

PACER INTERNATIONAL INC

Form 4

April 02, 2014

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sutherland F. Franklin

2. Issuer Name **and** Ticker or Trading
Symbol
PACER INTERNATIONAL INC
[PACR]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O PACER INTERNATIONAL,
INC., 6805 PERIMETER DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/31/2014

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)
EVP, Intermodal Operations

DUBLIN, OH 43016

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock (1) (2)	03/31/2014		D	19,479	D \$ 0 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 5.42	03/31/2014		D	29,862	<u>(3)</u>	03/05/2019	Common Stock	29,862
Option to Buy	\$ 4.3	03/31/2014		D	21,752	<u>(3)</u>	03/05/2020	Common Stock	21,752

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sutherland F. Franklin C/O PACER INTERNATIONAL, INC. 6805 PERIMETER DRIVE DUBLIN, OH 43016	EVP, Intermodal Operations

Signatures

Lisa O. Taylor, attorney
in fact 04/02/2014

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On January 5, 2014, Pacer International, Inc. (the "Company") entered into an Agreement and Plan of Merger by and among XPO Logistics, Inc., a Delaware corporation, and Acquisition Sub, Inc., a Tennessee corporation and an indirect wholly owned subsidiary of XPO (the "Merger"). The Merger was effective at 11:59 p.m., Eastern Time, on March 31, 2014 (the "Effective Time").

(1) In the Merger, each share of the Company's common stock issued and outstanding as of immediately prior to the Merger was converted into the right to receive a combination of \$6.00 in cash and 0.1017 of a share of XPO common stock (the "Per Share Merger Consideration").

(2) At the Effective Time of the Merger, each outstanding to purchase shares under the Pacer stock plans, vested or unvested, was cancelled and entitled the holder of the option to receive an amount in cash (less applicable taxes required to be withheld) equal to the total number of shares subject to the option immediately prior to the effective time multiplied by the excess of (1) \$9.00 over (2) the exercise price per share for the stock option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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