WABASH NATIONAL CORP /DE
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PROSPECTUS

24,762,636 Shares

Common Stock

This prospectus relates to the offer and sale from time to time of up to 24,762,636 shares of our common stock by the selling stockholder, or its donees, pledgees, transferees or other successors-in-interests. The shares of common stock being sold are originally issuable upon the exercise of a warrant held by the selling stockholder, or its donees, pledgees, transferees or other successors-in-interests. We will not receive any of the proceeds from the sale of these shares, but we will incur expenses in connection with the offering.

These shares are being registered to permit the sale of these shares from time to time, in amounts, at prices and on terms determined at the time of offering. The shares may be sold through ordinary brokerage transactions, directly to market makers of our shares or through any other means described in the section of this prospectus entitled "Plan of Distribution" beginning on page 7.

Our common stock trades on the New York Stock Exchange under the symbol "WNC." On December 8, 2009, the last reported sales price of our common stock on the New York Stock Exchange was $1.49 per share.

Investing in our common stock involves risks. See "Risk Factors" beginning on page 3.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is December 9, 2009.

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You should rely only on the information contained in this prospectus. We and the selling stockholder have not authorized anyone to provide you with information different from that contained in this prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. The common stock is not being offered in any jurisdiction where the offer is not permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or any sale of the common stock. Our business, financial condition, results of operations and prospects may have changed since that date.

When used in this prospectus, except where the context otherwise requires, the terms “we,” “us,” “our,” “the Company” and “Wabash” refer to Wabash National Corporation.

SUMMARY

The following summary may not contain all the information that may be important to you. You should read the entire prospectus, as well as the information to which we refer you and the information incorporated by reference, before making an investment decision.

Wabash National Corporation

Founded in 1985 as a start-up company, Wabash is one of North America's leaders in designing, manufacturing and marketing standard and customized truck trailers and related transportation equipment. We believe our success has been the result of our longstanding relationships with our core customers, our demonstrated ability to attract new customers, our broad and innovative product lines, our technological leadership and our large distribution and service network. Our management team is focused on rightsizing our manufacturing and retail operations to match the current demand environment, implementing our cost savings initiatives, strengthening our capital structure, developing innovative products, improving earnings and selective production introductions that meet the needs of our customers.

We seek to identify and produce proprietary products that offer exceptional value to customers with the potential to generate higher profit margins than those of standardized products. We believe that we have the engineering and manufacturing capability to produce these products efficiently. We introduced our proprietary composite product, DuraPlate®, in 1996. Based on a July 2009 A.C.T. Research Company, LLC ("ACT") research report, composite trailers have achieved widespread industry acceptance with our DuraPlate® dry vans accounting for approximately one out of every three dry van trailers sold in 2008. Since 2002, sales of our DuraPlate® trailers represented approximately 90% of our total new dry van trailer sales. We are also a competitive producer of standardized sheet and post and refrigerated trailer products and we strive to become the low-cost producer of these products within our industry. Through our Transcraft Corporation ("Transcraft") subsidiary we also manufacture steel flatbed and dropdeck trailers. As part of our commitment to expand our customer base, diversify our revenues and extend our market leadership, Transcraft acquired in July 2008 certain operating assets of Benson International LLC, and its affiliates, a manufacturer of aluminum flatbeds, dump trailers and other truck bodies. In addition, in December 2008, the Company announced a multi-year agreement to build and service all of PODS®1 portable storage container requirements as part of our strategy to leverage our DuraPlate® panel technology into other industry segments. We expect to continue a program of product development and selective acquisitions of quality proprietary products that further differentiate us from our competitors and increase shareholder value.

We market our transportation equipment under the Wabash®, DuraPlate®, DuraPlateHD®, FreightPro®, ArcticLite®, RoadRailer®, Transcraft®, Eagle®, Eagle II®, D-Eagle® and BensonTM trademarks directly to customers, through independent dealers and through our Company-owned retail branch network. Historically, we have focused on our longstanding core customers representing many of the largest companies in the trucking industry. Our relationships with our core customers have been central to our growth since inception. Beginning in 2003, we have actively pursued the diversification of our customer base by focusing on what we refer to as the mid-market. These carriers, which represent approximately 1,250 carriers, operate fleets of between 250 to 7,500 trailers, which we estimate in total account for approximately one million trailers.

Our 11 company-owned full service retail branches provide additional opportunities to distribute our products and also offer nationwide services and support capabilities for our customers. In addition, we maintain four used fleet sales centers to focus on selling both large and small fleet trade packages to the wholesale market. Our retail branch network's sale of new and used trailers, aftermarket parts and service through our retail branch network generally provides enhanced margin opportunities. We also utilize a network of approximately 24 independent dealers with approximately 48 locations throughout North America to distribute our van trailers. In addition, we distribute our flatbed and dropdeck trailers through a network of over 80 independent dealers with approximately 110 locations throughout North America.

We continue to be affected by the global economy, especially the credit markets, as well as the decline in the housing and construction-related markets in the U.S. For the year ended December 31, 2008 and nine month period ended September 30, 2009, we recorded net sales of $836.2 million and $252.5 million, respectively and reported a net loss for these periods of $125.8 million and $112.6 million, respectively. Our gross profit was $20.9 million for the year ended December 31, 2008 and declined to a gross loss of $21.0 million for the nine month period ended September 30, 2009. These figures are based on the audited and unaudited financial statements incorporated by reference into this prospectus and have not been adjusted to illustrate the estimated pro forma effects of the Transaction and the Amended Facility described below. You should read our audited and unaudited financial statements incorporated by reference into this prospectus and our unaudited pro forma financial information and the notes thereto, including the pro forma adjustments that reflect the effects of the Transaction and Amended Facility, which are included elsewhere in this prospectus.

