

QUALITY DISTRIBUTION INC  
Form 8-K  
March 08, 2012

**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): March 7, 2012

**Quality Distribution, Inc.**

(Exact name of Co-Registrant as specified in its charter)

**Florida**  
(State or other jurisdiction  
of incorporation)

**000-24180**  
(Commission  
File Number)

**59-3239073**  
(IRS Employer  
Identification No.)

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4041 Park Oaks Blvd., Suite 200,

Tampa, Florida 33610

(Address of principal executive offices) (Zip Code)

(813) 630-5826

(Registrant's telephone number, including area code)

N/A

(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))

**Item 1.01 Entry into a Material Definitive Agreement**

On March 7, 2012, Quality Distribution, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) by and among the Company, the selling stockholders signatory thereto and Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named in Schedule A-1 thereto (collectively, the Underwriters), for the sale of 5,000,000 shares of common stock, no par value per share, of the Company (the Common Stock), of which the Company is offering for sale 2,500,000 shares and certain affiliates of Apollo Management, L.P. (Apollo) are offering for resale 2,500,000 shares, at a price to the public of \$13.00 per share, pursuant to an effective shelf registration statement on Form S-3 (File No. 333-175094) (the Registration Statement). In addition, the Underwriters have an option to purchase up to an additional 750,000 shares of the Common Stock from Apollo on the same terms for 30 days from the date of the prospectus supplement to the Registration Statement to cover over-allotments, if any. The offering is expected to close on or about March 13, 2012, subject to customary closing conditions. Pursuant to the terms of the Underwriting Agreement, the Company and the selling stockholders have agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the Underwriters may be required to make because of any of those liabilities.

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. Certain of the Underwriters and their respective affiliates have in the past and may in the future perform various financial advisory, investment banking and other services for the Company and its affiliates in the ordinary course of business, for which they received and will receive customary fees and expenses. In particular, certain affiliates of Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Credit Suisse Securities (USA) LLC, SunTrust Robinson Humphrey, Inc., RBC Capital Markets, LLC and BB&T Capital Markets, a division of Scott & Stringfellow, LLC are lenders and, in certain instances, agents under the Company's ABL Facility. In addition, Apollo Global Securities, LLC, which is an underwriter, is an affiliate of Apollo.

In the ordinary course of their various business activities, the Underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the Company. The Underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

The summary set forth above is not intended to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement attached hereto as Exhibit 10.1.

**Item 8.01 Other Events.**

On March 7, 2012, the Company announced that its previously announced underwritten public offering of 5,000,000 shares of its common stock, of which the Company is offering for sale 2,500,000 shares and Apollo is offering for resale 2,500,000 shares, was priced at \$13.00 per share. A copy of the press release is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
10.1	Underwriting Agreement, dated as of March 7, 2012, by and among Quality Distribution, Inc., the selling stockholders signatory thereto and Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named in Schedule A-1 thereto.
99.1	Text of press release, dated March 7, 2012.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the co-registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized this 8<sup>th</sup> day of March, 2012.

QUALITY DISTRIBUTION, INC.

BY: /s/ Joseph J. Troy

Joseph J. Troy

Executive Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

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