

PACER INTERNATIONAL INC
Form 8-K
February 08, 2007

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) February 7, 2007

PACER INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Commission file number 000-49828

Tennessee
(State or other jurisdiction

of incorporation)

2300 Clayton Road, Suite 1200

Concord, CA 94520

Telephone Number (877) 917-2237

62-0935669
(I.R.S. employer

identification no.)

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:

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- .. 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))
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ITEM 2.02. Results of Operations and Financial Condition

On February 7, 2007, Pacer International, Inc. issued a press release announcing its fourth quarter and year-to-date 2006 results. The press release is attached hereto as Exhibit 99.1. This press release includes certain non-GAAP financial measures. A reconciliation of those measures to the most directly related comparable GAAP measure is included in the press release.

The information set forth under Item 2.02. Results of Operations and Financial Condition, including the Exhibit attached hereto, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing, except as otherwise expressly stated in such filing.

ITEM 8.01. Other Events

On February 7, 2007 Pacer International, Inc. announced that its Board of Directors declared a regular \$0.15 per share dividend on the Company's common stock at its meeting on February 7, 2007. The first quarter dividend will be payable on April 10, 2007, to shareholders of record at the close of business on March 20, 2007.

ITEM 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release of Pacer International, Inc. dated February 7, 2007 (furnished pursuant to Item 2.02).

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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.

PACER INTERNATIONAL, INC.
A Tennessee Corporation

Dated: February 7, 2007

By: */s/ Lawrence C. Yarberry*
Executive Vice President and Chief
Financial Officer

INDEX TO EXHIBITS

EXHIBIT

NUMBER

99.1

Press Release of Pacer International, Inc. dated February 7, 2007 (furnished pursuant to Item 2.02).