The address of our principal executive office is 1000 Sagamore Parkway South, Lafayette, Indiana 47905 and our telephone number is (765) 771-5300. We maintain a website at www.wabashnational.com. Information on our website is not, however, a part of, or incorporated by reference into, this prospectus.

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1 PODS® is a registered trademark of PODS, Inc. and Pods Enterprises, Inc.

The Transaction

On July 17, 2009, we entered into a Securities Purchase Agreement with Trailer Investments, LLC ("Trailer Investments") pursuant to which Trailer Investments agreed to invest $35 million in the Company. On August 3, 2009, pursuant to the Securities Purchase Agreement, we issued to Trailer Investments 20,000 shares of our Series E redeemable preferred stock (the "Series E Preferred"), 5,000 shares of our Series F redeemable preferred stock (the "Series F Preferred"), and 10,000 shares of our Series G redeemable preferred stock (the "Series G Preferred", and together with the Series E Preferred and the Series F Preferred, the "Preferred Stock") and a warrant that is exercisable at $0.01 per share for 24,762,636 newly issued shares of our common stock representing on August 3, 2009, the date the warrant was delivered, 44.21% of our issued and outstanding common stock after giving effect to the issuance of the shares underlying the warrant, subject to upward adjustment (the "Warrant") for an aggregate purchase price of $35,000,000 (the "Transaction"). The dividend rates for the Series E Preferred, Series F Preferred and Series G Preferred are 15% per annum, 16% per annum and 18% per annum, respectively. Initially, the annual dollar amounts of dividends are $3 million, $800,000 and $1.8 million, respectively. The dividend on each series of Preferred Stock is payable quarterly and subject to increase by 0.5% every quarter if the applicable series of Preferred Stock is still outstanding after August 3, 2014. During the first two years following the issuance of the Preferred Stock, we may elect to accrue these dividends. The dividend rates on the Preferred Stock will increase upon the occurrence of events of noncompliance. On July 17, 2009, we also entered into our Third Amended and Restated Loan and Security Agreement, which was effective August 3, 2009 (the "Amended Facility"), by and among us and certain of our subsidiaries identified on the signature page thereto (the "Borrowers"), Bank of America, N.A., as a lender and as agent ("Agent"), and the other lenders parties thereto. The proceeds from the Transaction were used by us to reduce the outstanding balance under our Amended Facility and to pay the costs of the Transaction. As a result of the Transaction, we have a material relationship with the selling stockholder and certain of its affiliates, as described in this prospectus and as described in detail in our Current Reports on Form 8-K filed with the SEC on July 20, 2009 and August 4, 2009 and our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009, which are incorporated by reference in this prospectus.

The Offering

Common stock offered by the selling stockholder	24,762,636 shares.
Selling stockholder	All of the common stock is being offered by the selling stockholder, Trailer Investments, or its donees, pledgees, transferees or other successors-in-interests. See "Selling Stockholder" for more information on the selling stockholder. We are not selling any shares in this offering.
Use of proceeds	We will not receive any proceeds from the sale of shares in this offering.
Plan of Distribution	The selling stockholder may offer and sell the common stock from time to time through ordinary brokerage transactions, directly to market makers of our shares or through any other means described in the section entitled "Plan of Distribution" beginning on page 8.
Pro Forma Financial Information	Our unaudited pro forma financial information provided in this prospectus reflects the effects of the Transaction

	and the Amended Facility as if they had occurred at the beginning of the periods presented and is derived from our unaudited historical financial statements for the nine months ended September 30, 2009 and from our audited historical financial statements for the twelve months ended December 31, 2008.
New York Stock Exchange symbol	"WNC"
Risk Factors	See "Risk Factors" and the other information contained in this prospectus or to which we refer you for a discussion of factors you should consider carefully before deciding to invest in shares of our common stock.

RISK FACTORS

Investing in our common stock involves a high degree of risk. You should carefully consider and evaluate all of the information contained in this prospectus and in the documents we incorporate by reference in this prospectus before you decide to purchase our common stock. In particular, you should carefully consider and evaluate the risks and uncertainties described below as well as those described in "Part I— Item 1A. Risk Factors" of our amended Form 10-K/A for the fiscal year ended December 31, 2008 and the additional risks and uncertainties set forth in "Part II— Item 1A. Risk Factors" of both our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009 and our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009, which information is incorporated in this prospectus by reference. Any of the risks and uncertainties set forth therein and below could materially and adversely affect our business, results of operations and financial condition, which in turn could materially and adversely affect the trading price of our common stock. As a result, you could lose all or part of your investment.

Our results of operations have declined significantly in recent periods, and the impact of the current global economic downturn and its effects on our industry could continue to harm our operations and financial performance.

For the year ended December 31, 2008 and nine month period ended September 30, 2009, we recorded net sales of $836.2 million and $252.5 million, respectively, and we recorded a net loss for these periods of $125.8 million and $112.6 million, respectively. This compares to net sales of $1.1 billion and $605.5 million for the year ended December 31, 2007 and the nine month period ended September 30, 2008, respectively, net income for the year ended December 31, 2007 of $16.3 million and net loss for the nine months ended September 30, 2008 of $13.9 million. These declines in our results of operations reflect the conditions in the markets we serve and the general condition of the global economy. The global economic downturn has caused demand for new trailers to decline and has led to, in some cases, the cyclical timeframe for trailer replacement to be pushed out due to economic pressures. We believe that the overall industry in which we operate has been effected similarly. For example, according to a July 2009 report by ACT, total trailer industry shipments in 2008 were approximately 146,000, which reflected a decline of approximately 33% from the 216,000 trailers it reported for the year ended December 31, 2007. By comparison, we shipped 33,300 new trailers in 2008, which reflected a decline of approximately 28% from the 46,400 new trailers we shipped in the year ended December 31, 2007.

