USA TRUCK INC
Form 10-Q
November 09, 2016
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2016**

or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number: **0-19858**

USA TRUCK, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**71-0556971** (I.R.S. Employer Identification No.)
3200 Industrial Park Road **Van Buren, Arkansas** (Address of principal executive offices)	**72956** (Zip Code)

479-471-2500

(Registrant's telephone number, including area code)

N/A
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one)

Large accelerated filer [ ]	Accelerated filer [X]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [ ]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes [ ] No [X]

The number of shares outstanding of the registrant's common stock, as of October 27, 2016, was 8,289,699.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS
USA TRUCK, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(UNAUDITED)

(in thousands, except share data)

	September 30, 2016	December 31, 2015
Assets		
Current assets:		
Cash	**$ 142**	$ 87
Accounts receivable, net of allowance for doubtful accounts of $607 and $608, respectively	**54,361**	53,324
Other receivables	**3,642**	5,094
Inventories	**382**	748
Assets held for sale	**9,067**	7,979
Income taxes receivable	**9,373**	6,159
Prepaid expenses and other current assets	**3,667**	4,876
Total current assets	**80,634**	78,267
Property and equipment:		
Land and structures	**32,463**	32,910
Revenue equipment	**277,670**	289,045
Service, office and other equipment	**24,519**	22,156
Property and equipment, at cost	**334,652**	344,111
Accumulated depreciation and amortization	**(105,539)**	(137,327)
Property and equipment, net	**229,113**	206,784
Other assets	**1,243**	1,405
Total assets	**$ 310,990**	$ 286,456
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	**$ 28,075**	$ 24,473
Current portion of insurance and claims accruals	**11,470**	10,706
Accrued expenses	**8,969**	8,836
Current maturities of capital leases	**17,071**	12,190
Total current liabilities	**65,585**	56,205
Deferred gain	**651**	701
Long-term debt, less current maturities	**99,700**	70,400
Capital leases, less current maturities	**34,357**	18,845
Deferred income taxes	**40,082**	37,943
Insurance and claims accruals, less current portion	**8,558**	8,585
Total liabilities	**248,933**	192,679
Commitments and contingencies		

Stockholders’ equity:		
Preferred Stock, $.01 par value; 1,000,000 shares authorized	**--**	--
Common Stock, $.01 par value; 30,000,000 shares authorized; issued 12,157,843 shares, and 11,946,253 shares, respectively	**121**	119
Additional paid-in capital	**67,907**	67,370
Retained earnings	**61,984**	65,871
Less treasury stock, at cost (3,865,481 shares, and 2,286,608 shares, respectively)	**(67,955)**	(39,583)
Total stockholders’ equity	**62,057**	93,777
Total liabilities and stockholders’ equity	**$ 310,990**	$ 286,456

See accompanying notes to condensed consolidated financial statements.

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USA TRUCK, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE (LOSS) INCOME

(UNAUDITED)

(in thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	**2016**	2015
Revenue:				
Operating revenue	**$105,458**	$123,490	**$325,964**	$389,950
Operating expenses:				
Salaries, wages and employee benefits	**29,131**	32,028	**92,332**	105,536
Fuel and fuel taxes	**10,932**	12,960	**32,512**	47,195
Depreciation and amortization	**7,411**	8,702	**22,282**	29,951
Insurance and claims	**5,620**	5,405	**15,826**	17,502
Equipment rent	**1,861**	1,094	**5,582**	2,743
Operations and maintenance	**8,170**	10,439	**27,682**	31,340
Purchased transportation	**37,218**	40,613	**111,650**	122,029
Operating taxes and licenses	**1,003**	1,439	**3,384**	4,221
Communications and utilities	**673**	989	**2,404**	2,732
Gain on disposal of assets, net	**(181)**	(3,008)	**(759)**	(5,766)
Restructuring, impairment and other costs	**--**	2,893	**5,264**	2,893
Other	**3,578**	4,477	**10,683**	13,775
Total operating expenses	**105,416**	118,031	**328,842**	374,151
Operating income (loss)	**42**	5,459	**(2,878)**	15,799
Other expenses:				
Interest expense, net	**913**	493	**2,209**	1,672
Loss on extinguishment of debt	**--**	--	**--**	750
Other, net	**87**	78	**423**	650
Total other expenses, net	**1,000**	571	**2,632**	3,072
(Loss) income before income taxes	**(958)**	4,888	**(5,510)**	12,727
Income tax (benefit) expense	**(224)**	2,161	**(1,623)**	5,595
Net (loss) income and comprehensive (loss) income	**$(734)**	$2,727	**$(3,887)**	$7,132
Net (loss) income per share information:				
Average shares outstanding (basic)	**8,069**	10,442	**8,736**	10,439
Basic (loss) earnings per share	**$(0.09)**	$0.26	**$(0.44)**	$0.68

Average shares outstanding (diluted)	**8,069**	10,470	**8,736**	10,515
Diluted (loss) earnings per share	**$(0.09)**	$0.26	**$(0.44)**	$0.68

See accompanying notes to condensed consolidated financial statements.

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USA TRUCK, INC.

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

(UNAUDITED)

(in thousands)

	Common Stock Shares	Par Value	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Total
Balance at December 31, 2015	11,946	$ 119	$ 67,370	$ 65,871	$ (39,583)	$ 93,777
Exercise of stock options	2	--	3	--	--	3
Excess tax benefit from exercise of stock options	--	--	(75)	--	--	(75)
Purchase of treasury stock	--	--	(40)	--	(28,372)	(28,412)
Share-based compensation	--	--	695	--	--	695
Restricted stock award grant	301	3	(3)	--	--	--
Forfeited restricted stock	(88)	(1)	1	--	--	--
Net share settlement related to restricted stock vesting	(3)	--	(44)	--	--	(44)
Net loss	--	--	--	(3,887)	--	(3,887)
Balance at September 30, 2016	**12,158**	**121**	**67,907**	**61,984**	**(67,955)**	**62,057**

See accompanying notes to condensed consolidated financial statements.

