuel surcharge revenue	***153,691***	*147,007*	*107,264*
Dedicated fuel surcharge revenue	***13,190***	*10,363*	*11,008*
Total Dedicated revenue	***166,881***	*157,370*	*118,272*
Intermodal revenue, net of fuel surcharge revenue	***70,282***	*64,508*	*65,877*
Intermodal fuel surcharge revenue	***10,339***	*6,982*	*11,081*
Total Intermodal revenue	***80,621***	*71,490*	*76,958*
Brokerage revenue	***70,408***	*66,433*	*71,403*
Total operating revenue	**$*698,120***	$*671,144*	$*664,994*
Operating income:			
Truckload	**$*26,326***	$*27,438*	$*35,517*
Dedicated	***17,074***	*19,550*	*12,818*
Intermodal	***8,303***	*7,131*	*4,832*
Brokerage	***5,159***	*4,184*	*3,792*
Total operating income before gain on disposition of facilities	***56,862***	*58,303*	*56,959*
Gain on disposition of facilities	-	-	*4,104*
Total operating income	**$*56,862***	$*58,303*	$*61,063*

Truckload segment depreciation expense was $*57.2* million, *$56.2* million and *$53.7* million, Dedicated segment depreciation expense was *$22.0* million, *$20.6* million and *$15.0* million, Intermodal segment depreciation expense

was *$4.6* million, *$3.9* million and *$5.4* million, and Brokerage segment depreciation expense was *$1.3* million, *$1.7* million and *$1.3* million, in *2017, 2016* and *2015,* respectively.

***18*. Quarterly Financial Data (Unaudited)**

The following is a summary of the quarterly results of operations for *2017* and *2016:*

2017 Quarters *(In thousands, except per share amounts)*	**First**	**Second**	**Third**	**Fourth**
Operating revenue	**$*173,159***	**$*171,511***	**$*170,679***	**$*182,771***
Operating income	***13,938***	***15,569***	***13,022***	***14,333***
Net income	***8,214***	***9,141***	***7,855***	***65,074***
Net income – excluding deferred income taxes benefit[(1)]	***8,214***	***9,141***	***7,855***	***8,609***
Basic earnings per common share	***0.15***	***0.17***	***0.14***	***1.19***
Basic earnings per common share – excluding deferred income taxes benefit[(1)]	***0.15***	***0.17***	***0.14***	***0.16***
Diluted earnings per common share	***0.15***	***0.17***	***0.14***	***1.18***
Diluted earnings per common share – excluding deferred income taxes benefit[(1)]	***0.15***	***0.17***	***0.14***	***0.16***

2016 Quarters (*In thousands, except per share amounts)*	First	Second	Third	Fourth
Operating revenue	$*161,929*	$*166,090*	$*170,464*	$*172,661*
Operating income	*14,125*	*14,776*	*14,869*	*14,533*
Net income	*8,193*	*8,531*	*8,437*	*8,303*
Basic earnings per common share	*0.15*	*0.16*	*0.16*	*0.15*
Diluted earnings per common share	*0.15*	*0.16*	*0.15*	*0.15*

(*1*) The amounts are presented for comparative purposes excluding the *$56.5* million deferred income taxes benefit recorded to recognize the impact of the reduction of the federal corporate statutory income tax rate beginning on *January 1, 2018* from *35%* to *21%* related to the Tax Cuts and Jobs Act of *2017*.

The sum of the basic and diluted earnings per common share for the *2017* quarters is less than the amounts for the year due to differences in rounding.

ITEM 9. *CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE*

None.

ITEM 9A. *CONTROLS AND PROCEDURES*

As required by Rule 13a-15 under the Securities Exchange Act of 1934 (“Exchange Act”), we have carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of the end of the period covered by this report. This evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and our Executive Vice President and Chief Financial Officer. Based upon that evaluation, our Chief Executive Officer and our Executive Vice President and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of December 31, 2017. There were no changes in our internal control over financial reporting that occurred during the period covered by this report that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting. We intend to periodically evaluate our disclosure controls and procedures as required by the Exchange Act Rules.

We have included Management’s Annual Report on Internal Control Over Financial Reporting in Item 8 above.