We continue to be affected by the global economy, especially the credit markets, as well as the decline in the housing and construction-related markets in the U.S. The same general economic concerns faced by us are also faced by our customers. We believe that many of our customers are highly leveraged, have limited access to capital, and may be reliant on liquidity from global credit markets and other sources of external financing. If the current conditions impacting the credit markets and general economy are prolonged, we may be faced with unexpected delays in product purchases or the loss of customers, which could further materially impact our financial position, results of operations and cash flow. Further, lack of liquidity by our customers could impact our ability to collect amounts owed to us. While we have taken steps to address these concerns through the implementation of our strategic plan, we are not immune to the pressures being faced by our industry and our results of operations may continue to decline.

Sales of a substantial number of shares of our common stock into the public market by the selling stockholder may result in significant downward pressure on the price of our common stock and could affect the ability of our stockholders to realize the current trading price of our common stock.

Sales of a substantial number of shares of our common stock in the public market could cause a reduction in the market price of our common stock. As of October 30, 2009, there were 31,201,125 shares of our common stock outstanding. The selling stockholder has the right to acquire 24,762,636 shares of our common stock, subject to upward adjustment, issuable upon exercise of the Warrant, which represented approximately 44.21% of our issued and outstanding common stock as of August 3, 2009, the date on which the Warrant was delivered. The selling stockholder may sell these shares pursuant to this prospectus or otherwise; provided that this prospectus does not cover any shares in excess of the 24,762,636 shares registered hereby that may become issuable pursuant to the adjustment mechanisms of the Warrant, other than shares that may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions. Investors should be aware that the current or future market price of their shares of our common stock could be negatively impacted by the sale or perceived sale of all or a significant number of the shares being registered hereby.

INCORPORATION OF DOCUMENTS BY REFERENCE

We incorporate information into this prospectus by reference, which means that we disclose important information to you by referring you to another document filed separately with the Securities and Exchange Commission (the “SEC”). The information incorporated by reference is deemed to be part of this prospectus, except to the extent superseded by information contained in this prospectus. This prospectus incorporates by reference the documents set forth below, the file number for each of which is 001-10883, that have been previously filed with the SEC:

- our Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the SEC on April 14, 2009, as amended by Amendment No. 1 on Form 10K/A, filed with the SEC on August 14, 2009;
- our Proxy Statement for our 2009 Annual Meeting of Stockholders, filed with the SEC on April 22, 2009;
- our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2009, filed with the SEC on May 13, 2009, our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009, filed with the SEC on August 5, 2009, and our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009 filed with the SEC on November 4, 2009; and
- our Current Reports on Form 8-K filed with the SEC on February 17, 2009, April 1, 2009, April 3, 2009, April 30, 2009, May 13, 2009, June 1, 2009, July 20, 2009, August 4, 2009, August 5, 2009, August 18, 2009, November 4, 2009 and December 3, 2009.

Any statement contained in a document incorporated by reference in this prospectus shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this prospectus modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

You may obtain copies of any of these filings by contacting us at the address and phone number indicated below or by contacting the SEC as described below under the section entitled “Where You Can Find More Information.” Documents incorporated by reference are available from us without charge, excluding all exhibits unless an exhibit has been specifically incorporated by reference into this prospectus, by requesting them in writing or by telephone at:

Wabash National Corporation
Attention: Corporate Secretary
P.O. Box 6129
Lafayette, Indiana 47903
(765) 771-5300

Our internet website is www.wabashnational.com. We make our electronic filings with the SEC, including our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports available on our website free of charge as soon as practicable after we file or furnish them with the SEC. The information contained on our website does not constitute a part of this prospectus, and our website address supplied above is intended to be an inactive textual reference only and not an active hyperlink to our website.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"). Forward-looking statements may include the words "may," "will," "estimate," "intend," "continue," "believe," "expect," "plan" or "anticipate" a similar words. Our "forwarding-looking statements" include, but are not limited to, statements regarding:

- our business plan;
- our expected revenues, income or loss and capital expenditures;
- plans for future operations;
- financing needs, plans and liquidity, including for working capital and capital expenditures;
- our ability to achieve sustained profitability;
- reliance on certain customers and corporate relationships;
- availability and pricing of raw materials;
- availability of capital;
- dependence on industry trends;
- the outcome of any pending litigation;
- export sales and new markets;
- engineering and manufacturing capabilities and capacity;
- acceptance of new technology and products;
- government regulation; and
- assumptions relating to the foregoing.

Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and are subject to inherent risks and uncertainties, such as those disclosed in this prospectus. Important risks and factors that could cause our actual results to be materially different from our expectations include the factors that are disclosed in "Part I— Item 1A. Risk Factors" of our amended Annual Report on Form 10-K/A for the fiscal year ended December 31, 2008 and the additional risks and uncertainties set forth in "Part II— Item 1A. Risk Factors" of both our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2009 and our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009. You should read these factors and the other cautionary statements made in this prospectus as being applicable to all related forward-looking statements wherever they appear in this prospectus. Each forward-looking statement contained in this prospectus reflects management's view only as of the date on which that forward-looking statement was made. We are not obligated to update forward-looking statements or publicly release the result of any revisions to them to reflect events or circumstances after the date of this prospectus or to reflect the occurrence of unanticipated events.

