KNIGHT TRANSPORTATION INC
Form 10-Q
August 08, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q
(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2017

Or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number: 001-32396

KNIGHT TRANSPORTATION, INC.
(Exact name of registrant as specified in its charter)

Arizona	86-0649974
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

20002 North 19th Avenue
Phoenix, Arizona
85027
(Address of Principal Executive Offices)
(Zip Code)

Registrant's telephone number, including area code:	602-269-2000

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 (§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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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 [X] Accelerated filer [ ]
Non-accelerated filer [ ] 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 Rule 12b-2 of the Exchange Act).
Yes No

The number of shares outstanding of registrant's common stock, par value $0.01 per share, as of July 31, 2017, was 80,658,140 shares.

KNIGHT TRANSPORTATION, INC.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

KNIGHT TRANSPORTATION, INC. AND SUBSIDIARIES
Condensed Consolidated Unaudited Balance Sheets
(in thousands)

	June 30, 2017	December 31, 2016
ASSETS		
Current Assets:		
Cash and cash equivalents	$88,706	$8,021
Trade receivables, net of allowance for doubtful accounts of $2,544 and $2,727, respectively	127,252	142,167
Notes receivable, net of allowance for doubtful notes receivable of $231 and $240, respectively	646	560
Prepaid expenses	11,703	13,244
Assets held for sale	13,845	9,634
Other current assets	8,208	8,159
Income tax receivable	11,280	8,406
Total current assets	261,640	190,191
Property and Equipment:		
Revenue equipment	892,240	910,042
Land and land improvements	54,816	54,106
Buildings and building improvements	148,473	145,866
Furniture and fixtures	22,198	20,241
Shop and service equipment	17,058	16,859
Leasehold improvements	4,735	4,735
Gross property and equipment	1,139,520	1,151,849
Less: accumulated depreciation and amortization	(379,624)	(348,991)
Property and equipment, net	759,896	802,858
Notes receivable, long-term	2,618	3,047
Goodwill	47,021	47,031
Intangible assets, net	2,325	2,575
Other long-term assets, restricted cash and investments	25,908	32,823
Total long-term assets	837,768	888,334
Total assets	$1,099,408	$1,078,525

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

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KNIGHT TRANSPORTATION, INC. AND SUBSIDIARIES
Condensed Consolidated Unaudited Balance Sheets (continued)
(in thousands, except par values)

	June 30, 2017	December 31, 2016
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$12,775	$18,006
Accrued payroll and purchased transportation	27,008	25,017
Accrued liabilities	21,429	16,722
Claims accrual – current portion	19,905	18,633
Dividend payable – current portion	287	272
Total current liabilities	81,404	78,650
Long-term Liabilities:		
Claims accrual – long-term portion	14,167	13,290
Long-term dividend payable and other liabilities	1,781	1,854
Deferred tax liabilities	183,518	178,000
Long-term debt	-	18,000
Total long-term liabilities	199,466	211,144
Total liabilities	280,870	289,794
Commitments and Contingencies (Note 6)		
Shareholders' Equity:		
Preferred stock, $0.01 par value; 50,000 shares authorized; none issued and outstanding	-	-
Common stock, $0.01 par value; 300,000 shares authorized; 80,634 and 80,229 shares issued and outstanding at June 30, 2017 and December 31, 2016, respectively	806	802
Additional paid-in capital	231,551	223,267
Retained earnings	583,988	562,404
Total Knight Transportation shareholders' equity	816,345	786,473
Noncontrolling interest	2,193	2,258
Total shareholders' equity	818,538	788,731
Total liabilities and shareholders' equity	$1,099,408	$1,078,525

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

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KNIGHT TRANSPORTATION, INC. AND SUBSIDIARIES
Condensed Consolidated Unaudited Statements of Income
(in thousands, except per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
REVENUE:				
Revenue, before fuel surcharge	$247,022	$253,859	$492,002	$507,442
Fuel surcharge	26,221	22,459	52,423	40,964
Total revenue	273,243	276,318	544,425	548,406
OPERATING EXPENSES:				
Salaries, wages and benefits	79,944	84,440	162,454	168,043
Fuel	33,719	33,429	68,952	60,200
Operations and maintenance	20,596	19,094	41,249	37,104
Insurance and claims	8,294	8,257	16,865	17,080
Operating taxes and licenses	4,615	4,612	9,046	10,099
Communications	1,018	1,043	2,204	2,248
Depreciation and amortization	29,371	28,955	59,053	57,357
Purchased transportation	58,299	53,918	116,924	111,703
Miscellaneous operating expenses	4,799	4,489	12,452	7,764
Merger-related costs	4,178	-	4,178	-
Total operating expenses	244,833	238,237	493,377	471,598
Operating income	28,410	38,081	51,048	76,808
Interest income	130	82	189	176
Interest expense	(54)	(258)	(136)	(559)
Other income	601	1,927	1,322	3,213
Income before income taxes	29,087	39,832	52,423	79,638
Income taxes	10,828	14,618	19,058	30,955
Net income	18,259	25,214	33,365	48,683
Net income attributable to noncontrolling interest	(289)	(296)	(518)	(748)
Net income attributable to Knight Transportation	$17,970	$24,918	$32,847	$47,935
Earnings per share:				
Basic	$0.22	$0.31	$0.41	$0.60
Diluted	$0.22	$0.31	$0.40	$0.59
Dividends declared per share	$0.06	$0.06	$0.12	$0.12
Weighted Average Shares Outstanding:				
Basic	80,520	80,105	80,416	80,407
Diluted	81,349	80,983	81,276	81,191

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

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KNIGHT TRANSPORTATION, INC. AND SUBSIDIARIES
Condensed Consolidated Unaudited Statements of Comprehensive Income
(in thousands)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net income	$18,259	$25,214	$33,365	$48,683
Other comprehensive income, net of tax:				
Realized gains from available-for-sale securities reclassified to net income[(1)]	-	(907)	-	(1,888)
Unrealized (loss)/gain from changes in fair value of available-for-sale securities[(2)]	-	(75)	-	48
Comprehensive income	18,259	24,232	33,365	46,843
Comprehensive income attributable to noncontrolling interest	(289)	(296)	(518)	(748)
Comprehensive income attributable to Knight Transportation	$17,970	$23,936	$32,847	$46,095

(1) Net of current income tax expense of $0, $567, $0, and $1,181, respectively.
(2) Net of deferred income tax expense / (benefit) of $0, $(50), $0, and $24, respectively.

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

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KNIGHT TRANSPORTATION, INC. AND SUBSIDIARIES
Condensed Consolidated Unaudited Statements of Cash Flows
(in thousands)

	Six Months Ended June 30, 2017	2016
Cash Flows From Operating Activities:		
Net income	$33,365	$48,683
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	59,053	57,357
Gain on sale of equipment	(1,638)	(5,845)
Gain from sale of available-for-sale securities	-	(3,069)
Transportation Resource Partners impairment	56	-
Income from investment in Transportation Resource Partners	(1,382)	(144)
Non-cash compensation expense for issuance of common stock to certain members of the Board of Directors	398	398
Provision for doubtful accounts and notes receivable	17	317
Stock-based compensation expense, net	1,573	2,581
Deferred income taxes	5,518	4,193
Changes in operating assets and liabilities:		
Trade receivables	14,900	(3,115)
Other current assets	(50)	5,044
Prepaid expenses	1,542	5,425
Income tax receivable	(2,874)	24,043
Other long-term assets	140	185
Accounts payable	(1,982)	5,363
Accrued liabilities	6,906	(8,951)
Claims accrual	2,149	3,093
Net cash provided by operating activities	117,691	135,558
Cash Flows From Investing Activities:		
Purchases of property and equipment	(35,513)	(75,446)
Proceeds from sale of equipment/assets held for sale	12,926	40,050
Proceeds from notes receivable	1,266	262
Change in restricted cash and investments	(24)	(19)
Proceeds from sale of available-for-sale securities	-	5,183
Cash payments to Transportation Resource Partners	(712)	(11,028)
Cash proceeds from Transportation Resource Partners	8,846	423
Net cash used in investing activities	(13,211)	(40,575)

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

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KNIGHT TRANSPORTATION, INC. AND SUBSIDIARIES
Condensed Consolidated Unaudited Statements of Cash Flows (continued)
(in thousands)

	Six Months Ended June 30, 2017	2016
Cash Flows From Financing Activities:		
Dividends paid	$(9,926)	$(9,938)
Payments to repurchase company stock	-	(36,566)
Payments on line of credit borrowings, net	(18,000)	(52,000)
Shares withheld for employee taxes related to stock-based compensation	(1,603)	(1,344)
Cash distribution to noncontrolling interest holder	(584)	(972)
Proceeds from exercise of stock options	6,318	6,710
Net cash used in financing activities	(23,795)	(94,110)
Net increase in Cash and Cash Equivalents	80,685	873
Cash and Cash Equivalents, beginning of period	8,021	8,691
Cash and Cash Equivalents, end of period	$88,706	$9,564
Supplemental Disclosures:		
Non-cash investing and financing transactions:		
Equipment acquired included in accounts payable	$396	$12,528
Transfer from property and equipment to assets held for sale	$14,920	$18,776
Financing provided to independent contractors for equipment sold	$1,172	$157
Net dividend accrued for restricted stock units	$6	$77
Cash flow information:		
Income taxes paid	$16,351	$2,667
Interest expense paid	$138	$591

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

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KNIGHT TRANSPORTATION, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS

Note 1. Financial Information

References in this Report on Form 10-Q to "we," "us," "our," "Knight," or the "Company" or similar terms refer to Knight Transportation, Inc. and its consolidated subsidiaries. All inter-company balances and transactions have been eliminated in consolidation.

The accompanying condensed consolidated unaudited financial statements of Knight Transportation, Inc. and its subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States of America and Regulation S-X, instructions to Form 10-Q, and other relevant rules and regulations of the Securities and Exchange Commission (the "SEC"), as applicable to the preparation and presentation of interim financial information. Certain information and footnote disclosures have been omitted or condensed pursuant to such rules and regulations. We believe all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Results of operations in interim periods are not necessarily indicative of results for a full year. These condensed consolidated unaudited financial statements and notes thereto should be read in conjunction with our consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2016.

On April 10, 2017, we announced that our board of directors and the board of directors of Swift Transportation Company (“Swift”) unanimously approved a merger of Knight and Swift in an all-stock transaction. The combined company will be named Knight-Swift Transportation Holdings Inc. (“Knight-Swift”). Under the terms of the definitive agreement, each Swift share will convert into 0.72 shares of Knight-Swift by means of a reverse stock split. Each share of Knight will be exchanged for one Knight-Swift share. Upon closing the transaction, Swift shareholders will own approximately 54% and Knight shareholders will own approximately 46% of Knight-Swift. The transaction, which is expected to close in the third quarter of 2017, is subject to customary conditions, including the approval of the shareholders of Knight and Swift.

During the six months ended June 30, 2017, we recorded approximately $4.2 million ($2.6 million after-tax) of direct and incremental costs associated with merger-related activities. These costs were primarily incurred for legal and professional fees associated with the previously announced transaction with Swift. These costs were recorded in the ”Merger-related costs” line in the accompanying condensed consolidated statements of income.

During the fourth quarter of 2016, we early adopted Accounting Standards Update No. 2016-09, Compensation - Stock Compensation (Topic 718): Improvement to Employee Share-Based Payment Accounting (ASU 2016-09). The standard requires us to reflect any adoption adjustments as of the beginning of the annual period that includes the interim period of adoption. As such, our condensed consolidated statements of income, statements of comprehensive income and statements of cash flows for the three and six months ended June 30, 2016, have been recast to include the impact of ASU 2016-09 adoption. See "Note 1—Significant Accounting Policies" in the notes to our consolidated financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 for detailed adoption information.

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Note 2. Stock-Based Compensation

In May 2015, our shareholders approved the Amended and Restated 2015 Omnibus Incentive Plan (the "2015 Plan"). This plan combines into a single plan the Company's 2005 Executive Cash Bonus Plan (the "2005 Plan") and the 2012 Equity Compensation Plan (the "2012 Plan") and allows for future grants under the 2015 Plan. Grants outstanding under the 2005 Plan and 2012 Plan will continue in force and effect and continue to be governed solely by the terms and conditions of the instrument evidencing such grants, and will be interpreted under the terms of the 2005 Plan and the 2012 Plan, as applicable. Since approval of the 2015 Plan in May 2015, all grants of stock-based compensation are made under the 2015 Plan. Stock-based compensation expense for the three months and six months ended June 30, 2017, and 2016, are as follows (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Stock compensation expense for options, net of forfeitures	$482	$513	$830	$884
Stock compensation (benefit)/expense for restricted stock units and performance restricted stock units, net of forfeitures	(328)	1,288	743	1,697
Total stock compensation expense, net of forfeitures	$154	$1,801	$1,573	$2,581

Our policy is to recognize compensation expense on a straight-line basis over the requisite service period for the entire award.