ITEM 9B. *OTHER INFORMATION*

None.

PART III

ITEM 10. *DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE*

A. Directors of the Registrant.

The information in the "Election of Directors--Information About Nominees" and "Election of Directors--Other Information About Nominees" sections of our 2018 Proxy Statement is incorporated in this Report by reference.

B. Executive Officers of the Registrant.

Information about our executive officers is included in this Report under Item 4A, "Executive Officers of the Registrant."

C. Compliance with Section 16(a) of the Exchange Act.

The information in the "Section 16(a) Beneficial Ownership Reporting Compliance" section of our 2018 Proxy Statement is incorporated in this Report by reference.

D. Procedure for Director Nominations by Security Holders.

There have been no material changes to the procedures by which security holders may recommend nominees to our board of directors.

E. Audit Committee Financial Expert.

The information in the "Election of Directors—Board and Board Committees" section of our 2018 Proxy Statement is incorporated in this Report by reference.

F. Identification of the Audit Committee.

The information in the "Election of Directors—Board and Board Committees" section of our 2018 Proxy Statement is incorporated in this Report by reference.

G. Code of Ethics for Senior Financial Management.

Our Code of Ethics for Senior Financial Management applies to all of our executive officers, including our principal executive officer, principal financial officer and controller, and meets the requirements of the Securities and Exchange Commission. We have posted our Code of Ethics for Senior Financial Management on our website at *www.marten.com*. We intend to disclose any amendments to and any waivers from a provision of our Code of Ethics for Senior Financial Management on our website within five business days following such amendment or waiver.

ITEM 11. *EXECUTIVE COMPENSATION*

The information in the "Election of Directors--Director Compensation," "Compensation and Other Benefits" and "Compensation Discussion and Analysis" sections of our 2018 Proxy Statement is incorporated in this Report by reference.

ITEM 12. *SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS*

The information in the "Security Ownership of Certain Beneficial Owners and Management" and "Compensation and Other Benefits--Equity Compensation Plan Information" sections of our 2018 Proxy Statement is incorporated in this Report by reference.

ITEM 13. *CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE*

The information in the "Related Party Transactions" and "Election of Directors--Board and Board Committees" sections of our 2018 Proxy Statement is incorporated in this Report by reference.

ITEM 14. ***PRINCIPAL ACCOUNTANT FEES AND SERVICES***

The information in the "Fees of Independent Auditors" section of our 2018 Proxy Statement is incorporated in this Report by reference.

PART IV

ITEM 15. ***EXHIBITS AND FINANCIAL STATEMENT SCHEDULES***

(a) 1. Financial Statements (See Part II, Item 8 of this Report): Page

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Management's Annual Report on Internal Control Over Financial Reporting	30
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Consolidated Balance Sheets as of December 31, 2017 and 2016	33
Consolidated Statements of Operations for the years ended December 31, 2017, 2016 and 2015	34
Consolidated Statements of Stockholders' Equity for the years ended December 31, 2017, 2016 and 2015	35
Consolidated Statements of Cash Flows for the years ended December 31, 2017, 2016 and 2015	36
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2. Financial Statement Schedules (Consolidated Financial Statement Schedule Included in Part IV of this Report):

Schedule II – Valuation and Qualifying Accounts and Reserves	58

Schedules not listed above have been omitted as the required information is inapplicable or the information is presented in the consolidated financial statements or related notes.

3. Exhibits:

The exhibits to this Report are listed below. A copy of any of the exhibits listed will be sent at a reasonable cost to any shareholder as of March 9, 2018. Requests should be sent to James J. Hinnendael, Executive Vice President and Chief Financial Officer, at our corporate headquarters. The following exhibits are filed with or incorporated by reference into this Annual Report on Form 10-K:

