

MARTEN TRANSPORT LTD  
Form 8-K  
January 26, 2018  
UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported):

**January 25, 2018**

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**MARTEN TRANSPORT, LTD.**

(Exact name of registrant as specified in its charter)

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| <b>Delaware</b><br>(State or other jurisdiction of<br>incorporation) | <b>0-15010</b><br>(Commission File Number) | <b>39-1140809</b><br>(I.R.S. Employer<br>Identification Number) |
|--|--|---|

|   |                            |
|---|----------------------------|
| <b>129 Marten Street</b><br><b>Mondovi, Wisconsin</b><br>(Address of principal executive offices) | <b>54755</b><br>(Zip Code) |
|---|----------------------------|

**(715) 926-4216**

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(Registrant's telephone number, including area code)

**Not applicable.**

(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 (see General Instruction A.2. below):

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.

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***Section 2 – Financial Information***

**Item 2.02. Results of Operations and Financial Condition.**

On January 25, 2018, the company issued a press release announcing financial results for the quarter and year ended December 31, 2017. Attached hereto as Exhibit 99.1 is a copy of the company’s press release dated January 25, 2018 announcing the company’s financial results for this period.

The press release also includes a discussion of diluted earnings per share and net income, net of a deferred income taxes benefit; operating revenue, net of fuel surcharge revenue; and operating expenses as a percentage of operating revenue, with both amounts net of fuel surcharge revenue. The company provided these additional disclosures because management believes removing these items provide a more consistent basis for comparing results of operations from period to period. These financial measures in the press release have not been determined in accordance with generally accepted accounting principles (“GAAP”). Pursuant to Regulation G, the company has included a reconciliation of these non-GAAP financial measures to the most directly comparable GAAP financial measures. For the discussion of diluted earnings per share, net of a deferred income taxes benefit; net income, net of the deferred income taxes benefit; operating revenue, net of fuel surcharge revenue; and operating expenses as a percentage of operating revenue, with both amounts net of fuel surcharge revenue, the most directly comparable GAAP financial measures are diluted earnings per share, net income, operating revenue, and operating expenses divided by operating revenue, which are reconciled in the attached Exhibit 99.1.

The information contained in this report 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, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

***Section 7 – Regulation FD***

**Item 7.01. Regulation FD Disclosure.**

Representatives of Marten Transport, Ltd. make presentations at investor conferences and in other forums, and these presentations may include the information contained in Exhibit 99.2 attached to this current report on Form 8-K. A copy of the presentation slides containing such information that may be disclosed by Marten is attached as Exhibit 99.2 to this report and the information set forth therein is incorporated herein by reference and constitutes a part of this

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report. Marten expects to disclose the information contained in Exhibit 99.2, in whole or in part, and possibly with modifications, in connection with presentations to investors, analysts and others during 2018.

Marten is furnishing the information contained in Exhibit 99.2 pursuant to Regulation FD and Item 7.01 of Form 8-K. The information in Exhibit 99.2 shall not be deemed to be “filed” for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act or the Exchange Act, except as expressly set forth by specific reference in such filing.

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The information contained in Exhibit 99.2 is summary information that is intended to be considered in the context of Marten's SEC filings and other public announcements that Marten may make, by press release or otherwise, from time to time. Marten undertakes no duty or obligation to publicly update or revise the information contained in Exhibit 99.2, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure. By filing this current report on Form 8-K and furnishing this information, Marten makes no admission as to the materiality of any information contained in this report, including Exhibit 99.2.

### *Section 9 – Financial Statements and Exhibits*

#### **Item 9.01. Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired.

Not Applicable.

(b) Pro Forma Financial Information.

Not Applicable.

(c) Shell Company Transactions.

Not Applicable.

(d) Exhibits.

Exhibit No. Description

99.1 Press Release dated January 25, 2018 (included herewith).

99.2 Investor presentation slides used by Marten Transport, Ltd. (furnished herewith).

#### **SIGNATURES**

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 thereunto duly authorized.

**MARTEN TRANSPORT, LTD.**

Dated: January 26, 2018

By

/s/ James J. Hinnendael  
James J. Hinnendael

Its: Executive Vice President and  
Chief Financial Officer