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USE OF PROCEEDS

We will not receive any proceeds from the sale of shares of our common stock offered by this prospectus.

SELLING STOCKHOLDER

All of the shares of common stock registered for sale pursuant to this prospectus are shares issuable upon the exercise of the Warrant owned by the selling stockholder, Trailer Investments, or its donees, pledgees, transferees or other successors-in-interest. The Warrant was issued to Trailer Investments on August 3, 2009 and it was acquired by Trailer Investments, together with shares of Preferred Stock, under a Securities Purchase Agreement, dated as of July 17, 2009, between us and Trailer Investments. We are registering the shares of common stock in order to permit the selling stockholder and its donees, pledgees, transferees or other successors-in-interest, to offer the shares acquired by full or partial exercise of the Warrant for resale from time to time. We have agreed to pay all expenses resulting from our obligation to register the shares issuable upon exercise of the Warrant. This prospectus relates only to sales of shares of our Common Stock upon exercise of the Warrant and does not cover sale of any shares of the Preferred Stock, the Warrant itself or any shares that may become issuable pursuant to the adjustment mechanisms of the Warrant, other than shares that may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions. The Warrant may be exercised in full or in part, from time to time and at any time within its 10 year term, by the holder thereof, and the exercise price per share is $.01. The Warrant may be exercised for cash or pursuant to a cashless exercise feature and the shares issuable upon exercise will be issued in a transaction not involving a public offering under federal and state securities laws.

The Preferred Stock and the Warrant were issued for an aggregate purchase price of $35,000,000. As a result of the Transaction, we have a material relationship with Trailer Investments and certain of its affiliates. This relationship includes certain consent rights and privileges we granted to Trailer Investments under the agreements we entered into at the closing of the Transaction. This material relationship includes, for so long as Trailer Investments and its affiliates, including investors in the funds controlled by Lincolnshire Management, Inc. (collectively with Trailer Investments, the “Trailer Investors”), beneficially own at least 10% of our outstanding common stock, the right for the Trailer Investors to designate five persons for election to our board of directors. Other elements of this material relationship are more fully described under the “Dividend Policy” and “Description of Our Common Stock” sections of this prospectus and are described in detail in our Current Reports on Form 8-K filed with the SEC on July 20, 2009 and August 4, 2009, and our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2009, which are incorporated by reference in this prospectus.

The following table sets forth information with respect to the selling stockholder and the shares of common stock beneficially owned by the selling stockholder, including shares that may be offered under this prospectus. The information is based on information provided by or on behalf of the selling stockholder to us and is as of the date of this prospectus. Because the selling stockholder may offer all or some portion of the common stock, no estimate can be given as to the amount of the common stock that will be held by the selling stockholder upon termination of this offering. For purposes of the table below, however, we have assumed that after termination of this offering none of the shares covered by this prospectus will be held by the selling stockholder.

Name of Selling Stockholder	Shares of Common Stock Beneficially Owned Prior to Offering	Maximum Number of Shares That May Be Sold Pursuant to this Prospectus	Shares of Common Stock Beneficially Owned After Offering	Percent of Shares Owned After Offering
Trailer Investments, LLC (1)	24,762,636 (1)	24,762,636	(2)	(2)

(1) Lincolnshire Equity Fund III, L.P. (“LEF III”), a Delaware limited partnership is the sole member of Trailer Investments , Lincolnshire Equity Partners III, L.P. (“LEP III”), a Delaware limited partnership, is the general partner of LEF III, and Lincolnshire Equity III, LLC (“Equity III”), a Delaware limited liability company , is the general partner of LEP III. Thomas J. Maloney, one of our directors who was designated by Trailer Investments holds a majority of the voting power of Equity III. Trailer Investors has also designated the following individuals to serve on our board of directors: Michael J. Lyons, Vineet Pruthi, James G. Binch, and Andrew C. Boynton. All of the shares of common stock beneficially owned by Trailer Investments and offered hereby are not currently outstanding but are issuable at any time upon exercise of the Warrant.

(2) Because the selling stockholder may, under this prospectus, offer all or some portion of its common stock, no estimate can be given as to the number of shares of our common stock that will be held by the selling stockholder upon termination of any sales. We refer you to the information under the heading “Plan of Distribution.”

PLAN OF DISTRIBUTION

The selling stockholder, which as used in this prospectus includes donees, pledgees, transferees or other successors-in-interest selling shares of common stock or interests in shares of common stock received after the date of this prospectus from the selling stockholder as a gift, pledge, partnership distribution or other transfer, may, from time to time, sell, transfer or otherwise dispose of any or all of their shares of common stock registered hereby or interests in shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These dispositions may be at fixed prices, at prevailing market prices at the time of sale, at prices related to the prevailing market price, at varying prices determined at the time of sale, or at negotiated prices, which may be higher or lower than the market price of our common stock on the New York Stock Exchange or any other exchange or market.

The selling stockholder may use any one or more of the following methods when disposing of shares or interests therein:

- on the New York Stock Exchange, in the over-the-counter market or on any other national or international securities exchange on which our shares are listed or traded;
- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- in underwritten transactions on either a firm commitment or best-efforts basis;
- block trades in which the broker-dealer will attempt to sell the shares as agent, but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- short sales effected after the date the registration statement of which this prospectus is a part is declared effective by the SEC;
- through the writing or settlement of options or other hedging transactions, whether through an options exchange or otherwise;
- an agreement between a broker-dealer and the selling stockholder to sell a specified number of such shares at a stipulated price per share; and
- a combination of any such methods of sale.