Item No.	Item	Filing Method
3.1	Amended and Restated Certificate of Incorporation effective August 11, 2003	Incorporated by reference to Exhibit 4.1 of the Company's Amendment No. 2 to Registration Statement on Form S-2 (File No. 333-107367).
3.2	Amendment to Amended and Restated Certificate of Incorporation effective May 25, 2005	Incorporated by reference to Exhibit 3.3 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 (File No. 0-15010).
3.3	Second Amendment to Amended and Restated Certificate of Incorporation effective June 1, 2015	Incorporated by reference to Exhibit 3.4 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 (File No. 0-15010).
3.4	Bylaws of the Company, as amended	Incorporated by reference to Exhibit 3.3 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007 (File No. 0-15010).
4.1	Specimen form of the Company's Common Stock Certificate	Incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-1 (File No. 33-8108). (Filed on paper - hyperlink is not required pursuant to Rule 105 of Regulation S-T)
4.2	Amended and Restated Certificate of Incorporation effective August 11, 2003	See Exhibit 3.1 above.
4.3	Amendment to Amended and Restated Certificate of Incorporation effective May 25, 2005	See Exhibit 3.2 above.
4.4	Second Amendment to Amended and Restated Certificate of Incorporation effective June 1, 2015	See Exhibit 3.3 above.
4.5	Bylaws of the Company	See Exhibit 3.4 above.

10.1	Marten Transport, Ltd. 2005 Stock Incentive Plan	Incorporated by reference to Exhibit 10.18 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 (File No. 0-15010).

Item No.	Item	Filing Method
10.2	Credit Agreement, dated as of August 31, 2006, by and among Marten Transport, Ltd., as borrower, the banks party thereto as lenders, and U.S. Bank National Association, as agent for the lenders	Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed September 6, 2006.
10.3	First Amendment to Credit Agreement, effective as of January 1, 2007, by and among Marten Transport, Ltd., as borrower, the banks party thereto as lenders, and U.S. Bank National Association, as agent for the lenders	Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed January 5, 2007.
10.4	Form of Amended and Restated Change in Control Severance Agreement	Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed August 15, 2007.
10.5	Second Amendment to Credit Agreement, effective as of November 30, 2007, by and among Marten Transport, Ltd., as borrower, the banks party thereto as lenders, and U.S. Bank National Association, as agent for the lenders	Incorporated by reference to Exhibit 10.14 of the Company's Annual Report on Form 10-K for the year ended December 31, 2007 (File No. 0-15010).
10.6	Form of First Amendment to Amended and Restated Change in Control Severance Agreement	Incorporated by reference to Exhibit 10.18 of the Company's Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 0-15010).
10.7	Form of Indemnification Agreement	Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed February 22, 2010.
10.8	Amendment to the Marten Transport, Ltd. 2005 Stock Incentive Plan	Incorporated by reference to Exhibit 10.17 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 (File No. 0-15010).
10.9	Marten Transport, Ltd. Deferred Compensation Plan	Incorporated by reference to Exhibit 10.18 of the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010 (File No. 0-15010).
10.10	Form of Second Amendment to Amended and Restated Change in Control Agreement	Incorporated by Reference to Exhibit 10.2 of the Company's Current Report on Form 8-K filed March 8, 2011.

Item No.	Item	Filing Method
10.11	Third Amendment to Credit Agreement, dated as of May 27, 2011, by and among Marten Transport, Ltd. as borrower, the banks party thereto as lenders, and U.S. Bank National Association, as agent for the lenders	Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed May 31, 2011.
10.12	Executive Officer Performance Incentive Plan	Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed March 5, 2012.
10.13	Fourth Amendment to Credit Agreement, dated as of December 10, 2012, between Marten Transport, Ltd. as borrower and U.S. Bank National Association	Incorporated by reference to Exhibit 10.18 of the Company's Annual Report on Form 10-K for the year ended December 31, 2012 (File No. 0-15010).
10.14	Fifth Amendment to Credit Agreement, dated as of December 22, 2014, by and among Marten Transport, Ltd., as borrower, the banks party thereto as lenders, and U.S. Bank National Association, as agent for the lenders	Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed December 29, 2014.
10.15	Form of Non-Statutory Stock Option Agreement for the 2015 Equity Incentive Plan	Incorporated by reference to Exhibit 10.3 of the Company's Current Report on Form 8-K filed May 15, 2015.
10.16	Form of Performance Unit Awards Agreement for the 2015 Equity Incentive Plan	Incorporated by reference to Exhibit 10.4 of the Company's Current Report on Form 8-K filed May 15, 2015.
10.17	Marten Transport, Ltd. 2015 Equity Incentive Plan	Incorporated by reference to Exhibit 10.21 of the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 (File No. 0-15010).
10.18	Sixth Amendment to Credit Agreement, dated as of November 4, 2015, by and among Marten Transport, Ltd., as borrower, the banks party thereto as lenders, and U.S. Bank National Association, as agent for the lenders	Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed November 6, 2015.
10.19	Amended and Restated Executive Officer Performance Incentive Plan	Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed December 4, 2015.
10.20	Seventh Amendment to Credit Agreement, dated as of December 6, 2016, by and among Marten Transport, Ltd., as borrower, the banks party thereto as lenders, and U.S. Bank National Association, as agent for the lenders	Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed December 12, 2016.