As of June 30, 2017, we have approximately $5.0 million of unrecognized compensation expense related to unvested options. We expect to recognize this cost over a weighted-average period of 2.0 years and a total period of 3.9 years. We have approximately $10.6 million of unrecognized compensation expense related to restricted stock unit awards, which we expect to recognize over a weighted-average period of 3.1 years and a total period of 5.6 years. We also have approximately $0.5 million of unrecognized compensation cost related to unvested performance restricted stock units ("PRSUs"), which we expect to recognize over a weighted-average period of 2.0 years and total period of 2.6 years.

A total of 497,421 and 569,480 stock options were granted in the first six months of 2017 and 2016, respectively. We received approximately $6.3 million in cash from the exercise of stock options during the six months ended June 30, 2017, compared to $6.7 million for the same period in 2016.

A summary of the option award activity under our equity compensation plans for the six months ended June 30, 2017, is presented below:

	Option Totals	Weighted Average Exercise Price Per Share
Outstanding as of December 31, 2016	1,737,400	$ 23.19
Granted	497,421	33.35
Exercised	(342,307)	20.76
Forfeited	(121,861)	26.56
Outstanding as of June 30, 2017	1,770,653	$ 26.29

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The fair value of each option grant is estimated on the grant date using the Black-Scholes option valuation model. Listed below are the weighted-average assumptions used for the fair value computation:

	Six Months Ended June 30, 2017	2016
Dividend yield (1)	0.72 %	0.99 %
Expected volatility (2)	27.95 %	27.91 %
Risk-free interest rate (3)	1.49 %	0.90 %
Expected term (4)	3.22 years	2.74 years
Weighted-average fair value of options granted	$6.78	$4.28

(1) Dividend yield – the dividend yield is based on our historical experience and future expectation of dividend payouts.
(2) Expected volatility – we analyzed the volatility of our stock using historical data.
(3) Risk-free interest rate – the risk-free interest rate assumption is based on U.S. Treasury securities at a constant maturity with a maturity period that most closely resembles the expected term of the stock option award.
(4) Expected term – the expected term of employee stock options represents the weighted-average period the stock options are expected to remain outstanding and has been determined based on an analysis of historical exercise behavior.

A total of 124,145 and 4,350 restricted stock unit awards were granted during the first six months of 2017 and 2016, respectively. A summary of the restricted stock unit award activity under our equity compensation plans for the six months ended June 30, 2017, is presented below:

	Number of Restricted Stock Unit Awards	Weighted Average Grant Date Fair Value
Unvested as of December 31, 2016	686,786	$ 16.46
Granted	124,145	33.35
Vested	(124,991)	16.78
Forfeited	(26,264)	17.31
Unvested as of June 30, 2017	659,676	$ 19.90

The fair value of each restricted stock unit is based on the closing market price on the date of grant.

The Company issues PRSUs to selected key employees, that may be earned based on achieving performance targets approved by our Compensation Committee annually. The initial award is subject to an adjustment determined by our performance achieved over a three-year performance period when compared to the objective performance standards adopted by the Compensation Committee; this adjustment ranges from 0 percent to 150 percent of the initial amount of the grant. A further adjustment is made based on our total shareholder return compared to a peer group approved by our Compensation Committee. This adjustment ranges from 75 percent to 125 percent of the award after adjustment for our performance. Furthermore, the PRSUs have additional service requirements subsequent to the achievement of the performance targets. PRSUs do not earn dividend equivalents, and are subject to accelerated vesting upon a change of control.

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No PRSUs were granted in the first six months of 2017 and 177,741 PRSUs were granted in the first six months of 2016. A summary of the PRSU activity under our equity compensation plans for the six months ended June 30, 2017 is presented below:

	Number of Performance Restricted Stock Unit Awards	Weighted Average Grant Date Fair Value
Unvested as of December 31, 2016	508,478	$ 25.60
Granted	-	-
Shares earned above target	-	-
Vested	-	-
Cancelled	(10,112)	25.40
Unvested as of June 30, 2017	498,366	$ 25.60

The number of granted shares, cancelled shares, and unvested shares are included in the table above based on the performance target established at the initial grant date.

The fair value of each PRSU grant is estimated on the grant date using the Monte Carlo Simulation valuation model. Listed below are the weighted-average assumptions used for the fair value computation:

	Six Months Ended June 30, 2017	2016
Dividend yield (1)	-	0.99 %
Expected volatility (2)	-	27.95 %
Average peer volatility (2)	-	34.37 %
Average peer correlation coefficient (3)	-	0.6022
Risk-free interest rate (4)	-	0.89 %
Expected term (5)	-	2.84
Weighted-average fair value of PRSUs granted	-	$23.89

(1) The dividend yield, used to project stock price to the end of the performance period, is based on our historical experience and future expectation of dividend payouts. Total shareholder return is determined assuming that dividends are reinvested in the issuing entity over the performance period, which is mathematically equivalent to utilizing a 0% dividend yield.

(2) We (or peer company) estimated volatility using our (or their) historical share price performance over the remaining performance period as of the grant date.

(3) The correlation coefficients are used to model the way in which each entity tends to move in relation to each other; the correlation assumptions were developed using the same stock price data as the volatility assumptions.

(4) The risk-free interest rate assumption is based on U.S. Treasury securities at a constant maturity with a maturity period that most closely resembles the expected term of the performance award.

(5) Since the Monte Carlo simulation valuation is an open form model that uses an expected life commensurate with the performance period, the expected life of the PRSUs was assumed to be the period from the grant date to the end of the performance period.

Note 3. Earnings Per Share

A reconciliation of the basic and diluted earnings per share computations for the three months and six months ended June 30, 2017 and 2016, respectively, is as follows (dollars in thousands except per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Weighted-average common shares outstanding – basic	80,520	80,105	80,416	80,407
Dilutive effect of stock options and unvested restricted stock units[(1)]	829	878	860	784
Weighted-average common shares outstanding – diluted	81,349	80,983	81,276	81,191
Net income attributable to Knight Transportation[(1)]	$17,970	$24,918	$32,847	$47,935
Basic earnings per share	$0.22	$0.31	$0.41	$0.60
Diluted earnings per share	$0.22	$0.31	$0.40	$0.59

(1) We early adopted ASU 2016-09, Improvements to Employee Share-Based Payment Accounting during the fourth quarter of 2016. The adoption of this standard resulted in the recognition of $1.8 million of excess tax benefits to the income tax provision for the year ended December 31, 2016. Net income and shares outstanding data for the three months and six months ended June 30, 2016 are presented as if the ASU was adopted at the beginning of 2016.

Certain shares of options, restricted stock units, and PRSUs (collectively, “equity awards”) were excluded from the computation of diluted earnings per share because the equity awards’ exercise prices were greater than the average market price of the common shares and the sum total of assumed proceeds resulted in fewer shares repurchased than the weighted equity awards outstanding hypothetically exercised per the treasury method.

The number of anti-dilutive shares are:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Number of anti-dilutive shares	379,127	1,274,322	312,128	1,185,126

Note 4. Segment Information

We have two operating and reportable segments: (i) the Trucking segment comprised of three operating units (Dry Van, Refrigerated, and Drayage), and (ii) the Logistics segment comprised of two operating units (Brokerage and Intermodal). We also provide logistics, freight management and other non-trucking services through our Logistics businesses. Through our Trucking and Logistics segment capabilities, we are able to transport, or can arrange for the transportation of, general commodities for customers throughout the United States and parts of Canada and Mexico.

In determining our reportable segments, we focus on financial information such as total revenues and expenses, operating income, operating ratios, and other key operating statistics common in the industry. The chief operating decision maker also uses this information to evaluate segment performance and allocate resources to our operations.

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Our segments provide transportation and related services for one another. Such services are billed at cost, and no profit is earned. Such intersegment revenues and expenses are eliminated in our consolidated results.

The following table sets forth revenue and operating income between the Trucking and Logistics segments for the three months and six months ended June 30, 2017 and 2016 (dollars in thousands).

	Three Months Ended June 30, 2017		Three Months Ended June 30, 2016		Six Months Ended June 30, 2017		Six Months Ended June 30, 2016	
Revenues:	$	%	$	%	$	%	$	%
Trucking Segment	$220,323	80.6	$226,423	81.9	$439,013	80.6	$444,379	81.0
Logistics Segment	54,867	20.1	51,703	18.7	109,055	20.0	110,312	20.1
Subtotal	275,190		278,126		548,068		554,691	
Intersegment Eliminations Trucking	(53)	0.0	(34)	0.0	(81)	0.0	(72)	0.0
Intersegment Eliminations Logistics	(1,894)	(0.7)	(1,774)	(0.6)	(3,562)	(0.6)	(6,213)	(1.1)
Total	$273,243	100 %	$276,318	100 %	$544,425	100 %	$548,406	100 %
Operating Income:								
Trucking Segment	$25,762	90.7	$35,286	92.7	$46,022	90.2	$71,208	92.7
Logistics Segment	2,648	9.3	2,795	7.3	5,026	9.8	5,600	7.3
Total	$28,410	100 %	$38,081	100 %	$51,048	100 %	$76,808	100 %

No segmental asset or liability information is provided as we do not prepare balance sheets by segment, and the chief operating decision maker does not review segment assets or liabilities to make operating decisions.

Note 5. Joint Ventures

In 2014, we formed an Arizona limited liability company, Kool Trans, LLC, for the purpose of expanding our refrigerated trucking business. In 2015, we changed the company name to Kold Trans, LLC. We are entitled to 80% of the profits of the entity and have effective control over the management of the entity. In accordance with ASC 810-10-15-8, Consolidation, we consolidate the financial activities of this entity into these condensed consolidated financial statements. The noncontrolling interest for this entity is presented as a separate component of the condensed consolidated financial statements.

In 2010, we partnered with a non-related investor to form an Arizona limited liability company for the purpose of sourcing commercial vehicle parts. We contributed $26,000 to acquire 52% ownership of this entity. In accordance with ASC 810-10-15-8, Consolidation, we consolidate the financial activities of this entity into the condensed consolidated financial statements. The noncontrolling interest for this entity is presented as a separate component of the condensed consolidated financial statements.

Note 6. Commitments and Contingencies

We are a party to certain claims and pending litigation arising in the normal course of business. These proceedings primarily involve claims for personal injury, property damage, physical damage, and cargo loss incurred in the transportation of freight or for personnel matters, as well as certain class action litigation in which plaintiffs allege failure to provide meal and rest breaks, unpaid wages, unauthorized deductions, and other items.

We are insured against auto liability (“AL”) claims under a primary self-insured retention ("SIR") policy with retention ranging from $1.0 million to $3.0 million per occurrence and in some years, depending on the applicable policy year, we have been responsible for aggregate losses up to $1.5 million within the primary AL layer. For the policy period March 1, 2017 to March 1, 2018, the SIR is $1.0 million, subject to an annual aggregate limit. For the policy period March 1, 2016 to March 1, 2017, the SIR was $2.5 million with no additional aggregate limits or deductibles within the primary AL policy. We secured excess liability coverage up to $130.0 million per occurrence for the policy periods March 1, 2017 to March 1, 2018, and March 1, 2016 to March 1, 2017. We also carry a $2.5 million aggregate deductible for any loss or losses within the excess coverage layer.

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We are self-insured for workers' compensation coverage. In the first quarter of 2016, the self-retention level was increased from a maximum $500,000 per occurrence to a maximum $1.0 million per occurrence. We also maintain primary and excess coverage for employee medical expenses and hospitalization, with self-insured retention of $240,000 per claimant in 2017 and 2016.

Based on our present knowledge of the facts, and in certain cases, advice of outside counsel, management believes the resolution of open claims and pending litigation, taking into account existing reserves, and accrued liabilities recorded is not likely to have a materially adverse effect on our consolidated financial statements.

Note 7. Property and Equipment

To ensure that our facilities remain modern and efficient, we periodically have facility upgrades, or new construction, in process at our various service center or corporate headquarters locations. Until these projects are completed, we consider these to be assets not yet placed in service and they are not depreciated. Once they are placed into service, we depreciate them according to our depreciation policy. At June 30, 2017 and December 31, 2016, we had approximately $4.9 million and $13.0 million, respectively, of facility construction in process assets included under "Buildings and building improvements" on the accompanying condensed consolidated balance sheets.

Note 8. Goodwill and Intangibles, net

Goodwill represents the excess of the purchase price of our acquisitions over the fair value of the net assets acquired. The tax benefit from the recognition on the tax return of the amortization of the excess tax goodwill over book goodwill is treated as a reduction in the book basis of goodwill.

The changes in the carrying amounts of goodwill were as follows (dollars in thousands):

	Six Months Ended June 30, 2017
Goodwill at beginning of period	$47,031
Amortization relating to deferred tax assets	(10)
Goodwill at end of period	$47,021

In conjunction with our acquisitions, identifiable intangible assets subject to amortization have been recorded at fair value and are being amortized over a weighted-average amortization period of 7.6 years.