The selling stockholder may, from time to time, pledge or grant a security interest in some or all of the shares of common stock it owns and, if it defaults in the performance of its secured obligations, the pledgees or secured parties may offer and sell the shares of common stock, from time to time, under this prospectus, or under an amendment or supplement to this prospectus amending the list of selling stockholders to include the pledgee, transferee or other successors-in-interest as selling stockholders under this prospectus. The selling stockholder also may transfer the shares of common stock in other circumstances, in which case the transferees, pledgees or other successors-in-interest will be the selling beneficial owners for purposes of this prospectus.

To the extent required, the shares of our common stock to be sold, the name of the selling stockholder, the respective purchase prices and public offering prices, the names of any agents, dealer or underwriter, any applicable commissions or discounts with respect to a particular offer will be set forth in an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement that includes this prospectus.

In connection with the sale of our common stock or interests therein, the selling stockholder may enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the common stock in the course of hedging the positions they assume. The selling stockholder may also sell shares of our common stock short and deliver these securities to close out its short positions, or loan or pledge the common stock to broker-dealers that in turn may sell these securities. The selling stockholder may also enter into option or other transactions with broker-dealers or other financial institutions or the creation of one or more derivative securities which require the delivery to such broker-dealer or other financial institution of shares offered by this prospectus, which shares such broker-dealer or other financial institution may resell pursuant to this prospectus (as supplemented or amended to reflect such transaction).

The aggregate proceeds to the selling stockholder from the sale of the common stock it offers will be the purchase price of the common stock less discounts or commissions, if any. The selling stockholder reserves the right to accept and, together with its agents from time to time, to reject, in whole or in part, any proposed purchase of common stock to be made directly or through agents. We will not receive any of the proceeds from this offering.

The selling stockholder also may resell all or a portion of the shares in open market transactions in reliance upon Rule 144 under the Securities Act, provided that they meet the criteria and conform to the requirements of that rule.

The selling stockholder and any underwriters, broker-dealers or agents that participate in the sale of the common stock or interests therein may be “underwriters” within the meaning of Section 2(11) of the Securities Act. Any discounts, commissions, concessions or profit they earn on any resale of the shares may be underwriting discounts and commissions under the Securities Act. A selling stockholder who is an “underwriter” within the meaning of Section 2(11) of the Securities Act will be subject to the prospectus delivery requirements of the Securities Act.

In order to comply with the securities laws of some states, if applicable, the common stock may be sold in these jurisdictions only through registered or licensed brokers or dealers. In addition, in some states the common stock may not be sold unless it has been registered or qualified for sale or an exemption from registration or qualification requirements is available and is complied with.

To facilitate the offering of common stock, certain persons participating in the offering may engage in transactions that stabilize, maintain, or otherwise affect the price of common stock. This may include over-allotments or short sales of common stock, which involve the sale by persons participating in the offering of more common stock than the selling stockholders sold to them. In these circumstances, these persons would cover such over-allotments or short positions by making purchases in the open market or by exercising their over-allotment option, if any. In addition, these persons may stabilize or maintain the price of common stock by bidding for or purchasing common stock in the open market or by imposing penalty bids, whereby selling concessions allowed to dealers participating in the offering may be reclaimed if common stock sold by them is repurchased in connection with stabilization transactions. The effect of these transactions may be to stabilize or maintain the market price of the common stock at a level above that which might otherwise prevail in the open market. These transactions may be discontinued at any time.

We have advised the selling stockholder that the anti-manipulation rules of Regulation M under the Exchange Act may apply to sales of shares in the market and to the activities of the selling stockholder and their affiliates. In addition, we will make copies of this prospectus (as it may be supplemented or amended from time to time) available to the selling stockholder for the purpose of satisfying the prospectus delivery requirements of the Securities Act. The selling stockholder may indemnify any broker-dealer that participates in transactions involving the sale of the shares against certain liabilities, including liabilities arising under the Securities Act.

We have agreed to indemnify the selling stockholder against liabilities, including liabilities under the Securities Act and state securities laws, relating to the registration of the shares offered by this prospectus.

We have agreed with the selling stockholder to keep the registration statement of which this prospectus constitutes a part effective until the earlier of (1) such time as all of the shares covered by this prospectus have been disposed of pursuant to and in accordance with the registration statement or (2) the date on which the shares may be sold pursuant to Rule 144(b)(1)(i) of the Securities Act.

CAPITALIZATION

The following table shows our capitalization as of September 30, 2009.

You should read this table in conjunction with the "Unaudited Pro Forma Financial Information" and "Description of Our Common Stock" set forth in this prospectus and the "Management's Discussion and Analysis of Financial Condition and Results of Operations" and financial statements and the related notes thereto contained in our Annual Report on Form 10-K/A for the fiscal year ended December 31, 2008 and our Quarterly Report on Form 10-Q for the period ended September 30, 2009, which are incorporated by reference into this prospectus.

