PACER INTERNATIONAL INC

Form 4 April 02, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Cook Jeffrey J

(Last) (First) (Middle)

6805 PERIMETER DR.

(Street)

DUBLIN, OH 43016

2. Issuer Name and Ticker or Trading

Symbol

PACER INTERNATIONAL INC [PACR]

3. Date of Earliest Transaction

(Month/Day/Year) 03/31/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below)

VP Corporate Controller

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct (D) or Indirect Beneficial (I) (Instr. 4)

7. Nature of Indirect Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

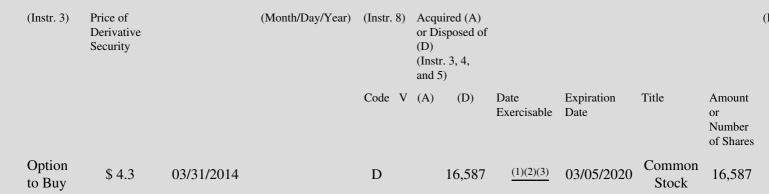
Execution Date, if any

4. 5. Number of TransactionDerivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8 **Underlying Securities** (Instr. 3 and 4)

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cook Jeffrey J 6805 PERIMETER DR. DUBLIN, OH 43016

VP Corporate Controller

Signatures

Dana G. Welcker, attorney o4/02/2014 in fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations, See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- On January 5, 2014, Pacer International, Inc. (the "Company") entered into an Agreement and Plan of Merger by and among XPO (1) Logistics, Inc., a Delaware corporation, and Acquisition Sub, Inc., a Tennessee corporation and an indirect wholly owned subsidiary of XPO (the "Merger"). The Merger was effective at 11:59 p.m., Eastern Time, on March 31, 2014 (the "Effective Time").
- In the Merger, each share of the Company's common stock issued and outstanding as of immediately prior to the Merger was converted into the right to receive a combination of \$6.00 in cash and 0.1017 of a share of XPO common stock (the "Per Share Merger Consideration").
- At the Effective Time of the Merger, each outstanding to purchase shares under the Pacer stock plans, vested or unvested, was cancelled and entitled the holder of the option to receive an amount in cash (less applicable taxes required to be withheld) equal to the total number of shares subject to the option immediately prior to the effective time multiplied by the excess of (1) \$9.00 over (2) the exercise price per share for the stock option.

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

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