APOLLO UK PARTNERS III LP

Form 4

February 11, 2011

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

OMB Number:

3235-0287

2005

0.5

Check this box if no longer

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

January 31, Expires:

OMB APPROVAL

Estimated average burden hours per

response...

Section 16. Form 4 or Form 5

subject to

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

QUALITY DISTRIBUTION INC

(Check all applicable)

[QLTY]

(Last) (First) (Middle) 3. Date of Earliest Transaction

Director Officer (give title 10% Owner Other (specify

(Month/Day/Year) ONE MANHATTANVILLE ROAD, 02/09/2011

SUITE 201

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

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

below)

PURCHASE, NY 10577

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Amount

5. Amount of 6. Securities Ownership Beneficially Form: Owned Direct (D) or Indirect

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Code V

Following Reported (I) Transaction(s)

(Instr. 4)

(Instr. 3 and 4)

Ι

See footnote

Common Stock

(Instr. 3)

02/09/2011

S 2,600,000 D

9.025

Price

(A)

or

(D)

7,797,009

(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: APOLLO UK PARTNERS III LP - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A 4		
									Amount		
						Date Exercisable	Expiration Date	Title 1	or		
									Number		
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
Tripy on the Figure 1	Director	10% Owner	Officer	Other			
APOLLO ADVISORS II LP ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X					
APOLLO INVESTMENT FUND III LP ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X					
APOLLO OVERSEAS PARTNERS III LP ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X					
APOLLO UK PARTNERS III LP ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X					
Apollo Management, L.P. ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X					
Apollo Management GP, LLC ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X					
Apollo Management Holdings, L.P. ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X					
Apollo Management Holdings GP, LLC ONE MANHATTANVILLE ROAD, SUITE 201 PURCHASE, NY 10577		X					
APOLLO MANAGEMENT III LP ONE MANHATTANVILLE ROAD, SUITE 201		X					

Reporting Owners 2

Edgar Filing: APOLLO UK PARTNERS III LP - Form 4

PURCHASE, NY 10577

Apollo Capital Management II, Inc.

ONE MANHATTANVILLE ROAD, SUITE 201

X
PURCHASE, NY 10577

Signatures

[see signatures attached as Exhibit 99.2] 02/11/2011

**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.

Signatures 3