10.21	Named Executive Officer Compensation	Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed May 12, 2017.

Item No.	Item	Filing Method
10.22	Second Amended and Restated Executive Officer Performance Incentive Plan	Incorporated by reference to Exhibit 10.1 of the Company's Current Report on Form 8-K filed August 18, 2017.
23.1	Consent of Grant Thornton LLP	Filed with this Report.
31.1	Certification pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, by Randolph L. Marten, the Registrant's Chief Executive Officer (Principal Executive Officer)	Filed with this Report.
31.2	Certification pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, by James J. Hinnendael, the Registrant's Executive Vice President and Chief Financial Officer (Principal Financial Officer)	Filed with this Report.
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	Filed with this Report.
101	The following financial information from Marten Transport, Ltd.'s Annual Report on Form 10-K for the period ended December 31, 2017, filed with the SEC on March 9, 2018, formatted in eXtensible Business Reporting Language (XBRL): (i) Consolidated Balance Sheets as of December 31, 2017 and December 31, 2016, (ii) Consolidated Statements of Operations for the three years ended December 31, 2017, (iii) Consolidated Statements of Stockholders' Equity for the three years ended December 31, 2017, (iv) Consolidated Statements of Cash Flows for the three years ended December 31, 2017, and (v) Notes to Consolidated Financial Statements.	Filed with this Report.

ITEM 16: ***FORM 10-K SUMMARY***

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Marten Transport, Ltd., the Registrant, has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: March 9, 2018 MARTEN TRANSPORT, LTD.

By /s/ Randolph L. Marten
Randolph L. Marten
Chairman of the Board and

Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Report has been signed below on March 9, 2018, by the following persons on behalf of the Registrant and in the capacities indicated.

Signature	Title
/s/ Randolph L. Marten Randolph L. Marten	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)
/s/ James J. Hinnendael James J. Hinnendael	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Larry B. Hagness Larry B. Hagness	Director
/s/ Thomas J. Winkel Thomas J. Winkel	Director
/s/ Jerry M. Bauer Jerry M. Bauer	Director
/s/ Robert L. Demorest	Director

Robert L. Demorest

/s/ G. Larry Owens G. Larry Owens	Director
/s/ Ronald R. Booth Ronald R. Booth	Director

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SCHEDULE II

MARTEN TRANSPORT, LTD.

Valuation and Qualifying Accounts and Reserves
(In thousands)

Description	Balance at Beginning of Year	Charged to Costs and Expenses	Deductions	Balance at End of Year
Insurance and claims accruals:				
Year ended December 31, 2017	$ *19,440*	$ *53,609*	$ *(46,872*) [1]	$ *26,177*
Year ended December 31, 2016	*16,235*	*49,614*	*(46,409*) [1]	*19,440*
Year ended December 31, 2015	*13,998*	*45,271*	*(43,034*) [1]	*16,235*
Allowance for doubtful accounts:				
Year ended December 31, 2017	*275*	*33*	*(8*) [2]	*300*
Year ended December 31, 2016	*305*	*88*	*(118*) [2]	*275*
Year ended December 31, 2015	*475*	*59*	*(229*) [2]	*305*

(*1*) Claims payments
(*2*) Write-off of bad debts, net of recoveries

See report of independent registered public accounting firm.

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