Intangible asset balances were as follows (dollars in thousands):

	June 30, 2017	December 31, 2016
Gross carrying amount	$3,700	$ 3,700
Accumulated amortization	(1,375)	(1,125)
Intangible assets, net	$2,325	$ 2,575

Amortization expense associated with these intangible assets was $0.1 million and $0.2 million for the three and six months ended June 30, respectively, in both 2017 and 2016, and is included in “Depreciation and amortization” on the accompanying condensed consolidated statements of income. Future amortization expense for intangible assets is estimated at $0.3 million for the remainder of 2017, $0.5 million for each of the years 2018 and 2019, $0.4 million per year in 2020 and 2021, and $0.3 million in 2022.

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Note 9. Investments and Related Commitments

Investment balances included in “Other long-term assets, restricted cash and investments” on our accompanying condensed consolidated balance sheets were as follows (dollars in thousands):

	June 30, 2017	December 31, 2016
Investment in Transportation Resource Partners (TRP)	$211	$ 214
Investment in Transportation Resource Partners III (TRP III)	2,523	5,882
Investment in Transportation Resource Partners IV (TRP IV)	2,134	1,882
Investment in Transportation Resource Partners CoInvest Partners, (NTI) I, LP (TRP Coinvestment)	8,973	10,000
Investment in Transportation Resource Partners CoInvest Partners, (QLS) I, LP (TRP Coinvestment QLS)	7,062	9,735
	$20,903	$ 27,713

In 2003, we signed a partnership agreement with Transportation Resource Partners ("TRP"), a company that makes privately negotiated equity investments. Per the original partnership agreement, we committed to invest $5.0 million in TRP. In 2006, we increased the commitment amount to $5.5 million. We recorded impairment of approximately $3,000 in the second quarter of 2017, and no impairment was recorded in the second quarter of 2016. Our investment in TRP is accounted for using the cost method, as the level of influence over the operations of TRP is minor, and the balance is included in "Other long-term assets, restricted cash and investments" on our accompanying condensed consolidated balance sheets.

In 2008, we formed Knight Capital Growth, LLC and committed $15.0 million to invest in another partnership managed and operated by the managers and principals of TRP. This partnership, Transportation Resource Partners III, LP ("TRP III"), is focused on investment opportunities similar to TRP. In 2015, TRP III released us from $2.1 million of our outstanding commitment. As of June 30, 2017, we have contributed approximately $11.1 million to TRP III, leaving an outstanding commitment of $1.8 million. We recorded income from our investment in TRP III of approximately $0.6 million, and received distributions of $3.6 million for the second quarter of 2017, and income of approximately $0.5 million for the second quarter of 2016. We recorded income from our investment in TRP III of approximately $1.1 million, and received distributions of $4.5 million for the six months ended June 30, 2017, and recorded income of approximately $0.1 million, and received distributions of $0.4 million for the six months ended June 30, 2016. Our investment in TRP III is accounted for using the equity method, and the carrying value of our investment is included in "Other long-term assets, restricted cash and investments" on our accompanying condensed consolidated balance sheets.

In 2015, we committed to invest in another TRP partnership, TRP Capital Partners, LP (“TRP IV”). TRP IV is managed and operated by the managers and principals of TRP and TRP III, and is focused on similar investment opportunities. We committed to contribute a total of $4.9 million to TRP IV, and have contributed approximately $2.4 million, including approximately $0.7 million in the six months ended June 30, 2017, leaving an outstanding commitment of approximately $2.5 million as of June 30, 2017. We received distributions from TRP IV of approximately $0.4 million, and recorded impairment of approximately $53,000 in the six months ended June 30, 2017. Our investment in TRP IV is accounted for using the cost method, as the level of influence over the operations of TRP IV is minor, and the balance is included in "Other long-term assets, restricted cash and investments" on our accompanying condensed consolidated balance sheets.

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In the first quarter of 2016, we committed to invest in another TRP partnership, TRP CoInvest Partners, (NTI) I, LP ("TRP Coinvestment"). The new partnership is managed and operated by the managers and principals of the other TRP partnerships, and is focused on similar investment opportunities. We committed to contribute, and have paid a total of, $10.0 million to the new partnership, leaving no outstanding commitment as of June 30, 2017. We recorded a gain from our investment in TRP Coinvestment of approximately $4,000 in the second quarter of 2017, and no income or loss was recorded in the second quarter of 2016. We recorded a loss from our investment in TRP Coinvestment of approximately $1.0 million in the six months ended June 30, 2017, and no income or loss was recorded in the six months ended June 30, 2016. Our investment in TRP Coinvestment is accounted for using the equity method, and the carrying value is included in "Other long-term assets, restricted cash and investments" on our accompanying condensed consolidated balance sheets.

In the third quarter of 2016, we committed to invest in another TRP partnership, TRP CoInvest Partners, (QLS) I, LP ("TRP Coinvestment QLS"). The new partnership is managed and operated by the managers and principals of the other TRP partnerships, and is focused on similar investment opportunities. We committed to contribute, and have paid a total of, $9.7 million to the new partnership, leaving no outstanding commitment as of June 30, 2017. We recorded income from our investment in TRP Coinvestment QLS of approximately $5,000 in the second quarter of 2017, and we recorded income from our investment in TRP Coinvestment QLS of approximately $1.3 million, and received distributions of approximately $4.0 million for the six months ended June 30, 2017. Our investment in TRP Coinvestment is accounted for using the equity method, and the carrying value is included in "Other long-term assets, restricted cash and investments" on our accompanying condensed consolidated balance sheets.

Note 10. Marketable Equity Securities

We have, from time to time, held certain marketable equity securities classified as available-for-sale securities, which are recorded at fair value with unrealized gains and losses, net of tax, as a component of "Accumulated other comprehensive income" in shareholders' equity on the accompanying condensed consolidated balance sheets. Realized gains and losses on available-for-sale securities are included in the determination of net income. We use specific identification to determine the cost of securities sold, or amounts reclassified out of accumulated other comprehensive income into earnings and included in "Other income" on the accompanying condensed consolidated statements of income.

The following table shows the Company's realized gains during the three and six month periods ended June 30, 2017 and 2016, on certain securities that were classified as available-for-sale (dollars in thousands).

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Realized gains				
Sales proceeds	-	$2,330	-	$5,183
Cost of securities sold	-	856	-	2,114
Realized gain	-	$1,474	-	$3,069
Realized gains, net of taxes	-	$907	-	$1,888

During the third quarter of 2016, we disposed of our holdings in available-for-sale equity investments, leaving no balance on the accompanying condensed consolidated balance sheets as of June 30, 2017 or December 31, 2016.

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Note 11. Assets Held for Sale

Revenue equipment that is not utilized in continuing operations and is held for sale is classified as "Assets held for sale" on the accompanying condensed consolidated balance sheets. Assets held for sale at June 30, 2017 and December 31, 2016, totaled $13.8 million and $9.6 million, respectively. Assets held for sale are no longer subject to depreciation, and are recorded at the lower of depreciated carrying value or fair market value less selling costs. We expect to sell these assets and replace them with new assets within twelve months of being classified as "Assets held for sale."

Note 12. Income Taxes

We account for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. For interim reporting purposes, our income tax provisions are recorded based on the estimated annual effective tax rate. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statement and tax bases of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

We record net deferred tax assets to the extent we believe these assets will more likely than not be realized. In making such determination, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies, and recent financial operations. A valuation allowance for deferred tax assets has not been deemed necessary due to our profitable operations.

We recognize a tax benefit from an uncertain tax position when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. We file federal and state income tax returns with varying statutes of limitations. The 2012 through 2016 tax years remain subject to examination by federal and state tax authorities. As of June 30, 2017, and December 31, 2016, cumulative gross unrecognized tax benefits were $0.7 million.

If recognized, the $0.7 million balance of unrecognized tax benefits as of June 30, 2017 would affect our effective tax rate, but would not result in adjustments to other tax accounts, including deferred taxes.

We believe it is reasonably possible that a decrease of up to $0.7 million in unrecognized tax benefits related to federal tax credit claims for refund may be necessary within the coming year due to settlement of such tax credit claims with the relevant taxing authority.

Potential interest and penalty accruals and reversals related to unrecognized tax benefits are recognized as a component of income tax expense. As of June 30, 2017, and December 31, 2016, there were no interest or penalties accrued related to unrecognized tax benefits.

Note 13. Company Share Repurchase Program

In 2011, our Board of Directors unanimously authorized the repurchase of 10.0 million shares of our common stock. The repurchase authorization is intended to afford flexibility to acquire shares opportunistically in future periods and does not indicate an intention to repurchase any particular number of shares within a definite timeframe. Any repurchases would be effected based upon share price and market conditions. Our share repurchase program does not obligate us to acquire any specific number of shares. Under the program, shares may be repurchased in privately negotiated and/or open market transactions, including under plans complying with Rule 10b5-1 under the Exchange

Act.

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Under the share repurchase program, we made no repurchases of our common stock in the three months or six months ended June 30, 2017, and repurchased 0.4 million shares for $9.5 million in the three months ended June 30, 2016, and 1.5 million shares for $36.6 million in the six months ended June 30, 2016. As of June 30, 2017, there were 4.2 million shares remaining for future purchases under our repurchase program. The repurchase authorization will remain in effect until the share limit is reached or the program is terminated.

Note 14. Fair Value Measurements

Our assets and liabilities measured at fair value are based on principles set forth in ASC 820-10, Fair Value Measurements and Disclosure, for recurring and non-recurring fair value measurements of financial and non-financial assets and liabilities. This standard defines fair value, establishes a framework for measuring fair value under generally accepted accounting principles in the United States, and expands disclosures about fair value measurements. This standard establishes a three-level hierarchy for fair value measurements based upon the significant inputs used to determine fair value. Observable inputs are those which are obtained from market participants external to us while unobservable inputs are generally developed internally, utilizing management's estimates, assumptions, and specific knowledge of the nature of the assets or liabilities and related markets. The three levels are defined as follows:

Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that we have the ability to access at the measurement date. An active market is defined as a market in which transactions for the assets or liabilities occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active (markets with few transactions), inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data correlation or other means (market corroborated inputs).

Level 3 – Unobservable inputs, only used to the extent that observable inputs are not available, reflect our assumptions about the pricing of an asset or liability.

In accordance with the fair value hierarchy described above, the following table shows the fair value of our financial assets and liabilities that are required to be measured at fair value as of June 30, 2017 and December 31, 2016 (dollars in thousands).

	Total	Total	Level One		Level Two		Level Three	
	Balance at June 30, 2017	Balance at December 31, 2016	Balance at June 30, 2017	Balance at December 31, 2016	Balance at June 30, 2017	Balance at December 31, 2016	Balance at June 30, 2017	Balance at December 31, 2016
Restricted cash and investments:								
Money market funds	$ 1,475	$ 1,385	$ 1,475	$ 1,385	-	-	-	-
Trading securities:								
Debt securities - municipal securities	$ 1,838	$ 1,903	-	-	$ 1,838	$ 1,903	-	-

Note 15. Notes Receivable

We provide financing to independent contractors and third parties on equipment sold or leased under our equipment sale program. Most of the notes are collateralized and are due in weekly installments, comprised of principal and interest payments. Interest rates are set forth in the contracts and generally range from 2.0% to 20.0%.

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The notes receivable balances are classified separately between current and long-term on the accompanying condensed consolidated balance sheets. The current and long-term balance of our notes receivable at June 30, 2017 and December 31, 2016, are as follows (dollars in thousands):

	June 30, 2017	December 31, 2016
Notes receivable from independent contractors	$ 1,501	$ 1,039
Notes receivable from third parties	1,994	2,808
Gross notes receivable	3,495	3,847
Allowance for doubtful notes receivable	(231)	(240)
Total notes receivable, net of allowance	$ 3,264	$ 3,607
Current portion, net of allowance	646	560
Long-term portion	$ 2,618	$ 3,047

Note 16. Line of Credit

We maintain a revolving line of credit which permits revolving borrowings and letters of credit. The line of credit is maintained at $300.0 million and matures August 1, 2019. We incur interest on borrowings under the line of credit at either the prime rate or LIBOR plus 0.625%, determined by us at the time of borrowing. We had no outstanding borrowings, other than letters of credit, under the line of credit as of June 30, 2017, compared to $18.0 million as of December 31, 2016. The weighted average variable annual percentage rate ("APR") for amounts borrowed during the six months ended June 30, 2017 was 1.40%. Borrowings under the line of credit are recorded on the "Long-term debt" line of the accompanying condensed consolidated balance sheets. As of June 30, 2017, we utilized $34.8 million of the line of credit for letters of credit issued to various regulatory authorities and insurance carriers in connection with our self-insurance programs. With the outstanding letters of credit, we have $265.2 million available for future borrowings as of June 30, 2017. We are obligated to comply with certain financial and other covenants under the line of credit agreement and were in compliance with such covenants at and for the six months ended June 30, 2017 and for the year ended December 31, 2016.

