

FORWARD AIR CORP
Form 8-K
May 10, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 10, 2017 (May 9, 2017)

FORWARD AIR CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|---|
| Tennessee | 000-22490 | 62-1120025 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

1915 Snapps Ferry Road, Building N
Greeneville, Tennessee 37745
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (423) 636-7000
Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

SECTION 5. CORPORATE GOVERNANCE AND MANAGEMENT.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 9, 2017, Forward Air Corporation (the “Company”) held its annual meeting of shareholders (the “Annual Meeting”), at which the Company’s shareholders approved proposals. The proposals are described in detail in the Proxy Statement.

Proposal 1

The Company’s shareholders elected seven individuals to the Board of Directors, as set forth below:

| Name | Votes For | Votes Withheld | Broker Non-Votes |
|----------------------|------------|----------------|------------------|
| Bruce A. Campbell | 27,410,986 | 426,108 | 909,605 |
| C. Robert Campbell | 27,680,148 | 156,946 | 909,605 |
| C. John Langley, Jr. | 27,635,565 | 201,529 | 909,605 |
| G. Michael Lynch | 27,295,061 | 542,033 | 909,605 |
| Ronald W. Allen | 26,833,406 | 1,003,688 | 909,605 |
| Douglas M. Madden | 27,446,716 | 390,378 | 909,605 |
| R. Craig Carlock | 27,446,716 | 390,378 | 909,605 |

Proposal 2

The Company’s shareholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2017, as set forth below:

| Votes For | Votes Against | Abstentions |
|------------|---------------|-------------|
| 28,154,063 | 592,612 | 24 |

Proposal 3

The Company’s shareholders voted to approve an advisory resolution on the Company’s executive compensation (“Say on Pay” vote), as set forth below:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 26,897,065 | 935,428 | 4,601 | 909,605 |

Proposal 4

The Company’s shareholders voted to approve an advisory resolution that future Say on Pay votes occur every one, two or three years (“Say on Frequency” vote), as set forth below:

| Votes For 1 Year | Votes for 2 Years | Votes for 3 Years | Abstentions |
|------------------|-------------------|-------------------|-------------|
| 22,251,027 | 29,666 | 5,554,724 | 1,677 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FORWARD AIR CORPORATION

Date: May 10, 2017 By: /s/ Michael J. Morris

Michael J. Morris

Chief Financial Officer, Senior Vice President and Treasurer