

HEARTLAND EXPRESS INC
Form 8-K
May 15, 2018

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):
May 10, 2018

HEARTLAND EXPRESS, INC.
(Exact name of registrant as specified in its charter)

Nevada 000-15087 93-0926999
(State of other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)

901 NORTH KANSAS AVE, NORTH LIBERTY, IA 52317
(Address of Principal Executive Offices) (Zip
Code)

(319) 626-3600
Registrant's Telephone Number (including area code):

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this

chapter). Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

On May 10, 2018, the Compensation Committee of the Board of Directors of Heartland Express, Inc. (the "Company") approved the following compensation increase to one of the Company's named executive officers. The increase was effective immediately.

Named Executive Officer	Previous Annualized Salary	New Annualized Salary	Increase
Michael J. Gerdin, Chief Executive Officer, President and Director	\$680,000	\$720,800	\$40,800

Item 7.01. Regulation FD Disclosure

On May 11, 2018 the Company issued a press release announcing that its Board of Directors had authorized the repurchase of up to 5,000,000 shares of its outstanding common stock in addition to the approximate 2,300,000 shares remaining under a prior authorization. The repurchase authorization does not have an expiration date and may be suspended or discontinued at any time without prior notice. A copy of the press release issued by the Company is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

EXHIBIT

NUMBER EXHIBIT DESCRIPTION

99.1 Heartland Express, Inc. press release dated May 11, 2018, announcing changes to the Company's share repurchase authorization.

The information contained in Items 7.01 and 9.01 and the exhibit hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

The information in Items 7.01 and 9.01 of this report and the exhibit hereto may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act and such statements are subject to the safe harbor created by those sections and the Private Securities Litigation Reform Act of 1995, as amended. Such statements are made based on the current beliefs and expectations of the Company's management and are subject to significant risks and uncertainties. Actual results or events may differ from those anticipated by forward-looking statements. In Items 7.01 and 9.01 of this report and the exhibit hereto, the statements regarding the share repurchase program are forward-looking statements. Please refer to the paragraph at the end of the attached press release and various disclosures by the Company in its press releases, stockholder reports, and filings with the Securities and Exchange Commission for information concerning risks, uncertainties, and other factors that may affect future results.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on behalf by the undersigned thereunto duly authorized.

HEARTLAND EXPRESS, INC.

Date: May 15, 2018 By: /s/ Christopher A. Strain
Christopher A. Strain
Vice President-Finance,
Treasurer and Chief Financial Officer

EXHIBIT INDEX

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