

FORWARD AIR CORP
Form 8-K
September 08, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 8, 2015 (September 8, 2015)

FORWARD AIR CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|--|--|---|
| Tennessee (State or other jurisdiction of incorporation) | 000-22490 (Commission File Number) | 62-1120025 (I.R.S. Employer Identification No.) |
|--|--|---|

| | |
|--|---------------------|
| 430 Airport Road Greeneville, Tennessee (Address of principal executive offices) | 37745 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (423) 636-7000

Not Applicable
(Former name or former address, if changed since last
report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 5. CORPORATE GOVERNANCE AND MANAGEMENT.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The Company's Board of Directors has elected Douglas M. Madden to its Board of Directors, effective September 8, 2015.

Mr. Madden retired as the Chief Operating Officer of Celanese Corporation, a specialty chemical and technology company ("Celanese"), in 2013. He began his career with Celanese in 1984 and served in various capacities culminating with the position of Chief Operating Officer in which he served from 2009 until his retirement in March 2013. During his time with Celanese, Mr. Madden served as the president of several of Celanese's business units as well as the head of its global supply chain for its chemicals division.

On September 8, 2015, in connection with his appointment to the Board and pursuant to the Company's Amended And Restated Non-Employee Director Stock Plan, the Company will grant Mr. Madden 1,094 restricted shares that vest on September 8, 2016.

There are no arrangements or understandings between Mr. Madden and any other persons pursuant to which Mr. Madden was selected as a director. There have been no transactions since the beginning of the Company's last fiscal year, or any currently proposed transaction, in which the Company was or is to be a participant, in which the amount involved exceeds \$120,000, and in which Mr. Madden has, or will have, a direct or indirect material interest. Mr. Madden does not have any family relationship with any director, executive officer or person nominated or chosen by the Company to become a director or an executive officer. The Board has determined that Mr. Madden is an independent director under applicable Nasdaq rules.

SECTION 9. FINANCIAL STATEMENTS AND EXHIBITS.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibit is being furnished as part of this Current Report.

| No. | Exhibit |
|------|---|
| 99.1 | Press Release of Forward Air Corporation dated September 8, 2015. |

SIGNATURE

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 hereunto duly authorized.

Date: September 8, 2015

FORWARD AIR CORPORATION
By: /s/ Rodney L. Bell
Rodney L. Bell
Senior Vice President, Chief Financial Officer and
Treasurer

EXHIBIT INDEX

| No. | Exhibit |
|------|---|
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