($ in thousands)	As of September 30, 2009 (Unaudited)	
Cash and cash equivalents	$	2,798
Current liabilities		
Current portion of capital lease obligation		337
Accounts payable		34,720
Other accrued liabilities		35,711
Warrant		67,208
Total current liabilities		137,976
Long-term debt		30,069
Capital lease obligation		4,553
Other noncurrent liabilities and contingencies		4,115
Preferred Stock, net of discount, 25,000,000 shares authorized, $0.01 par value, 35,000 shares issued and outstanding		
Series E Preferred stock, 20,000 shares authorized, 20,000 shares issued and outstanding		10,694
Series F preferred stock, 5,000 shares authorized, 5,000 shares issued and outstanding		2,773
Series G preferred stock, 10,000 shares authorized, 10,000 shares issued and outstanding		5,937
Stockholders equity:		
Common stock 75,000,000 shares authorized, $0.01 par value, 30,331,970 shares issued and outstanding		331
Additional paid-in capital		355,276
Retained deficit		(285,750)
Accumulated other comprehensive income		-
Treasury stock at cost, 1,675,600 common shares		(25,477)
Total stockholders' equity		44,380
Total capitalization	$	240,497

PRICE RANGE OF COMMON STOCK

Our common stock trades on the New York Stock Exchange under the symbol "WNC." The number of record holders of our common stock at December 4, 2009 was 851. The following table sets forth the high and low stock prices as reported on the New York Stock Exchange for the time periods indicated:

	2007	
	High	Low
First quarter	$ 17.22	$ 14.50
Second quarter	$ 15.81	$ 13.97
Third quarter	$ 14.80	$ 11.29
Fourth quarter	$ 11.60	$ 6.78

	2008	
	High	Low
First quarter	$ 9.50	$ 6.96
Second quarter	$ 10.59	$ 7.55
Third quarter	$ 11.69	$ 6.85
Fourth quarter	$ 9.37	$ 3.26

	2009	
	High	Low
First quarter	$ 5.07	$ 0.51
Second quarter	$ 2.71	$ 0.68
Third quarter	$ 3.25	$ 0.50
Fourth quarter (through December 8, 2009)	$ 3.05	$ 1.36

On December 8, 2009, the last reported sales price of our common stock as reported on the New York Stock Exchange was $1.49.

DIVIDEND POLICY

We historically paid quarterly dividends until these dividend payments were suspended by our board of directors on December 28, 2001. We resumed the payment of quarterly dividends beginning in the first quarter of 2005. However, in December 2008 these dividend payments were again suspended due to the weak economic environment and uncertainty as to the timing of a recovery as well as our effort to enhance liquidity.

Under the Amended Facility, we are not permitted to pay cash dividends to our common stockholders until the second anniversary of the effectiveness of the Amended Facility and then only if (i) no default or events of default are then in existence or would be caused by such purchase, redemption or payment, (ii) immediately after such purchase, redemption or payment, the Borrowers have unused availability under the Amended Facility of at least $40 million, (iii) the amount of all cash dividends paid by us does not exceed $20 million in any fiscal year and (iv) at least five business days prior to the purchase, redemption or payment, an officer of Wabash has delivered a certificate to the Agent certifying that the conditions precedent in clauses (i)-(iii) have been satisfied. Further, for so long as the Trailer Investors continue to hold a majority of the Preferred Stock, we cannot directly or indirectly declare or make any dividend, distribution, or redemption of any shares of any class of our stock other than dividend payments on the Preferred Stock without the consent of a majority of the Trailer Investors.

UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following table sets forth unaudited pro forma financial information for the year ended December 31, 2008 and for the nine month period ended September 30, 2009. Such information is based on the audited and unaudited financial statements incorporated by reference into this prospectus, as adjusted to illustrate the estimated pro forma effects of the Transaction and the Amended Facility.

The unaudited pro forma adjustments are based on available information and certain assumptions that we believe are reasonable. The unaudited pro forma consolidated statements of operations for the year ended December 31, 2008 and for the nine months ended September 30, 2009 give effect to the Transaction and the Amended Facility as if they had occurred on January 1, 2008 and 2009, respectively. Because the Transaction and the Amended Facility occured prior to September 30, 2009, no pro forma balance sheet is provided. Presentation of the unaudited pro forma financial information is prepared in conformity with Article 11 of Regulation S-X.

The unaudited pro forma consolidated financial information was prepared on a basis consistent with that used in preparing our audited consolidated financial statements and includes all adjustments, consisting of normal and recurring items, that we consider necessary for a fair presentation of the results of operations for the unaudited periods.

The unaudited pro forma financial information should be read in conjunction with the “Description of Our Common Stock” set forth in this prospectus and the “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and the financial statements and the related notes thereto contained in our Annual Report on Form 10-K/A for the fiscal year ended December 31, 2008, and both our Quarterly Report on Form 10-Q for the period ended June 30, 2009 and our Quarterly Report on Form 10-Q for the period ended September 30, 2009, which are incorporated by reference into this prospectus. The unaudited pro forma financial information is for informational purposes only and is not intended to represent or be indicative of the results of operations that we would have reported had the Transaction been completed on the dates indicated and should not be taken as representative of our future results of operations after the Transaction.

WABASH NATIONAL CORPORATION
UNAUDITED PRO FORMA CONSOLIDATED STATEMENTS OF OPERATIONS
Year Ended December 31, 2008
(Dollars in thousands, except per share amounts)

	As Reported Year Ended December 31, 2008	Pro Forma Adjustments	Pro Forma Year Ended December 31, 2008
Net Sales	$ 836,213		$ 836,213
Cost of Sales	815,289		815,289
Gross Profit	$ 20,924		$ 20,924
General and Administrative Expenses	44,094		44,094
Selling Expenses	14,290		14,290
Impairment of Goodwill	66,317		66,317
Loss from Operations	$ (103,777)		$ (103,777)
Other Income (Expense)			
Interest expense	(4,657)	(169) (a)	(4,826)
Foreign exchange, net	(156)		(156)
Gain on debt extinguishment	151		151
Other, net	(323)		(323)
Loss Before Income Taxes	$ (108,762)		$ (108,931)
Income Tax Expense	17,064		17,064
Net Loss	$ (125,826)		$ (125,995)
Preferred Stock Dividends	-	6,994 (b)	6,994
Net Loss Applicable to Common Stockholders	$ (125,826)		$ (132,989)
Common Stock Dividends Declared	$ 0.135		$ 0.135
Basic Net Loss Per Share	$ (4.20)		$ (4.44)
Diluted Net Loss Per Share	$ (4.20)		$ (4.44)
Comprehensive Loss			
Net loss	$ (125,826)		$ (125,995)
Changes in fair value of derivatives	(1,516)		(1,516)
Net Comprehensive Loss	$ (127,342)		$ (127,511)