Note 17. Recent Accounting Pronouncements

In January 2017, the FASB issued ASU 2017-04, Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. This update simplifies how an entity is required to test goodwill for impairment. Under the new guidance, annual or interim goodwill impairment testing will be performed by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment loss for the amount by which the carrying amount exceeds the reporting unit's fair value. Any impairment loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. This ASU is effective for annual reporting periods beginning after December 15, 2019. We are currently evaluating the effect that adopting this standard will have on our consolidated financial statements.

In November 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230): Restricted Cash, which requires companies to include amounts generally described as restricted cash and restricted cash equivalents in cash and cash equivalents when reconciling beginning-of-period and end-of-period total amounts shown on the statement of cash flows. These amendments are effective for annual reporting periods beginning after December 15, 2017, and interim periods within those years. These amendments should be applied using a retrospective method to each period presented. We are currently evaluating the effect of adopting this standard but do not expect adoption to have a significant impact on our consolidated financial statements.

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In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 203): Classification of Certain Cash receipts and Cash Payments. This update addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice. This ASU is effective for annual reporting periods beginning after December 15, 2017. We are currently evaluating the effect of adopting this standard but do not expect adoption to have a significant impact on our consolidated financial statements.

In March 2016, the FASB issued ASU 2016-08, Revenue from Contracts with Customers (Topic 606): Principal versus Agent Considerations (Reporting Revenue Gross versus Net). This update clarifies the implementation guidance on principal versus agent considerations. The guidance includes indicators to assist an entity in determining whether it controls a specified good or service before it is transferred to the customers. The amendments in this update affect the guidance in ASU 2014-09, Revenue from Contracts with Customers (Topic 606), which requires revenue recognition to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which an entity expects to be entitled in exchange for those goods or services. The guidance in this update supersedes virtually all present U.S. GAAP guidance on revenue recognition. The amendments to the standard require the use of more estimates and judgments than the present standards and require additional disclosures. The guidance permits two methods of adoption: retrospectively to each prior reporting period presented (the full retrospective approach), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (the modified retrospective approach). The amendments in these updates will be effective for annual reporting periods beginning after December 15, 2017, with early adoption permitted, but no earlier than January 1, 2017.

We are currently evaluating the effect that adopting the new guidance will have on our consolidated financial statements. We have established a team, including engaging external resources, to evaluate and implement this standard. We have identified revenue sources within our lines of business and developed a tool to facilitate documenting our contract reviews. Our process is ongoing and includes our assessment of when our performance obligations are satisfied, principal verses agent considerations as provided in ASU 2016-08, and selection of a method of adoption per the guidance. Based on the information currently available from our accounting assessment, we cannot determine the quantitative impact the adoption will have on our consolidated financial statements. Since we are continuing to evaluate the impact of the new guidance, the disclosures around our preliminary assessments are subject to change.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). This update seeks to increase the transparency and comparability among entities by requiring public entities to recognize lease assets and lease liabilities on the balance sheet and disclose key information about leasing arrangements. To satisfy the standard’s objective, a lessee will recognize a right-of-use asset representing its right to use the underlying asset for the lease term and a lease liability for the obligation to make lease payments. Both the right-of-use asset and lease liability will initially be measured at the present value of the lease payments, with subsequent measurement dependent on the classification of the lease as either a finance or an operating lease. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. If a lessee makes this election, it should recognize lease expense for such leases generally on a straight-line basis over the lease term. Accounting by lessors will remain mostly unchanged from current U.S. GAAP.

In transition, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The modified retrospective approach includes a number of optional practical expedients that companies may elect to apply. These practical expedients relate to the identification and classification of leases that commenced before the effective date, initial direct costs for leases that commenced before the effective date, and the ability to use hindsight in evaluating lessee options to extend or terminate a lease or to purchase the underlying asset. The transition guidance also provides specific guidance for sale and leaseback transactions, build-to-suit leases, leveraged leases, and amounts previously recognized in accordance with the business combinations guidance for leases. The new standard is effective for annual reporting periods beginning after

December 15, 2018, and interim periods within those years, with early adoption permitted. We are currently evaluating the effect that adopting this standard will have on our consolidated financial statements.

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In January 2016, the FASB issued ASU 2016-01, Financial Instruments–Overall (Subtopic 825-10). This update was issued to enhance the reporting model for financial instruments regarding certain aspects of recognition, measurement, presentation, and disclosure. The update (i) requires equity investments (except those accounted for under the equity method or that are consolidated) to be measured at fair value with changes in fair value recognized in net income; (ii) simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; (iii) eliminates the requirement for an entity to disclose the methods and significant assumptions used to estimate the fair value of financial instruments measured at amortized cost; (iv) requires an entity to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; and (v) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or in the accompanying notes to the financial statements. These provisions are effective for annual reporting periods beginning after December 15, 2017, and interim periods within those annual periods. The standard is to be applied using a cumulative-effect adjustment to the balance sheet as of the beginning of the year of adoption. We are currently evaluating the effect that adopting this standard will have on our consolidated financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Note Regarding Forward-Looking Statements

This Quarterly Report contains certain statements that may be considered "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 27A of the Securities Act of 1933, as amended, and such statements are subject to the safe harbor created by those sections and the Private Securities Litigation Reform Act of 1995, as amended. All statements, other than statements of historical or current fact, are statements that could be deemed forward-looking statements, including without limitation: any projections of earnings, revenues, cash flows, dividends, capital expenditures, or other financial items; any statement of plans, strategies, and objectives of management for future operations; any statements concerning proposed acquisition plans, new services or developments; any statements regarding future economic conditions or performance; and any statements of belief and any statement of assumptions underlying any of the foregoing. In this Item 2, statements relating to the ability of our infrastructure to support future growth, our transaction with Swift, the flexibility of our model to adapt to market conditions, our ability to recruit and retain qualified drivers, our ability to react to market conditions, our ability to gain market share, our ability and desire to expand our Brokerage operations, future equipment prices, potential acquisitions, our equipment purchasing plans and equipment turnover, the expected freight environment and economic and political conditions, future inflation, whether we grow organically, our ability to obtain favorable pricing terms from vendors and suppliers, expected liquidity and methods for achieving sufficient liquidity, future fuel prices, future expenses and our ability to control costs, future third-party service provider relationships and availability, future compensation arrangements with independent contractors and drivers, our expected need or desire to incur indebtedness, expected sources of liquidity for capital expenditures and allocation of capital, expected tractor trade-ins, expected sources of working capital and funds for acquiring revenue equipment, expected capital expenditures, future asset utilization, future capital requirements, future return on capital, future trucking capacity, future consumer spending, expected freight demand and volumes, future rates, future depreciation and amortization, expected tractor and trailer fleet age, regulatory changes and the impact thereof, and future purchased transportation expense, among others, are forward-looking statements. Such statements may be identified by their use of terms or phrases such as "believe," "may," "could," "expects," "estimates," "projects," "anticipates," "plans," "intends," "hopes," and similar terms and phrases. Forward-looking statements are based on currently available operating, financial, and competitive information. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, which could cause future events and actual results to differ materially from those set forth in, contemplated by, or underlying the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the sections entitled "Item 1A. Risk Factors," set forth in our Form 10-K for the year ended December 31, 2016 and in our

Form 10-Q for the quarter ended March 31, 2017, along with any supplements in Part II below, and various disclosures in our press releases, shareholder reports, and other filings with the SEC.

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All such forward-looking statements speak only as of the date of this Form 10-Q. You are cautioned not to place undue reliance on such forward-looking statements. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations with regard thereto or any change in the events, conditions, or circumstances on which any such statement is based.

Introduction

Business Overview

We offer a broad range of full truckload transportation and logistics services with one of North America's largest tractor fleets, operated through a nationwide network of service centers, and contractual access to thousands of third-party capacity providers. We have grown substantially by increasing the geographic reach of our service center network and by expanding the breadth of our services for customers. Our Trucking segment provides truckload transportation, including dedicated services, of various products, goods, and materials for our diverse customer base through our Dry Van, Refrigerated, and Drayage operating units. The Brokerage and Intermodal operating units of our Logistics segment provide a multitude of shipment solutions, including additional sources of truckload capacity and alternative transportation modes, by utilizing our vast network of third-party capacity providers and rail providers, as well as certain logistics, freight management, and other non-trucking services. Our objective is to operate our Trucking and Logistics businesses with industry-leading margins and growth while providing safe, high-quality, cost-effective solutions for our customers.

Factors that affect our results of operations are industry-wide economic factors, such as freight demand, truckload and rail intermodal capacity, fuel prices, inventory levels, industrial production, government regulation, and unemployment rates, as well as our capital allocation, sales and marketing, operating, and spending decisions. We measure our results through key metrics, such as the number of tractors we operate, our revenue per tractor (which includes primarily our revenue per total mile and our number of miles per tractor), freight volumes brokered to third-party capacity providers (including our rail partners), driver and independent contractor recruitment and retention, and our ability to control costs on a company-wide basis, as measured by cost per mile in our Trucking segment and non-GAAP operating ratio in both segments. Our success depends on our ability to efficiently and effectively manage our resources in providing transportation and logistics solutions to our customers in light of such factors. We evaluate the growth opportunities for each of our Trucking and Logistics businesses based on customer demand and supply chain trends, availability of drivers and third-party capacity providers, expected returns on invested capital, expected net cash flows, and our company-specific capabilities.

Recent Consolidated Results of Operations and Quarter-End Financial Condition

Our consolidated results of operations for the three months ended June 30, 2017, compared to the three months ended June 30, 2016, were as follows:

Total revenue decreased 1.1%, to $273.2 million from $276.3 million;

Revenue, before fuel surcharge, decreased 2.7%, to $247.0 million from $253.9 million;

Net income attributable to Knight Transportation decreased 27.9%, to $18.0 million from $24.9 million; and

Net earnings attributable to Knight Transportation per diluted share decreased to $0.22 per share from $0.31 per share.

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The second quarter of 2017 included a $4.2 million pretax expense ($2.6 million after tax) relating to merger-related costs associated with the previously announced transaction with Swift. The transaction was announced in April of 2017 and is expected to close in the third quarter of 2017, subject to customary conditions, including the approval of the shareholders of Knight and Swift. Excluding this expense, net income attributable to Knight Transportation for the second quarter of 2017 would have been $20.6 million, or $0.25 per diluted share.

The freight environment began to show signs of improvement as we experienced more non-contract opportunities during the second quarter of 2017 as compared to the same quarter last year. Our revenue per loaded mile increased slightly year over year, which marks the first year over year improvement since the third quarter of 2015. Various factors negatively affected our results on a year over year basis, including a decrease in revenue per tractor, excluding Trucking fuel surcharge, increased driver payroll costs, less gain on sale, higher maintenance expense, and merger-related costs associated with the transaction with Swift. Our leadership remains focused on improving the productivity of our assets, expanding our Brokerage business, and enhancing our cost control measures.

In the second quarter of 2017, our Trucking segment achieved a GAAP operating ratio of 88.3% compared to 84.4% from the same quarter last year, and non-GAAP operating ratio of 86.7% compared to 82.7% from the same quarter last year. Please see the reconciliation table below for a reconciliation of GAAP operating ratio to non-GAAP operating ratio. Excluding the merger-related costs, our Trucking segment achieved an adjusted non-GAAP operating ratio of 84.6% for the second quarter of 2017. Productivity, as measured by average Trucking revenue per tractor, before Trucking fuel surcharge, decreased 2.9%, year over year, attributable to the net effect of a 3.0% decrease in average miles per tractor, a 0.3% increase in average revenue per loaded mile, and a 20 basis point increase in our non-paid empty mile percentage. Driver related costs and less gain on sale of equipment continue to present cost headwinds. We remain focused on developing our freight network, improving the productivity of our assets, and controlling costs, where in areas such as maintenance, driver pay, and professional fees, we have experienced higher than normal inflation.

Our Logistics segment consists of Brokerage, Intermodal, and other logistics services. During the second quarter of 2017, the Logistics segment increased revenue 6.1% and produced an operating ratio of 95.0% compared to 94.4% for the same quarter last year. Our Brokerage business, the largest component of our Logistics segment, increased revenue 12.1% in the second quarter of 2017 when compared to the same quarter last year, as load volume increased 12.4%. The gross margin percentage decreased to 14.3% in the second quarter of 2017, compared to 16.8% in the same quarter of 2016. We plan to continue to invest in our Logistics service offerings, including transportation management technology, which we believe will continue to improve our return on capital.

In the second quarter of 2017, we generated $52.2 million in cash flow from operations and used $11.0 million for capital expenditures net of equipment sales. We ended the quarter with $88.7 million of cash and cash equivalents, no long-term debt, and $816.3 million of shareholders' equity.

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Our liquidity is not materially affected by off-balance sheet transactions. See the discussion under "Liquidity and Capital Resources" and "Off-Balance Sheet Transactions" for a description of our off-balance sheet transactions.

