

QUALITY DISTRIBUTION INC  
Form 4  
August 13, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
APOLLO ADVISORS II LP

2. Issuer Name and Ticker or Trading Symbol  
QUALITY DISTRIBUTION INC  
[QLTY]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
TWO MANHATTANVILLA ROAD,  
  
(Street)  
  
PURCHASE, NY 10577  
  
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
03/13/2012

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |   |                  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|------------------|
|                                 |                                      |  |                                | Code V  | Amount  | (A) or (D)   | Price                                      |   |                  |
| Common Stock                    | 03/13/2012                           |  | S                              | 3,185,815   | D   | \$ 12.4475   | 4,611,194                                  | I | See footnote (1) |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

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

Edgar Filing: QUALITY DISTRIBUTION INC - Form 4

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       | Amount or Number of Shares |
|---|---------------|-----------|---------|-------|----------------------------|
|   | Director      | 10% Owner | Officer | Other |                            |
| APOLLO ADVISORS II LP<br>TWO MANHATTANVILLE ROAD<br>PURCHASE, NY 10577                  |               | X         |         |       |                            |
| Apollo Capital Management II, Inc.<br>ONE MANHATTANVILLE ROAD<br>PURCHASE, NY 10577     |               | X         |         |       |                            |
| APOLLO MANAGEMENT III LP<br>TWO MANHATTANVILLE ROAD<br>SUITE 203<br>PURCHASE, NY 10577  |               | X         |         |       |                            |
| AIF III Management, LLC<br>TWO MANHATTANVILLE ROAD<br>SUITE 203<br>PURCHASE, NY 10577   |               | X         |         |       |                            |
| Apollo Management, L.P.<br>2 MANHATTANVILLE ROAD<br>SUITE 203<br>PURCHASE, NY 10577     |               | X         |         |       |                            |
| Apollo Management GP, LLC<br>TWO MANHATTANVILLE ROAD<br>SUITE 203<br>PURCHASE, NY 10577 |               | X         |         |       |                            |
| Apollo Management Holdings, L.P.<br>9 W. 57TH STREET<br>-<br>NEW YORK, NY 10019         |               | X         |         |       |                            |
|   |               | X         |         |       |                            |

Apollo Management Holdings GP, LLC  
9 W. 57TH STREET  
43RD FLOOR  
NEW YORK, NY 10019

APOLLO INVESTMENT FUND III LP  
C/O APOLLO ADVISORS LP  
2 MANHATTANVILLE RD  
PURCHASE, NY 10577 X

APOLLO OVERSEAS PARTNERS III LP  
2 MANGATTANVILLE RD  
C/O APOLLO ADVISORS LP  
PURCHASE, NY 10577 X

## Signatures

[see signatures attached as Exhibit  
99.2] 08/13/2013

\_\_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).

(1) See Exhibit 99.1.

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.