See accompanying notes to these pro forma consolidated financial statements

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WABASH NATIONAL CORPORATION
UNAUDITED PRO FORMA CONSOLIDATED STATEMENTS OF OPERATIONS
Nine Months Ended September 30, 2009
(Dollars in thousands, except per share amounts)

	As Reported Nine Months Ended September 30, 2009	Pro Forma Adjustment	Pro Forma Nine Months Ended September 30, 2009
Net Sales	$ 252,467		$ 252,467
Cost of Sales	273,495		273,495
Gross Profit	(21,028)		(21,028)
General and Administrative Expenses	24,493		24,493
Selling Expenses	8,669		8,669
Loss from Operations	(54,190)		(54,190)
Other Income (Expense)			
Increase in fair value of warrant	(53,983)		(53,983)
Interest expense	(3,459)	557 (a)	(2,902)
Loss on debt extinguishment	(303)		(303)
Other, net	(729)		(729)
Loss Before Income Taxes	(112,664)		(112,107)
Income Tax Expense	(41)		(41)
Net Loss	(112,623)		(112,066)
Preferred Stock Dividends	1,096	4,103 (b)	5,199
Net Loss Applicable to Common Stockholders	$ (113,719)		$ (117,265)
Common Stock Dividends Declared	$ -		$ -
Basic Net Loss Per Share	$ (3.77)		$ (3.88)
Diulted Net Loss Per Share	$ (3.77)		$ (3.88)
Comprehensive Loss			
Net loss	$ (112,623)		$ (112,066)
Reclassification adjustment for interest rate swaps included in net income	1,398		1,398
Changes in fair value of derivatives (net of tax)	118		118
Net Comprehensive Loss	$ (111,107)		$ (110,550)

See accompanying notes to these pro forma consolidated financial statements

Notes to the unaudited pro forma consolidated
statements of operations
(dollars in thousands, except share and per share amounts)

Note 1. Basis of Presentation

The historical financial information for the nine months ending September 30, 2009 and the year ending December 31, 2008 was derived from the historical consolidated financial statements of the Company. The unaudited pro forma consolidated statements of operations for the year ended December 31, 2008 and for the nine months ended September 30, 2009 give effect to the Transaction and the Amended Facility as if they had occurred on January 1, 2008 and 2009, respectively.

The unaudited pro forma financial statements reflect (i) the "Transaction", which comprises the issuance pursuant to a Securities Purchase Agreement with Trailer Investments, LLC of 20,000 shares of Series E Preferred Stock with an annual dividend rate of 15%, 5,000 shares of Series F Preferred Stock with annual dividend rate of 16% and 10,000 shares of Series G Preferred Stock with an annual dividend rate of 18% and the issuance of a warrant that is exercisable at $0.01 per share for 24,762,636 newly issued shares of common stock and (ii) the "Amended Facility", which is our Third Amended and Restated Loan and Security Agreement, effective August 3, 2009.

Note 2. Statement of Operations Pro Forma Adjustments and Assumptions

(a) Reflects adjustments to interest expense resulting from reduced borrowings and increased interest rates under the Amended Facility:

		Year Ended December 31, 2008		Nine Months Ended September 30, 2009
Interest expense on Amended Facility:				
Amended Facility (1)	$	2,909	$	1,654
Amortization of debt issuance costs (2)		552		423
Total interest expense on new borrowings	$	3,461	$	2,077
Less historical interest expense and related amortization on debt issuance costs on extinguished borrowings:		(3,292)		(2,634)
Adjustment to interest expense	$	169	$	(557)

(1) Represents pro forma interest expense on the Amended Facility calculated using the average monthly borrowings for both the twelve and nine month periods ending December 31, 2008 and September 30, 2009, respectively. Interest rate assumption was based on the actual LIBOR rates available as of the beginning of each period presented plus applicable spread under the Amended Facility of 4.25%.

(2) Represents amortization of debt issuance costs over the term of the new Amended Facility.

(b) Reflects adjustments for preferred dividends at various rates for the periods presented. Preferred dividends are cumulative, accrete day to day and remain unpaid. Preferred dividends also include accretion of discount attributable to the fair value of the preferred stock and Warrant:

		Year Ended December 31, 2008		Nine Months Ended September 30, 2009
Series E Preferred, 20,000 shares, annual dividend rate of 15%	$	3,000	$	2,250
Series F Preferred, 5,000 shares, annual dividend rate of 16%		800		600
Series G Preferred, 10,000 shares, annual dividend rate of 18%		1,800		1,350
Amortization and discount accretion		1,394		999
	$	6,994	$	5,199
Less: Preferred stock dividends and accretion previously recorded		-		(1,096)
Adjustment to preferred stock dividends	$	6,994	$	4,103

DIRECTORS AND EXECUTIVE OFFICERS

The name, age, directorships (if applicable) and business experience during at least the last five years for our directors and executive officers is set forth in the tables below.

