

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 *
STARZEL ROBERT F

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
☒ Officer (give title ☒ Other (specify
below) below)
Director, Pacer International

DUBLIN, OH 43016

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u> <u>(2)</u> <u>(3)</u>	03/31/2014		D		39,959	D	\$ 0 0
						D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STARZEL ROBERT F C/O PACER INTERNATIONAL, INC. 6805 PERIMETER DRIVE DUBLIN, OH 43016	X Director, Pacer International

Signatures

Dana G. Welcker, as 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").
- 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").
- In addition, at the Effective Time of the Merger, each outstanding Pacer common share subject to vesting restrictions, such as the reporting person's restricted stock award, by virtue of the merger, was cancelled and entitled the shareholder to receive the Per Share Merger Consideration with respect to each restricted share, less applicable shares required to be withheld.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.