

COVENANT TRANSPORT INC
Form S-8 POS
June 12, 2006

As filed with the Securities and Exchange Commission on June 12, 2006

Registration No. 333-105880

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

**Post-Effective Amendment No. 1
to
FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Covenant Transport, Inc.

(Exact name of registrant as specified in its charter)

Nevada

*(State or other jurisdiction of
incorporation or
organization)*

88-0320154

*(I.R.S. Employer Identification
No.)*

**400 Birmingham Highway
Chattanooga, Tennessee**

*(Address of Principal Executive
Offices)*

37419

(Zip Code)

Covenant Transport, Inc. 2003 Incentive Stock Plan

(Full title of the plan)

David R. Parker

Chairman, President, and Chief Executive Officer

Covenant Transport, Inc.

400 Birmingham Highway

Chattanooga, Tennessee 37419

(Name and address of agent for service)

(423) 821-1212

(Telephone number, including area code, of agent for service)

Copy to:

Mark A. Scudder, Esq.

Scudder Law Firm, P.C., L.L.O.

411 South 13th Street, Suite 200

Lincoln, Nebraska 68508
(402) 435-3223

DEREGISTRATION OF SHARES

Covenant Transport, Inc., a Nevada corporation (the "Company"), originally filed this registration statement with the Securities and Exchange Commission on June 5, 2003, whereby the Company registered 1,250,000 shares of the Company's Class A common stock, \$0.01 par value per share ("Common Stock"), that had been approved for issuance under the Covenant Transport, Inc. 2003 Incentive Stock Plan (the "2003 Plan").

The Company now has adopted a new plan, the Covenant Transport, Inc. 2006 Omnibus Incentive Plan (the "2006 Plan"). Pursuant to Section 1.3 of the 2006 Plan, shares of Common Stock reserved for issuance under the 2003 Plan in excess of the number of shares of Common Stock as to which awards have been awarded thereunder are available for issuance under the 2006 Plan. As of June 5, 2006, a total of 475,819 shares of Common Stock were subject to outstanding but unexercised option grants, and a total of 766,031 shares of Common Stock were reserved for future stock grants, under the 2003 Plan. This Post-Effective Amendment No. 1 is being filed to deregister all shares of Common Stock reserved for issuance under the 2003 Plan that are not subject to outstanding but unexercised option grants.

Accordingly, this Post-Effective Amendment No. 1 is being filed to deregister 766,031 shares of Common Stock previously registered under the 2003 Plan. A new registration statement on Form S-8 will be filed by the Company to register shares of Common Stock issuable under the 2006 Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 (File No. 333-105880) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chattanooga, State of Tennessee, on June 12, 2006.

COVENANT TRANSPORT, INC.

By: /s/ DAVID R. PARKER
David R. Parker
Chairman of the Board,
President, and Chief
Executive Officer (Principal
Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature and Title</u>	<u>Date</u>
/s/ DAVID R. PARKER David R. Parker Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer); Director	June 12, 2006
/s/ JOEY B. HOGAN Joey B. Hogan Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 12, 2006
/s/ WILLIAM T. ALT William T. Alt Director	June 12, 2006
/s/ ROBERT E. BOSWORTH Robert E. Bosworth Director	June 12, 2006
/s/ HUGH O. MACLELLAN, JR. Hugh O. Maclellan, Jr. Director	June 12, 2006
/s/ BRADLEY A. MOLINE Bradley A. Moline Director	June 12, 2006

/s/ NIEL B. NIELSON
Niel B. Nielson
Director

June 12, 2006

/s/ MARK A. SCUDDER
Mark A. Scudder
Director

June 12, 2006