

QUALITY DISTRIBUTION INC
Form SC 13D/A
June 12, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
13d-2(a)**

Amendment No. 1*

Quality Distribution, Inc.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

74756M 10 2

(CUSIP Number)

John F. Hartigan, Esq.

Morgan, Lewis & Bockius LLP

300 S. Grand Avenue, 22nd Floor

Los Angeles, CA 90071

(213) 612-2500

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

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N/A

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 74756M 10 2

- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Investment Fund III, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
9,564,189 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
9,564,189 shares of Common Stock
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person
9,564,189 shares of Common Stock
- 12 Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares*
- 13 Percent of Class Represented by Amount in Row (11)
48.7%
- 14 Type of Reporting Person
PN

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CUSIP No. 74756M 10 2

- | | | |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|------------------------------------------------------------|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Overseas Partners III, L.P. | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | o |
| | (b) | x |
| 3 | SEC Use Only | |
| 4 | Source of Funds
OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization
Delaware | |
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
652,472 shares of Common Stock |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
652,472 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
652,472 shares of Common Stock | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | x |
| 13 | Percent of Class Represented by Amount in Row (11)
3.3% | |
| 14 | Type of Reporting Person
PN | |

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CUSIP No. 74756M 10 2

- | | | |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|------------------------------------------------------------|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo (U.K.) Partners III, L.P. | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | o |
| | (b) | x |
| 3 | SEC Use Only | |
| 4 | Source of Funds
OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization
United Kingdom | |
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
436,911 shares of Common Stock |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
436,911 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
436,911 shares of Common Stock | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | x |
| 13 | Percent of Class Represented by Amount in Row (11)
2.2% | |
| 14 | Type of Reporting Person
PN | |

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CUSIP No. 74756M 10 2

- | | | |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management III, L.P. | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | o |
| | (b) | x |
| 3 | SEC Use Only | |
| 4 | Source of Funds
OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization
Delaware | |
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
10,482,530 shares of Common Stock |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
10,482,530 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
10,482,530 shares of Common Stock | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | o |
| 13 | Percent of Class Represented by Amount in Row (11)
53.4% | |
| 14 | Type of Reporting Person
PN | |

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CUSIP No. 74756M 10 2

- | | | |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
AIF III Management, LLC | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | o |
| | (b) | x |
| 3 | SEC Use Only | |
| 4 | Source of Funds
OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization
Delaware | |
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
10,482,530 shares of Common Stock |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
10,482,530 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
10,482,530 shares of Common Stock | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | o |
| 13 | Percent of Class Represented by Amount in Row (11)
53.4% | |
| 14 | Type of Reporting Person
OO | |

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- 1 Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management, L.P.
- 2 Check the Appropriate Box if a Member of a Group
(a)
(b)
- 3 SEC Use Only
- 4 Source of Funds
OO
- 5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
- 6 Citizenship or Place of Organization
Delaware
- 7 Sole Voting Power
- Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With
- 8 Shared Voting Power
10,482,530 shares of Common Stock
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
10,482,530 shares of Common Stock
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10,482,530 shares of Common Stock
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- 13 Percent of Class Represented by Amount in Row (11)
53.4%
- 14 Type of Reporting Person
PN

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CUSIP No. 74756M 10 2

- | | | |
|-------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
| 1 | Name of Reporting Person
I.R.S. Identification of Above Person
Apollo Management GP, LLC | |
| 2 | Check the Appropriate Box if a Member of a Group | |
| | (a) | o |
| | (b) | x |
| 3 | SEC Use Only | |
| 4 | Source of Funds
OO | |
| 5 | Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) | o |
| 6 | Citizenship or Place of Organization
Delaware | |
| | 7 | Sole Voting Power |
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With | 8 | Shared Voting Power
10,482,530 shares of Common Stock |
| | 9 | Sole Dispositive Power |
| | 10 | Shared Dispositive Power
10,482,530 shares of Common Stock |
| 11 | Aggregate Amount Beneficially Owned by Each Reporting Person
10,482,530 shares of Common Stock | |
| 12 | Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* | o |
| 13 | Percent of Class Represented by Amount in Row (11)
53.4% | |
| 14 | Type of Reporting Person
OO | |

CUSIP No. 74756M 10 2