Consolidated Revenue and Expenses

We primarily generate revenue by transporting freight for our customers in our Trucking segment or arranging for the transportation of customer freight by third-party capacity providers in our Logistics segment. Our total revenue is reported under "Results of Operations" and categorized as (i) Trucking revenue, before fuel surcharge, (ii) Trucking fuel surcharge revenue, and (iii) Logistics revenue. Trucking revenue, before fuel surcharge, and Trucking fuel surcharge revenue are largely generated by the trucking services provided by our three Trucking operating units (Dry Van, Refrigerated, and Drayage) whereas Logistics revenue is mostly generated by the logistics services provided by our two Logistics operating units (Brokerage and Intermodal). We also provide logistics, freight management, sourcing, and other non-trucking services, such as used equipment sales and leasing to independent contractors and third-parties, through our Logistics business.

The total revenue and operating expenses of our Trucking and Logistics segments are similarly affected by certain factors that generally relate to, among other things, overall economic and weather conditions in the United States, customer inventory levels, specific customer demand, the levels of truckload and rail intermodal capacity, and availability of qualified drivers, independent contractors, and third-party capacity providers. See the section entitled "Item 1A. Risk Factors," set forth in our Form 10-K for the year ended December 31, 2016, along with various disclosures in our press releases, shareholder reports, and other filings with the SEC.

To reduce our risk to fuel price fluctuations in our Trucking segment, we have a fuel surcharge program under which we obtain from our customers additional fuel surcharges that generally recover a majority, but not all, of the increased fuel costs; however, we cannot ensure whether current recovery levels will continue in the future. In discussing our overall and segment-based results of operations, because changes in fuel costs typically cause fuel surcharge revenue to fluctuate, we identify Trucking fuel surcharge revenue separately and omit fuel surcharge revenue from our statistical calculations. We believe that omitting this potentially volatile source of revenue provides a more meaningful comparison of our operating results from period to period.

The following table sets forth revenue and operating income between the Trucking and Logistics segments for the three months and six months ended June 30, 2017 and 2016 (dollars in thousands).

	Three Months Ended June 30, 2017		Three Months Ended June 30, 2016		Six Months Ended June 30, 2017		Six Months Ended June 30, 2016	
Revenues:	$	%	$	%	$	%	$	%
Trucking Segment	$220,323	80.6	$226,423	81.9	$439,013	80.6	$444,379	81.0
Logistics Segment	54,867	20.1	51,703	18.7	109,055	20.0	110,312	20.1
Subtotal	275,190		278,126		548,068		554,691	
Intersegment Eliminations Trucking	(53)	0.0	(34)	0.0	(81)	0.0	(72)	0.0
Intersegment Eliminations Logistics	(1,894)	(0.7)	(1,774)	(0.6)	(3,562)	(0.6)	(6,213)	(1.1)
Total	$273,243	100 %	$276,318	100 %	$544,425	100 %	$548,406	100 %
Operating Income:								
Trucking Segment	$25,762	90.7	$35,286	92.7	$46,022	90.2	$71,208	92.7
Logistics Segment	2,648	9.3	2,795	7.3	5,026	9.8	5,600	7.3
Total	$28,410	100 %	$38,081	100 %	$51,048	100 %	$76,808	100 %

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Non-GAAP Financial Measures

The primary measure we use to evaluate the profitability of our overall and segment based operations is operating ratio, measured both on a GAAP basis (operating expenses expressed as a percentage of revenue) and on a non-GAAP basis ("non-GAAP operating ratio") that many in our industry use (operating expenses, net of Trucking fuel surcharge revenue, expressed as a percentage of Trucking revenue, excluding Trucking fuel surcharge revenue). We believe the use of non-GAAP operating ratio allows us to more effectively compare periods while excluding the potentially volatile effect of changes in fuel prices. Our Board of Directors and management focus on our non-GAAP operating ratio as an indicator of our performance from period to period. We believe our presentation of non-GAAP operating ratio is useful because it provides investors and securities analysts the same information that we use internally to assess our core operating performance.

Non-GAAP operating ratio is not a substitute for operating ratio measured in accordance with GAAP. There are limitations to using non-GAAP financial measures. Although we believe that non-GAAP operating ratio improves comparability in analyzing our period to period performance, it could limit comparability to other companies in our industry, if those companies define non-GAAP operating ratio differently. Because of these limitations, non-GAAP operating ratio should not be considered a measure of income generated by our business or discretionary cash available to us to invest in the growth of our business. Management compensates for these limitations by primarily relying on GAAP results and using non-GAAP financial measures on a supplemental basis.

Pursuant to the requirements of Regulation G, the following table reconciles consolidated GAAP operating ratio to consolidated non-GAAP operating ratio (dollars in thousands):

	Three Months Ended June 30, 2017		Three Months Ended June 30, 2016		Six Months Ended June 30, 2017		Six Months Ended June 30, 2016	
GAAP Presentation:	$	%	$	%	$	%	$	%
Total revenue	$273,243		$276,318		$544,425		$548,406	
Total operating expenses	244,833	89.6	238,237	86.2	493,377	90.6	471,598	86.0
Operating income	$28,410		$38,081		$51,048		$76,808	

	Three Months Ended June 30, 2017		Three Months Ended June 30, 2016		Six Months Ended June 30, 2017		Six Months Ended June 30, 2016	
Non-GAAP Presentation[1]:	$	%	$	%	$	%	$	%
Total revenue	$273,243		$276,318		$544,425		$548,406	
Less fuel surcharge	(26,221)		(22,459)		(52,423)		(40,964)	
Revenue, before fuel surcharge	247,022		253,859		492,002		507,442	
Total operating expenses	244,833		238,237		493,377		471,598	
Less fuel surcharge	(26,221)		(22,459)		(52,423)		(40,964)	
Total operating expenses, net of fuel surcharge	218,612	88.5	215,778	85.0	440,954	89.6	430,634	84.9
Operating income	28,410		38,081		51,048		76,808	

(1) These items represent non-GAAP financial measures and are not substitutes for or superior to, and should be considered in addition to, the GAAP financial measures presented in the previous table.

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Trucking Strategy and Segment Information

Our Trucking operating strategy is to achieve a high level of asset utilization within a highly disciplined operating system, while maintaining strict controls over our cost structure. To achieve these goals, we operate primarily in high-density, predictable freight lanes in select geographic regions and attempt to develop and expand our customer base around each of our service centers by providing multiple truckload services for each customer. This operating strategy allows us to take advantage of the large amount of freight transported in regional markets. Our service centers enable us to better serve our customers and work more closely with our driving associates. We operate a premium modern fleet to appeal to drivers and customers, reduce maintenance expenses and driver and equipment downtime, and enhance our fuel and other operating efficiencies. We employ technology in a cost-effective manner to assist us in controlling operating costs and enhancing revenue.

Trucking revenue is generated by our Dry Van, Refrigerated, and Drayage operating units. Generally, we are paid a predetermined rate per mile or per load for our Trucking services. Additional revenues are generated by charging for tractor and trailer detention, loading and unloading activities, dedicated services, and other specialized services, as well as through the collection of fuel surcharges to mitigate the impact of increases in the cost of fuel. The main factors that affect our Trucking revenue are the revenue per mile we receive from our customers, the percentage of miles for which we are compensated, and the number of loaded miles we generate with our equipment.

Effectively controlling our expenses is an important element of maximizing our profitability. The most significant expenses of our Trucking segment are primarily variable and include fuel and fuel taxes, driver-related expenses (such as wages, benefits, training, and recruitment) and costs associated with independent contractors (which are primarily included in purchased transportation expense recorded on the "Purchased transportation" line in the accompanying condensed consolidated statements of income). Expenses that have both fixed and variable components include maintenance expense (which includes costs for replacement tires for our revenue equipment) and our total 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. The main fixed costs for our Trucking segment are the acquisition and depreciation of long-term assets (such as revenue equipment and service centers) and the compensation of non-driver personnel.

The primary measure we use to evaluate the profitability of our Trucking segment is operating ratio, measured both on a GAAP basis and on a non-GAAP basis that many in our industry use. See “Non-GAAP Financial Measures,” beginning on page 24, for the uses and limitations of non-GAAP financial measures.

Pursuant to the requirements of Regulation G, the following table sets forth the Trucking segment operating ratio on a GAAP basis (dollars in thousands).

GAAP Presentation:	Three Months Ended June 30, 2017		Three Months Ended June 30, 2016		Six Months Ended June 30, 2017		Six Months Ended June 30, 2016	
Trucking Segment	$	%	$	%	$	%	$	%
Revenue	$220,323		$226,423		$439,013		$444,379	
Operating expenses	194,561	88.3	191,137	84.4	392,991	89.5	373,172	84.0
Operating income	$25,762		$35,286		$46,022		$71,207	

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The following table sets forth the non-GAAP operating ratio for our Trucking segment as if fuel surcharges are excluded from total revenue and instead reported as a reduction of operating expenses, excluding intersegment activity (dollars in thousands).

Non-GAAP Presentation[(1)]:	Three Months Ended June 30, 2017		Three Months Ended June 30, 2016		Six Months Ended June 30, 2017		Six Months Ended June 30, 2016	
Trucking Segment	$	%	$	%	$	%	$	%
Revenue	$220,323		$226,423		$439,013		$444,379	
Less: Trucking fuel surcharge revenue	(26,221)		(22,459)		(52,423)		(40,964)	
Less: Intersegment transactions	(53)		(34)		(81)		(72)	
Revenue, net of fuel surcharge and intersegment transactions	194,049		203,930		386,509		403,343	
Operating expenses	194,561		191,137		392,991		373,172	
Less: Trucking fuel surcharge revenue	(26,221)		(22,459)		(52,423)		(40,964)	
Less: Intersegment transactions	(53)		(34)		(81)		(72)	
Operating expenses, net of fuel surcharge and intersegment transactions	168,287	86.7	168,644	82.7	340,487	88.1	332,136	82.3
Operating income	$25,762		$35,286		$46,022		$71,207	

(1) These items represent non-GAAP financial measures and are not substitutes for or superior to, and should be considered in addition to, the GAAP financial measures presented in the previous table.

When evaluating Trucking revenue, we consider the following key operating statistics for each period: (i) average revenue per tractor; (ii) average length of haul (miles with loaded trailer cargo); (iii) average percentage of non-paid empty miles (miles without trailer cargo); and (iv) average number of tractors and trailers in operation. The following table sets forth certain key operating statistics and certain other statistical data of the Trucking segment for the indicated periods.

	Three Months Ended June 30, 2017	Three Months Ended June 30, 2016	Six Months Ended June 30, 2017	Six Months Ended June 30, 2016
Average revenue per tractor[(1)]	$42,176	$43,414	$83,335	$85,943
Average length of haul (miles)	488	505	493	500
Non-paid empty mile percent	12.5 %	12.3 %	12.5 %	12.5 %
Average tractors in operation during period	4,601	4,697	4,638	4,693
Average trailers in operation during period	12,310	12,289	12,377	12,128

(1) Average revenue per tractor is based on Trucking revenue, net of intersegment elimination, and does not include Trucking fuel surcharge revenue.

Our Trucking segment requires substantial capital expenditures for purchases of new revenue equipment. We fund these purchases with cash flows from operations and financing available under our existing line of credit. We operated an average of 4,601 tractors in the second quarter of 2017, of which 4,113 were company-owned tractors as of June 30, 2017. The average age of our company-owned tractor fleet was 2.6 years in the quarter ended June 30, 2017, up from 1.8 in the same quarter of last year. We also operated an average of 12,310 trailers in the second quarter of 2017, with an average age of 3.8 years, down from 4.2 years in the quarter ended June 30, 2016. Our net property and equipment at June 30, 2017, was $759.9 million, most of which relates to our Trucking segment.

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Our capital expenditures can also affect depreciation expense. Trucking depreciation relates primarily to our owned tractors, trailers, electronic logging devices ("ELDs") and other communication units, and other similar assets. Changes to this fixed cost are generally attributed to increases or decreases to company-owned equipment and fluctuations in new equipment purchase prices, which have historically been precipitated in part by new or proposed federal and state regulations (such as the EPA engine emissions requirements relating to post-2014 model tractors and the California trailer efficiency requirements). Depreciation can also be affected by the cost of used equipment that we sell or trade and the replacement of older used equipment. Our management periodically reviews the condition, average age, and reasonableness of estimated useful lives and salvage values of our equipment and considers such factors in light of our experience with similar assets, used equipment market conditions, and prevailing industry practice. Total Trucking segment depreciation and amortization expense was approximately $28.0 million in the second quarter of 2017, and approximately $56.4 million in the first six months of 2017.

Logistics Strategy and Segment Information

Logistics revenue is generated primarily by our Brokerage and Intermodal operating units. We also provide logistics, freight management and other non-trucking services to our customers through our Logistics business. We are generally paid a predetermined rate per mile or per load for arranging freight transportation for our customers and providing other Logistics services. Additional revenue is generated by offering specialized logistics solutions (including, but not limited to, origin management, surge volumes, disaster relief, special projects, and other logistics needs). Our Logistics revenue is mainly affected by the rates we obtain from customers, the freight volumes we ship through our third-party capacity providers, and our ability to secure qualified third-party capacity providers to transport customer freight.