Directors

NAME	AGE	OCCUPATION, BUSINESS & DIRECTORSHIPS	DIRECTOR SINCE
Richard J. Giromini	56	Mr. Giromini was promoted to President and Chief Executive Officer on January 1, 2007. He had been Executive Vice President and Chief Operating Officer from February 28, 2005 until December 2005 at which time he was appointed President and a Director of the Company. He had been Senior Vice President — Chief Operating Officer since joining the Company on July 15, 2002. Prior to joining Wabash National, Mr. Giromini was with Accuride Corporation from April 1998 to July 2002, where he served in capacities as Senior Vice President — Technology and Continuous Improvement; Senior Vice President and General Manager — Light Vehicle Operations; and President and CEO of AKW LP. Previously, Mr. Giromini was employed by ITT Automotive, Inc. from 1996 to 1998 serving as Director of Manufacturing. Mr. Giromini also serves as a Director of Robbins & Myers, Inc., a leading supplier of engineered equipment and systems for critical applications in global energy, industrial chemical and pharmaceutical markets.	December 2005
James G. Binch	62	Mr. Binch was appointed to our Board of Directors effective on August 3, 2009 pursuant to the rights provided to Trailer Investments in the Transaction. Since 2007, Mr. Binch has served as a Managing Director of Lincolnshire Management, Inc., a private equity firm and affiliate of Trailer Investments. From 1991 until 2006, Mr. Binch served as the President and Chief Executive Officer of Memry Corporation, a medical device component manufacturer. Mr. Binch also serves as a Director of Exactech Corporation.	July 2009
Andrew C. Boynton	53	Mr. Boynton was appointed to our Board of Directors effective on August 3, 2009 pursuant to the rights provided to Trailer Investments in the Transaction. Mr. Boynton is currently the Dean of the Carroll School of Management of Boston College, a position he has held since 2005. Prior to then, Mr. Boynton was a professor of strategy at IMD in Lausanne, Switzerland for ten years. Mr. Boynton also serves as a Director of Clough Global Opportunities Fund, Clough Global Equity Fund, and Clough Global Allocation Fund, all of which are registered as investment companies under the Investment Company Act of 1980 and associated with Clough Capital Partners, L.P., their investment advisor.	July 2009
Dr. Martin C. Jischke	68	Dr. Jischke served as President of Purdue University, West Lafayette, Indiana, from August 2000 until his retirement in July 2007. Dr. Jischke became Chairman of our Board of Directors at the 2007 Annual Meeting.	January 2002

		Dr. Jischke also serves as a Director of Vectren Corporation and Duke Realty Corporation.	
James D. Kelly	57	Mr. Kelly has served as the President, Engine Business and as a Vice President for Cummins Inc. since May 2005. Between 1976 and 1988, and following 1989, Mr. Kelly has been employed by Cummins in a variety of positions of increasing responsibility including, most recently, the Vice President and General Manager — Mid Range Engine Business between 2001 and 2004, and the Vice President and General Manager — Mid Range and Heavy Duty Engine Business from 2004 through May 2005.	February 2006

Stephanie K. Kushner	54	Ms. Kushner was Senior Vice President and Chief Financial Officer of Federal Signal Corporation, from March 2002 until December 2008. Prior to joining Federal Signal, she was employed by affiliates of FMC Corporation for 14 years, most recently as Vice President — Treasury and Corporate Development for FMC Technologies in 2001 and Vice President and Treasurer for FMC Corporation from 1999 to 2001.	February 2004
Michael J. Lyons	50	Mr. Lyons was appointed to our Board of Directors effective on August 3, 2009 pursuant to the rights provided to Trailer Investments in the Transaction. Since 1998, Mr. Maloney has served as a Senior Managing Director of Lincolnshire Management, Inc., a private equity firm and affiliate of Trailer Investments. Mr. Lyons began his affiliation with Lincolnshire in 1994 when he was Chief Operating Officer at one of its portfolio companies. Mr. Lyons started his career as a CPA with PriceWaterhouse.	July 2009
Larry J. Magee	55	Mr. Magee is Chairman, Chief Executive Officer and President of BFS Retail & Commercial Operations, LLC, a position he has held since December 2001. Previously, Mr. Magee served as President of Bridgestone/Firestone Retail Division from 1998 until his 2001 appointment. Mr. Magee held positions of increasing responsibility within the Bridgestone/Firestone family of companies during his 31-year tenure.	January 2005
Thomas J. Maloney	56	Mr. Maloney was appointed to our Board of Directors effective on August 3, 2009 pursuant to the rights provided to Trailer Investments in the Transaction. Since 1998, Mr. Maloney has served as the President of Lincolnshire Management, Inc., a private equity firm and affiliate of Trailer Investments. Mr. Maloney served as Managing Director of Lincolnshire beginning in 1993. Mr. Maloney serves on the board of several companies. He is a member of the Board of Trustees of Boston College, Fordham University and the Tilton School.	July 2009
Vineet Pruthi	64	Mr. Pruthi was appointed to our Board of Directors effective on August 3, 2009 pursuant to the rights provided to Trailer Investments in the Transaction. Since 1999, Mr. Pruthi has served as a Senior Managing Director of Lincolnshire Management, Inc., a private equity firm and affiliate of Trailer Investments. Prior to joining Lincolnshire in 1999, Mr. Pruthi was Chief Financial Officer of Credentials Services International.	July 2009
Scott K. Sorensen	48	Mr. Sorensen is the Chief Financial Officer of Sorenson Communications, a provider of communication services and products, a position he has held since August 2007. Previously, Mr. Sorensen was the Chief Financial Officer of Headwaters, Inc. from October 2005 to August 2007. Prior to joining Headwaters, Mr. Sorensen was the Vice President and Chief Financial Officer of Hillenbrand Industries, Inc., a manufacturer and provider of products and services for the health care and funeral services industries, since March 2001.	March 2005
			December 2004