Our Logistics segment is less asset-intensive and is instead dependent upon capable non-driver personnel, modern and effective information technology, and qualified third-party capacity providers. The most significant expense of our Logistics segment, which is primarily variable, is the cost of purchased transportation that we pay to third-party capacity providers (including our rail providers), which is included in the "Purchased transportation" line in the accompanying condensed consolidated statements of income. This expense generally varies depending upon truckload and rail capacity, availability of third-party capacity providers, rates charged to customers, and current freight demand and customer shipping needs. Other Logistics operating expenses are generally fixed and primarily include the compensation and benefits of non-driver personnel (recorded on the "Salaries, wages and benefits" line in the accompanying condensed consolidated statements of income) and depreciation and amortization expense.

The following table sets forth the Logistics segment revenue, operating expenses, and operating income (dollars in thousands).

	Three Months Ended June 30, 2017		Three Months Ended June 30, 2016		Six Months Ended June 30, 2017		Six Months Ended June 30, 2016	
Logistics Segment	$	%	$	%	$	%	$	%
Revenue	$54,867		$51,703		$109,055		$110,312	
Operating expenses	52,219	95.2	48,908	94.6	104,029	95.4	104,712	94.9
Operating income	$2,648		$2,795		$5,026		$5,600	

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The following table sets forth the Logistics segment revenue, operating expenses, and operating income, excluding intersegment transactions (dollars in thousands).

	Three Months Ended June 30, 2017		Three Months Ended June 30, 2016		Six Months Ended June 30, 2017		Six Months Ended June 30, 2016	
Logistics Segment	$	%	$	%	$	%	$	%
Revenue	$54,867		$51,703		$109,055		$110,312	
Less: Intersegment transactions	(1,894)		(1,774)		(3,562)		(6,213)	
Revenue excluding intersegment transactions	52,973		49,929		105,493		104,099	
Operating expenses	52,219		48,908		104,029		104,712	
Less: Intersegment transactions	(1,894)		(1,774)		(3,562)		(6,213)	
Operating expenses excluding intersegment transactions	50,325	95.0	47,134	94.4	100,467	95.2	98,499	94.6
Operating income	$2,648		$2,795		$5,026		$5,600	

We primarily measure the Logistics segment's profitability by reviewing the gross margin percentage (revenue net of intersegment transactions, less purchased transportation expense, net of intersegment transactions, expressed as a percentage of revenue, net of intersegment transactions) and the operating ratio. The gross margin percentage can be affected by customer rates and the costs of securing third-party capacity providers. Our third-party capacity providers generally are not subject to long-term or predetermined contracted rates, and our operating results could be affected if the availability of third-party capacity providers or the rates for such providers change in the future. The following table lists the gross margin percentage for our Brokerage and Intermodal businesses combined.

	Three Months Ended June 30, 2017		Three Months Ended June 30, 2016		Six Months Ended June 30, 2017		Six Months Ended June 30, 2016	
Combined Brokerage and Intermodal gross margin percent[1]	14.3	%	16.5	%	14.2	%	17.6	%

(1) Gross margin percentage is based on Logistics segment revenue and purchased transportation, net of intersegment transactions.

Our Logistics segment does not require significant capital expenditures and is not asset-intensive like our Trucking segment. Rather, our Logistics segment depends on effective usage of information systems and technology that enable us to efficiently arrange for the transportation of our customers' freight and remain resourceful and responsive in meeting customer shipping needs. As our Logistics services evolve, we may incur costs to upgrade, integrate, or expand our information systems and technology. Total Logistics segment depreciation and amortization expense was approximately $1.3 million in the second quarter of 2017, and $2.7 million in the first six months of 2017, which is primarily attributed to equipment leased to third parties.

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Trends and Outlook

For the remainder of 2017, we expect the freight environment to continue to be challenging , however, we expect the environment to become more favorable towards the end of 2017, as capacity begins to tighten as a result of a weak demand for used equipment and additional regulatory burdens expected to phase in over the coming quarters. We expect that pricing will respond positively as capacity continues to exit the market. However, in July 2017, the House Transportation Committee approved a bill that could have the effect of delaying or repealing the implementation of the rule requiring all carriers to use ELDs. Such a delay or repeal could affect the timing and extent to which capacity exits the market. Additionally, given where we are in the bid cycle, our contract rates could take longer to improve than our non-contract rates. Market factors that include higher driver wages, lower gain on sale of revenue equipment, and increased fuel costs may negatively affect our margins in our Trucking and Logistics segments. In this environment, we plan to limit organic fleet expansion, focus on cost control, and grow revenues in our Logistics segment. We believe we have a higher percentage of non-contracted business than many of our peers, which we believe will provide us an opportunity to benefit from spot market changes that are expected when capacity tightens.

Over the medium- to long-term, we believe capacity in the truckload market will be constrained by an increasingly competitive driver market, elevated regulatory costs for trucking companies and drivers, and potentially alternative employment opportunities for drivers we wish to hire. These factors are expected generally to have a positive impact on industry-wide rate structures. However, reduced hours of operation and driver shortage could negatively affect equipment utilization, even in a stronger demand environment, and result in increased driver pay. Accordingly, our driver development program remains a primary focus for our management team. We believe carriers that are well-positioned to develop and retain drivers, withstand supply and demand fluctuations, and provide safe, dependable, and high-quality service to customers will have opportunities to increase freight rates and market share. We believe domestic and global economic and political conditions present the most direct challenges to improved freight demand. These threats include the possibility that rising energy prices, an inability of the United States government to timely and adequately address fiscal issues, currency fluctuations, or other factors outside our control could reduce consumer spending or industrial investment, thus negatively affecting freight volumes. In addition, the competitive landscape and the supply chains of our customers are constantly shifting based on manufacturing and transportation costs, business combinations, inventory levels, and other factors.

Several issues impacting the trucking industry could also cause our costs to increase for the remainder of 2017. These issues include driver and independent contractor availability, fuel price fluctuations, increases in new tractor and trailer purchase prices, and changes in federal and state regulations, including regulations that could potentially delay or repeal the requirement for all carriers to use ELDs. From a cost perspective, recruiting and retaining sufficient numbers of qualified drivers, independent contractors, and third-party capacity providers may become increasingly costly, equipment prices may continue to rise, medical, workers' compensation, and litigation expenses are increasing more rapidly than general inflation, increased maintenance costs associated with our older fleet, and potentially higher fuel prices may not be fully offset by fuel surcharges. In the current economic and regulatory environments, it will be important to allocate equipment to more profitable shipments, use technology to generate efficiencies, continue to grow our Logistics segment, and effectively manage costs. We believe we have the service center network, tractor fleet, comprehensive truckload and logistics services, management team and qualified personnel, technology, intense focus on cost control, and capital resources necessary to successfully overcome these challenges and capitalize on future opportunities.

We expect to utilize the flexibility of our model to react and adapt to market conditions. We believe we can optimize our model and refine our execution in reaction to, or in anticipation of, transportation market dynamics, particularly the markets for truckload and logistics services that we offer.

The pending transaction with Swift will create a holding company structure that will create the industry's largest full truckload company, enabling the Knight and Swift businesses to operate under common ownership and share best practices, while maintaining distinct brands and operations. The combined company will remain headquartered in Phoenix, Arizona, operating with approximately 23,000 tractors, 77,000 trailers, and 28,000 employees. The transaction, which is expected to close in the third quarter of 2017, is subject to customary conditions, including the approval of the shareholders of Knight and Swift.

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Results of Operations

The following table sets forth the consolidated statements of income in dollars and as a percentage of total revenue and the percentage increase or decrease in the dollar amounts of those items compared to the prior year (dollars in thousands).

	Three Months Ended June 30, 2017		Three Months Ended June 30, 2016		% Change	Six Months Ended June 30, 2017		Six Months Ended June 30, 2016		% Change
	$	%	$	%	%	$	%	$	%	%
Trucking revenue	$194,049	71.0 %	$203,930	73.9 %	(4.8 %)	$386,509	71.0%	$403,343	73.5%	(4.2 %)
Trucking fuel surcharge revenue	26,221	9.6	22,459	8.1	16.8	52,423	9.6	40,964	7.5	28.0
Logistics revenue	52,973	19.4	49,929	18.0	6.1	105,493	19.4	104,099	19.0	1.3
Total revenue	273,243	100.0	276,318	100.0	(1.1)	544,425	100	548,406	100	(0.7)
Operating expenses:										
Salaries, wages and benefits	79,944	29.3	84,440	30.6	(5.3)	162,454	29.8	168,043	30.6	(3.3)
Fuel	33,719	12.3	33,429	12.1	0.9	68,952	12.7	60,200	11.0	14.5
Operations and maintenance	20,596	7.5	19,094	6.9	7.9	41,249	7.6	37,104	6.8	11.2
Insurance and claims	8,294	3.0	8,257	3.0	0.4	16,865	3.1	17,080	3.1	(1.3)
Operating taxes and licenses	4,615	1.7	4,612	1.6	0.1	9,046	1.6	10,099	1.8	(10.4)
Communications	1,018	0.4	1,043	0.4	(2.4)	2,204	0.4	2,248	0.4	(2.0)
Depreciation and amortization	29,371	10.8	28,955	10.5	1.4	59,053	10.8	57,357	10.5	3.0
Purchased transportation[1]	58,299	21.3	53,918	19.5	8.1	116,924	21.5	111,703	20.4	4.7
Miscellaneous operating expenses	4,799	1.8	4,489	1.6	6.9	12,452	2.3	7,764	1.4	60.4
Merger-related costs	4,178	1.5	-	-	100	4,178	0.8	-	-	100
Total operating expenses	244,833	89.6	238,237	86.2	2.8	493,377	90.6	471,598	86.0	4.6
Operating income	28,410	10.4	38,081	13.8	(25.4)	51,048	9.4	76,808	14.0	(33.5)
Interest income	130	0.0	82	0.0	58.5	189	0.0	176	0.0	7.4
Interest expense	(54)	0.0	(258)	(0.1)	(79.1)	(136)	0.0	(559)	(0.1)	(75.7)
Other income	601	0.2	1,927	0.7	(68.8)	1,322	0.2	3,213	0.6	(58.9)
Total other income	677	0.2	1,751	0.6	(61.3)	1,375	0.2	2,830	0.5	(51.4)

Income before income taxes	29,087	10.6	39,832	14.4	(27.0)	52,423	9.6	79,638	14.5	(34.2)
Income taxes	10,828	3.9	14,618	5.3	(25.9)	19,058	3.5	30,955	5.7	(38.4)
Net income	$18,259	6.7 %	$25,214	9.1 %	(27.6%)	$33,365	6.1 %	$48,683	8.8 %	(31.5%)
Net income attributable to noncontrolling interest	(289)	(0.1)	(296)	(0.1)	(2.4)	(518)	(0.1)	(748)	(0.1)	(30.7)
Net income attributable to Knight Transportation	$17,970	6.6 %	$24,918	9.0 %	(27.9%)	$32,847	6.0 %	$47,935	8.7 %	(31.5%)

(1) Purchased transportation expense is comprised of (a) payments to independent contractors, which is primarily attributed to our Trucking segment; (b) payments to third-party capacity providers, which is primarily attributed to our Logistics segment; and (c) payments relating to our logistics, freight management and non-trucking services.

A discussion of our results of operations for the three months and six months ended June 30, 2017, and June 30, 2016, is set forth below.

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Comparison of Three Months and Six Months Ended June 30, 2017, to Three and Six Months Ended June 30, 2016.

Operating Revenue

Total revenue decreased 1.1% and 0.7% for the three months and six months ended June 30, 2017, respectively, or to $273.2 million from $276.3 million in the three-month period of 2016, and to $544.4 million from $548.4 million in the six-month period compared to the same period of 2016. Although the freight environment in early 2017 was less robust than the same period of 2016, we began to see signs of improvement in the second quarter of 2017 as we experienced more non-contract opportunities compared to the second quarter in 2016.

Trucking revenue decreased 4.8% to $194.0 million for the three months ended June 30, 2017, from $203.9 million for the same three months in 2016, and decreased 4.2% to $386.5 million for the six months ended June 30, 2017, from $403.3 million for the same six months in 2016. The decreases in Trucking revenue were attributable to decreases in tractor productivity, as measured by average revenue, before Trucking fuel surcharge, per tractor, which decreased 2.9% for the three months ended June 30, 2017, and 3.0% for the six months ended June 30, 2017, compared to the same periods in 2016. While average revenue per loaded mile improved 0.3% during the second quarter of 2017, compared to the second quarter of 2016, average miles per tractor decreased by 3.0% and non-paid empty mile percent increased by 20 basis points. Our average revenue per loaded mile decreased 1.0% in the six month period ended June 30, 2017, compared to the same period of 2016, and average miles per tractor decreased 2.0%, while our non-paid empty mile percent remained flat. We remain focused on developing our freight network and improving the productivity of our assets.

Trucking fuel surcharge increased 16.8% to $26.2 million in the second quarter of 2017, from $22.5 million in the same quarter of 2016, and increased 28.0% to $52.4 million in the six months ended June 30, 2017, from $41.0 million in the same six months of 2016. Average fuel prices increased in the three months and six months ended June 30, 2017, by 11.1% and 17.2%, respectively, from the same periods of 2016. Typical fuel surcharge programs involve a computation based on the change in national or regional fuel prices. These programs may update as often as weekly, but typically require a specified minimum change in fuel cost to prompt a change in fuel surcharge revenue for our Trucking segment. Therefore, many of these programs have a time lag between when fuel costs change and when the change is reflected in fuel surcharge revenue for our Trucking segment.

Logistics revenue increased 6.1% to $53.0 million in the second quarter of 2017, from $49.9 million in the same quarter of 2016, and increased 1.3% to $105.5 million in the six months ended June 30, 2017, from $104.1 million in the six months ended June 30, 2016. Logistics revenue increased due to improvements in our Brokerage business, which is the largest component of our Logistics segment. Brokerage revenue increased 12.1% in the second quarter of 2017, compared to the same quarter of 2016, as load volume increased 12.4%, while revenue per load was essentially flat. Brokerage revenue increased 13.2% in the six months ended June 30, 2017, compared to the same six months of 2016, due to increased load volume and revenue per load by 12.1% and 1.0%, respectively, as we experienced more non-contract opportunities.

Operating Expenses

Salaries, wages and benefits expense, as a percentage of total revenue, decreased to 29.3% for the three months ended June 30, 2017, and decreased to 29.8% for the six months ended June 30, 2017, compared to 30.6% for the three months and six months ended June 30, 2016. Costs associated with healthcare benefits provided to our employees and accruals for workers' compensation benefits are components of our salaries, wages and benefits in our consolidated statements of income. Excluding the effect of higher fuel surcharge revenue and lower Trucking revenue, salaries, wages and benefits expense, including driver wages, increased in the three months ended June 30, 2017, and remained relatively flat in the six months ended June 30, 2017, compared to the same periods of 2016. The increase in the three months ended June 30, 2017, from the same period of 2016, was primarily due to increases in driver payroll related expenses. Driver wages is the largest component of salaries, wages and benefits expense, and we believe the driver market will continue to remain challenging and that several ongoing market factors, including the CSA implementation of stricter regulations, has further reduced the pool of available drivers. Having a sufficient number of qualified driving associates continues to be a major concern, although we continue to seek ways to attract and retain qualified driving associates, including investing in technology and service centers that improve the experience of drivers. We expect driver pay to be inflationary as the market for qualified drivers continues to tighten.

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Fuel expense, as a percentage of total revenue, increased to 12.3% for the three months ended June 30, 2017, from 12.1% in same period of 2016, and increased to 12.7% for the six months ended June 30, 2017, from 11.0% in the same period of 2016. The U.S. National Average Diesel Fuel Price increased by 11.1% and 17.2% in the three and six months ended June 30, 2017, respectively, compared to the same periods in 2016, respectively. Our fuel surcharge program helps to offset increases in fuel prices, but applies only to loaded miles and typically does not offset non-paid empty miles, idle time, and out of route miles driven. Typical fuel surcharge programs involve a computation based on the change in national or regional fuel prices. These programs may update as often as weekly, but typically require a specified minimum change in fuel cost to prompt a change in fuel surcharge revenue for our Trucking segment. Therefore, many of these programs have a time lag between when fuel costs change and when the change is reflected in fuel surcharge revenue for our Trucking segment. Due to this time lag, our fuel expense, net of fuel surcharge, negatively impacts our operating income during periods of sharply rising fuel costs and positively impacts our operating income during periods of falling fuel costs. We continue to utilize our fuel efficiency initiatives such as trailer blades, idle-control, updating our fleet with more fuel-efficient engines and driver training programs that we believe contribute to controlling our fuel expense.

Operations and maintenance expense, as a percentage of total revenue, increased to 7.5% from 6.9% in the three months ended June 30, 2017, compared to the same period of 2016, and increased to 7.6% from 6.8% for the six months ended June 30, 2017, compared to the same period of 2016. Operations and maintenance expense consists of direct operating expense, equipment maintenance, and tire expense. During the second quarter and first six months of 2017, our maintenance costs increased as a percentage of total revenue, before Trucking fuel surcharge, compared to the same quarter and six months of 2016. With rising equipment prices and a soft used equipment market, we extended our tractor trade cycle beginning in the third quarter of 2016. Accordingly, equipment maintenance expense increased during the second quarter and first six months of 2017, as compared to the second quarter and first six months of 2016, as we are maintaining our tractors for an extended period. Direct operating expenses including road expense, operating supplies, and driver development and recruiting costs also increased in the second quarter and first six months of 2017. We expect the driver market to remain competitive in 2017, which could increase future driver development and recruiting costs and negatively affect our operations and maintenance expense. We expect to begin refreshing our fleet in the second half of 2017, and anticipate that maintenance costs will gradually decrease as we reduce the average age of our fleet.

Insurance and claims expense, as a percentage of total revenue, remained flat at 3.0% in the three months ended June 30, 2017 and 2016, and remained flat at 3.1% in the six months ended June 30, 2017 and 2016. Insurance and claims expense, as a percentage of total revenue, before fuel surcharge, increased in the 2017 periods compared to the 2016 periods, primarily due to the decreases in Trucking revenue in both periods of 2017 compared to the same periods of 2016, combined with slightly higher premium costs. Insurance and claims expense consists of premiums for liability, physical damage, and cargo, and will vary based upon the frequency and severity of claims, as well as our level of self-insurance, and premium expense. Insurance carriers have raised premiums for many businesses, including transportation companies, and as a result, our insurance and claims expense could increase in the future, or we could raise our self-insured retention when our policies are renewed or replaced.

Operating taxes and license expense, as a percentage of total revenue, increased slightly to 1.7% for the three months ended June 30, 2017, from 1.6% for the three months ended June 30, 2016, and decreased to 1.6% for the six months ended June 30, 2017, from 1.8% for the same six months of 2016. This expense line is impacted by changes in various fuel tax rates and registration fees associated with our tractor fleet and regional operating facilities.

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Communications expense, as a percentage of total revenue, remained flat at 0.4% in the three months and six months ended June 30, 2017, and for the same periods of 2016. Communications expense is comprised of costs associated with our tractor and trailer tracking systems, information technology systems, and phone systems.

Depreciation and amortization expense, as a percentage of total revenue, increased to 10.8% in the three months and six months ended June 30, 2017, from 10.5% in the three months and six months ended June 30, 2016. This fixed cost as a percentage of total revenue was higher for both the three months and six months ended June 30, 2017, due to the decrease in revenue, before fuel surcharge, driven by the factors described above. Depreciation and amortization expense for our Trucking segment as a percentage of Trucking revenue, before Trucking fuel surcharge, increased to 14.4% for the three months ended June 30, 2017, and to 14.6% for the six months ended June 30, 2017, from 13.7% for the same three months and six months of 2016. Factors contributing to these increases were a 2.9% and 3.0% decrease in our average revenue per tractor in the three month and six month periods of 2017 from the same periods in 2016, rising new equipment prices, and an increase in our tractor to trailer ratio, partially offset by an older fleet. Depreciation in our Logistics segment also increased as a percentage of logistics revenue primarily due to an increase in equipment leased to third parties. Absent offsetting improvements in average revenue per tractor or growth in our Logistics operations, our expense as a percentage of revenue in this category could increase in the future. Our extended expected trade cycle for our tractors has reduced capital expenditures depreciation and amortization costs. In implementing the extended trade cycle, we have been proactive in managing our preventative maintenance program with a goal of partially mitigating the additional maintenance cost commonly associated with a slightly older fleet. We expect to begin refreshing our fleet in the second half of 2017, and anticipate that depreciation and amortization costs will increase in future quarters.

Purchased transportation expense, as a percentage of total revenue, increased to 21.3% for the three months ended June 30, 2017, from 19.5% for the same three months in 2016, and increased to 21.5% for the six months ended June 30, 2017, from 20.4% for the same six months in 2016. Purchased transportation expense is comprised of (i) payments to independent contractors for our Dry Van, Refrigerated, and Drayage operations in our Trucking segment; (ii) payments to third-party capacity providers for our Brokerage operations and to railroads for our Intermodal operations; and (iii) payments relating to logistics, freight management and non-Trucking services in our Logistics segment. Purchased transportation expense expressed as a percentage of total revenue, before fuel surcharge, increased to 23.6%, and 23.8% in the three and six months ended June 30, 2017, respectively, from 21.3%, and 22.0%, in the same periods of 2016, respectively. Purchased transportation expense for independent contractors in our Trucking segment increased in both the three months and six months ended June 30, 2017, compared to the same periods of 2016, as the proportion of our tractor fleet comprised of independent contractors increased in the three month and six month periods of 2017. Purchased transportation expense in our Logistics segment remained flat in both the three month and six month periods of 2017 and 2016. Purchased transportation expense generally takes into account changes in diesel fuel prices, resulting in lower payments during periods of declining fuel prices, and higher payments when fuel prices are rising. We expect purchased transportation will increase as a percentage of total revenue if we are successful in continuing to grow our Logistics segment, which increase could be partially offset if independent contractors exit the market with upcoming regulatory changes or further increased if we need to pay independent contractors more to stay with us in light of such regulatory changes.

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Miscellaneous operating expenses, as a percentage of total revenue, increased to 1.8% for the three months ended June 30, 2017, from 1.6% for the same three months during 2016, and increased to 2.3% for the six months ended June 30, 2017, from 1.4% for the same six months in 2016. These increases were primarily due to lower gains from the sale of used equipment that offset miscellaneous operating expenses. Gains from the sale of used equipment decreased to $0.8 million for the three months ended June 30, 2017, from $2.7 million for the same three months in 2016, and decreased to $1.6 million for the six months ended June 30, 2017, from $5.8 million for the same six months in 2016. We believe the used equipment market will continue to help offset other miscellaneous operating expenses, but not to the extent we experienced in prior years, as the used equipment market softened beginning in the third quarter of 2015 and we expect a similar environment through the remainder of 2017.

Merger-related costs were recorded on a separate line item on the accompanying condensed consolidated statements of income for the three and six months ended June 30, 2017. Merger-related costs, as a percentage of total revenue, increased to 1.5% and 0.8% in the three months and six months ended June 30, 2017, respectively. During the three and six months ended June 30, 2017, we recorded approximately $4.2 million ($2.6 million after-tax) of direct and incremental costs associated with the merger transaction with Swift. These costs were primarily incurred for legal and professional fees associated with the transaction.

As a result of the above factors, our GAAP operating ratio (operating expenses expressed as a percentage of total revenue) increased to 89.6% for the second quarter of 2017 compared to 86.2% for the second quarter of 2016, and increased to 90.6% for the six months ended June 30, 2017, compared to 86.0% for the same six months in 2016. Our non-GAAP operating ratio based upon total operating expenses, net of fuel surcharge, as a percentage of total revenue, before fuel surcharge, was 88.5% for the second quarter of 2017, compared to 85.0% for the same quarter of 2016, and 89.6% for the six months ended June 30, 2017, compared to 84.9% for the same six months in 2016. Please see the reconciliation table above for a reconciliation of GAAP operating ratio to non-GAAP operating ratio. Excluding the $4.2 million infrequent expense related to the merger transaction with Swift, our non-GAAP consolidated operating ratio was 86.8% and 88.8% for the three months and six months ended June 30, 2017, respectively.

Net interest expense decreased by 0.1% as a percentage of total revenue in both the three months and six months ended June 30, 2017, compared to the same periods in 2016. Our maximum borrowing limit under our revolving credit facility remains at $300.0 million, but we paid our outstanding borrowings in full during the first quarter of 2017, from $18.0 million at December 31, 2016.

As a percentage of total revenue, other income decreased to 0.2% for the three months and six months ended June 30, 2017, from 0.7% for the three months ended June 30, 2016, and from 0.6% for the six months ended June 30, 2016. Other income is comprised of income from investment activity, primarily from realized gains on sale of available-for-sale securities, which were disposed of in full as at September 30, 2016.

We provide for income taxes at the statutory federal and state rates, adjusted for certain permanent differences between financial statement income and income for tax reporting. Our effective tax rate was 37.6% for the three months ended June 30, 2017, and 37.0% for the same three months in 2016, while our effective tax rate was 36.7% for the six months ended June 30, 2017, and 39.2% for the same six months in 2016. We adopted ASU 2016-09 in the fourth quarter of 2016, and the results for the three months and six months ended June 30, 2016 are presented as if we adopted the guidance as of the beginning of 2016. The adoption requires the excess tax benefit arising from stock awards vesting or settling to be recorded as a reduction to income tax expense in the condensed consolidated statements of income instead of additional paid in capital on the condensed consolidated balance sheets. Each of the three and six month periods ended June 30, 2017 and 2016 reflect this change, although the excess tax benefit recorded in the six months ended June 30, 2017 was greater than in the six months ended June 30, 2016, as more stock awards vested and settled at a higher price during the 2017 period.

Due to the net result of the preceding financial results, our net income attributable to Knight Transportation decreased 27.9% for the three months ended June 30, 2017, and decreased 31.5% for the six months ended June 30, 2017, compared to the same periods of 2016.

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Liquidity and Capital Resources

The growth of our business has required, and will continue to require, significant investments. In our Trucking business, where investments are substantial, the primary investments are in new tractors and trailers, and to a lesser extent, in technology, service centers, and working capital. In our Logistics business, where investments are modest, the primary investments are in technology and working capital. Our primary sources of liquidity have been funds provided by operations and borrowings under our line of credit. We expect that, following the transaction with Swift, the combined company, Knight-Swift, will carry substantially more debt than we have carried historically, and Knight-Swift will have significantly higher interest expense and exposure to interest rate fluctuations.

Net cash provided by operating activities was $117.7 million for the six months ended June 30, 2017, compared to $135.6 million provided during the same period of 2016. The decrease for 2017 is primarily due to the decrease in net income in the six months ended June 30, 2017, compared to the same period of 2016.

Net cash used in investing activities was $13.2 million for the six months ended June 30, 2017, compared to net cash used of $40.6 million for the same period of 2016. Capital expenditures for the purchase of revenue equipment, net of equipment sales and trade-ins, office equipment, and land and leasehold improvements, net of equipment sales, was $22.6 million for the six months ended June 30, 2017, and $35.4 million for the same period of 2016. Proceeds from the sales of available-for-sale securities was $5.2 million in the six months ended June 30, 2016; no comparable proceeds were received in the same period of 2017. Net proceeds from TRP portfolio investments were $8.1 million in the six months ended June 30, 2017, while net contributions to TRP portfolio investments were $10.6 million in the same period of 2016. Excluding acquisitions, we currently anticipate capital expenditures, net of trade-ins, of approximately $60.0 million to $80.0 million for the remainder of 2017. We expect to use our capital expenditure estimate primarily to acquire new revenue equipment for replacement purposes and not fleet growth.

Net cash used in financing activities was $23.8 million for the six months ended June 30, 2017, compared to $94.1 million for the same period of 2016. Net cash payments towards line of credit borrowings were $18.0 million for the six months ended June 30, 2017, compared to $52.0 million in the same period of 2016. We made no repurchases of our common stock in the first six months of 2017, while we repurchased 1.5 million shares for $36.6 million in the same period of 2016. Proceeds from exercises of stock options were $6.3 million in the six months ended June 30, 2017, compared to $6.7 million in the same period of 2016. We also paid $9.9 million and $4.8 million for dividends in the six months ended June 30, 2017 and 2016, respectively. We currently expect to continue to pay quarterly cash dividends in the future. Future payment of cash dividends, and the amount of any such dividends, will depend upon our financial condition, results of operations, cash requirements, tax treatment, and certain corporate law requirements, as well as other factors deemed relevant by our Board of Directors.

We currently maintain a line of credit that permits revolving borrowings and letters of credit up to an aggregate of $300.0 million and matures on August 1, 2019. During the first six months of 2017, we paid down in full the aggregate amount outstanding under our line of credit from $18.0 million as of December 31, 2016. Any borrowings under the line of credit are classified as a long-term liability in the accompanying condensed consolidated balance sheets. We also utilized a portion of our line of credit for letters of credit, which are issued to various regulatory authorities and insurance carriers in connection with our self-insurance programs. The issued but unused letters of credit totaled $34.8 million as of June 30, 2017, and $31.3 million as of December 31, 2016. With the outstanding letters of credit, we had $265.2 million available at June 30, 2017, for future borrowing under our existing line of credit, compared to $250.7 million as of December 31, 2016. Under our current line of credit agreement, we are obligated to comply with certain financial and other covenants and were in compliance with those covenants as of June 30, 2017, and December 31, 2016.

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As of June 30, 2017, our cash and cash equivalents totaled approximately $88.7 million compared to $8.0 million as of December 31, 2016. During the next twelve months and beyond, we believe that we will be able to finance our short-term needs for working capital and acquisitions of revenue equipment with cash, cash flows from operations, and financing available under our existing line of credit. We expect to have significant capital requirements over the long-term, which may require us to incur debt or seek additional equity capital. The availability of additional capital will depend upon prevailing market conditions, the market price of our common stock, our financial condition and results of operations, and several other factors over which we have limited control. Nevertheless, based on our recent operating results, current cash position, anticipated future cash flows, and sources of available financing, we do not expect that we will experience any significant liquidity constraints in the foreseeable future.

Off-Balance Sheet Transactions

Our liquidity is not materially affected by off-balance sheet transactions. Like many other transportation companies, we have periodically utilized operating leases to finance a portion of our revenue equipment requirements and terminal facilities requirements. We lease revenue equipment under non-cancellable operating leases, and we lease some of our service centers and temporary trailer storage under non-cancellable operating leases. Operating lease expense for such equipment, facilities and trailer storage is reflected in the "Miscellaneous operating expenses" line in the accompanying condensed consolidated statements of income, and totaled $1.2 million for the three months ended June 30, 2017 and 2016, and $2.6 million and $2.4 million for the six months ended June 30, 2017 and 2016, respectively.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires that management make a number of assumptions and estimates that affect the reported amounts of assets, liabilities, revenue, and expenses in our condensed consolidated financial statements and accompanying notes. Management bases its estimates on historical experience and various other assumptions believed to be reasonable. Although these estimates are based on management's best knowledge of current events and actions that may impact us in the future, actual results may differ from these estimates and assumptions. Our critical accounting policies are those that affect, or could affect, our financial statements materially and involve a significant level of judgment by management. The accounting policies we deem most critical to us include revenue recognition, which we recognize when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collectability is probable. These conditions are met upon delivery. Furthermore, in accordance with ASC 605-45, Revenue Recognition – Principal Agent Consideration, we account for revenue from our Trucking operations, our Logistics operations, and revenue on freight transported by independent contractors within our Trucking operations on a gross basis. We are the primary obligor in these arrangements, we have the ability to establish prices, we have discretion in selecting the independent contractor or other third party that will perform the service, we have the risk of loss in the event of cargo claims, and we bear the credit risk associated 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 the accompanying condensed consolidated statements of income. Other accounting policies deemed critical include allowance for doubtful accounts, depreciation, claims accrual, accounting for income taxes, and share based payments. There have been no significant changes to our critical accounting policies and estimates during the six months ended June 30, 2017, compared to those disclosed in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," included in our 2016 Annual Report on Form 10-K.

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Seasonality

In the transportation industry, results of operations generally follow a seasonal pattern. Freight volumes in the first quarter are typically lower due to less consumer demand, customers reducing shipments following the holiday season, and inclement weather impeding operations. At the same time, operating expenses generally increase, and the tractor productivity of our fleet, independent contractors, and third-party carriers decreases during the winter months because of decreased fuel efficiency, increased cold weather-related equipment maintenance and repairs, and increased insurance claims and costs attributed to higher accident frequency from harsh weather. During this period, the profitability of our Trucking operations is generally lower than during other parts of the year. Additionally, we have seen surges between Thanksgiving and Christmas resulting from holiday shopping trends toward delivery of gifts purchased over the internet, as well as the impact of shorter holiday seasons.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Information about market risks as of June 30, 2017, does not differ materially from that discussed under Item 7A in our Annual Report on Form 10-K for the year ended December 31, 2016.

Item 4. Controls and Procedures

We have established disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) to ensure that material information relating to us, including our consolidated subsidiaries, is made known to the officers who certify our financial reports and to other members of senior management and the Board of Directors. Our management, with the participation of our principal executive officer and principal financial officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures. Based on this evaluation, as of the end of the period covered by this Quarterly Report on Form 10-Q, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures are effective to ensure that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms, and (ii) accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended June 30, 2017, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. We base our internal control over financial reporting on the criteria set forth in the 2013 COSO Internal Control: Integrated Framework.

We have confidence in our disclosure controls and procedures and internal control over financial reporting. Nevertheless, our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures and internal control over financial reporting will prevent all errors, misstatements, or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are a party to certain claims and pending litigation arising in the normal course of business. These proceedings primarily involve claims for personal injury or property damage incurred in the transportation of freight or for personnel matters, as well as certain class action litigation in which the plaintiffs allege claims for failure to provide meal and rest breaks, unpaid wages, unauthorized deductions, and other items. We maintain insurance to cover liabilities arising from the transportation of freight in amounts in excess of self-insurance retentions.

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Based on our present knowledge of the facts, and in certain cases, advice of outside counsel, management believes the resolution of open claims and pending litigation, taking into account existing reserves and accrued liabilities recorded, is not likely to have a materially adverse effect on us.

Item 1A. Risk Factors

While we attempt to identify, manage, and mitigate risks and uncertainties associated with our business, some level of risk and uncertainty will always be present. Our Annual Report on Form 10-K for the year ended December 31, 2016, and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, in the sections entitled "Item 1A. Risk Factors," describe some of the risks and uncertainties associated with our business. In addition, in July 2017, the House Transportation Committee approved a bill that could have the effect of delaying or repealing the implementation of the rule requiring all carriers to use ELDs, and could materially affect our business and results of operations if capacity exits the market later than expected or does not tighten as anticipated. These risks and uncertainties have the potential to materially affect our business, financial condition, results of operations, cash flows, projected results, and future prospects.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number of Shares that May Yet Be Purchased Under the Publicly Announced Plans or Programs
April 1-30, 2017				
Common Stock Repurchase Program (1)	-	-	-	4,247,001
Other Transactions (2)	-	-	-	-
May 1-31, 2017				
Common Stock Repurchase Program (1)	-	-	-	4,247,001
Other Transactions (2)	-	-	-	-
June 1-30, 2017				
Common Stock Repurchase Program (1)	-	-	-	4,247,001
Other Transactions (2)	-	-	-	-
Total	-	-	-	4,247,001

(1) In 2011, our Board of Directors unanimously authorized the repurchase of up to 10.0 million shares of our common stock. The repurchase authorization will remain in effect until the share limit is reached or the program is terminated. See Note 13 to the Condensed Consolidated Unaudited Financial Statements in this Quarterly Report on Form 10-Q for additional information with respect to our share repurchases.

(2) Other Transactions include restricted shares of our common stock withheld and used to offset tax withholding obligations that occurred upon vesting and release of restricted shares. The withholding of shares was permitted under the applicable award agreement and was not part of any stock repurchase program.

Item 3. Defaults Upon Senior Securities

Not Applicable

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Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information

Not Applicable

Item 6. Exhibits

Exhibit No.		Description
Exhibit 2		Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession
	(2.1)	Agreement and Plan of Merger, dated as of April 9, 2017, by and among Swift Transportation Company, Bishop Merger Sub, Inc., and Knight Transportation, Inc. (Incorporated by reference to Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on April 13, 2017.)
Exhibit 3		Articles of Incorporation and Bylaws
	(3.1)	Second Amended and Restated Articles of Incorporation of the Company. (Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed April 20, 2007.)
	(3.2)	2016 Amended and Restated Bylaws of the Company. (Incorporated by reference to Exhibit 3.2 to the Company's Report on Form 10-Q for the period ended June 30, 2016.)
Exhibit 10		Material Contracts
	(10.1)	Support Agreement, dated as of April 9, 2017, by and among Knight Transportation, Inc., Jerry Moyes, Vickie Moyes, Jerry and Vicky Moyes Family Trust Dated 12/11/87, Michael Moyes and LynDee Moyes Nester. (Incorporated by reference to Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on April 13, 2017.)
Exhibit 31		Section 302 Certifications
	(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 David A. Jackson, the Company's Chief Executive Officer (principal executive officer).
	(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 Adam W. Miller, the Company's Chief Financial Officer (principal financial officer).
Exhibit 32		Section 906 Certifications
	(32.1)**	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by David A. Jackson, the Company's Chief Executive Officer.
	(32.2)**	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by Adam W. Miller, the Company's Chief Financial Officer.
Exhibit 101		Interactive Data File
	(101.INS)	XBRL Instance Document.
	(101.SCH)	XBRL Taxonomy Extension Schema Document.

(101.CAL) XBRL Taxonomy Extension Calculation Linkbase Document.
(101.DEF) XBRL Taxonomy Extension Definition Linkbase Document.
(101.LAB) XBRL Taxonomy Extension Label Linkbase Document.
(101.PRE) XBRL Taxonomy Extension Presentation Linkbase Document.
*Filed herewith
**Furnished herewith

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SIGNATURES

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 thereunto duly authorized.

KNIGHT TRANSPORTATION, INC.

Date: August 7, 2017 By: /s/ David A. Jackson
David A. Jackson
Chief Executive Officer and President, in his capacity as such and on behalf of the registrant

Date: August 7, 2017 By: /s/ Adam W. Miller
Adam W. Miller
Chief Financial Officer, in his capacity as such and on behalf of the registrant