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USA TRUCK, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

(in thousands)

	Nine Months Ended September 30,	
	2016	2015
Operating activities:		
Net (loss) income	**$(3,887)**	$7,132
Adjustments to reconcile net (loss) income to net cash provided by operating activities:		
Depreciation and amortization	**22,282**	29,951
Provision for doubtful accounts	**458**	360
Deferred income tax (benefit), net	**2,139**	(7,931)
Share-based compensation	**695**	802
Gain on disposal of assets, net	**(759)**	(5,766)
Loss on extinguishment of debt	**--**	750
Impairment of property and equipment	**1,070**	--
Change in vacation policy	**--**	(1,383)
Asset valuation reserve	**--**	281
Other	**(49)**	(6)
Changes in operating assets and liabilities:		
Accounts receivable	**(3,257)**	14,077
Inventories and prepaid expenses	**1,575**	1,132
Accounts payable and accrued liabilities	**3,418**	18,513
Insurance and claims accruals	**1,315**	1,248
Other long-term assets and liabilities	**162**	(374)
Net cash provided by operating activities	**25,162**	58,786
Investing activities:		
Capital expenditures	**(62,435)**	(45,000)
Proceeds from sale of property and equipment	**22,564**	31,212
Proceeds from operating sale leaseback	**--**	7,975
Net cash used in investing activities	**(39,871)**	(5,813)
Financing activities:		
Borrowings under long-term debt	**62,341**	112,237
Payments on long-term debt	**(33,041)**	(132,356)
Payments on capitalized lease obligations	**(7,530)**	(25,658)
Net change in bank drafts payable	**1,595**	(3,422)
Excess tax (benefit) payments from exercise of stock options	**(75)**	837
Principal payments on note payable	**--**	(896)

Purchase of common stock	**(28,372)**	(4,702)
Proceeds from capital sale leaseback	**19,927**	3,156
Net payments on stock-based awards	**(81)**	(242)
Net cash provided by (used in) financing activities	**14,764**	(51,046)
Increase in cash	**55**	1,927
Cash:		
Beginning of period	**87**	205
End of period	**$142**	$2,132
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	**$2,199**	$1,623
Income taxes	**158**	2,996
Supplemental disclosure of non-cash investing activities:		
Purchases of revenue equipment included in accounts payable	**--**	8,422

See accompanying notes to condensed consolidated financial statements.

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USA TRUCK, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

September 30, 2016

NOTE 1 – BASIS OF PRESENTATION

In the opinion of the management of USA Truck, Inc., the accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information. Certain information and footnote disclosures normally included in financial statements required by GAAP have been condensed or omitted. All normal recurring adjustments considered necessary for a fair presentation have been included. Operating results for the three and nine month periods ended September 30, 2016 are not necessarily indicative of the results that may be expected for the year ending December 31, 2016. These financial statements should be read in conjunction with the financial statements, and footnotes thereto, included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

NOTE 2 – NOTE RECEIVABLE

During 2010, the Company sold its terminal facility in Shreveport, Louisiana. In connection with this sale, the Company received cash in the amount of $0.2 million and a note receivable in the amount of $2.1 million due November 2015, which was recorded in the line item "Other receivables" in the accompanying condensed consolidated balance sheets. The purchaser/debtor defaulted on the note receivable by not making the principal payment in November 2015, and the Company is undertaking actions to collect. The note receivable is collateralized by a first priority mortgage on the property. The Company believes, based on a recent appraisal, the value of the property exceeds the amount of the note receivable plus collection costs. Accordingly, no valuation allowance has been recorded. The Company had previously deferred $0.7 million of gain on the sale of the property, with gain recognized into earnings only as payments on the note receivable were received.

In February 2016, the Company and the purchaser-debtor modified the original asset sale agreement (hereinafter referred to as the "Original Agreement") for the property as a result of the default by the purchaser debtor in November 2015. The modifications to the Original Agreement are as follows:

(1) As of January 1, 2016, the purchaser/debtor will no longer make monthly payments to the Company, as required under the Original Agreement.

(2) The purchaser/debtor agrees that in addition to the balloon payment of $1.9 million, the Company shall also be entitled to receive 25% of the net sale proceeds from any future sale (including any foreclosure sale) of the property in excess of the balloon payment, closing costs, and realtor commissions.

(3) At any time, the Company retains the right to enforce its rights as creditor, mortgagee, and holder of vendor's privilege and declare the unpaid portion of the purchase price, interest, costs, and attorneys' fees immediately due and payable. The Company's rights include instituting foreclosure proceedings and/or other legal action.

NOTE 3 – EQUITY COMPENSATION AND EMPLOYEE BENEFIT PLANS

The Company adopted the 2014 Omnibus Incentive Plan (the "Incentive Plan") in May 2014. The Incentive Plan replaced the 2004 Equity Incentive Plan (the "Prior Plan") and provides for the granting of equity-based awards covering up to 500,000 shares of common stock to directors, officers and other key employees and consultants, in addition to the shares available under the Prior Plan on the effective date of the "Incentive Plan". As of September 30, 2016, 140,071 shares remain available for the issuance of future equity-based compensation awards.

NOTE 4 – REPURCHASE OF EQUITY SECURITIES

On February 2, 2016 the Company announced the board of directors had authorized the repurchase of up to two million shares of the Company's common stock, which will expire in February 2019 unless earlier terminated or extended by the board of directors. During the nine months ended September 30, 2016, the Company, through a Rule 10b5-1 plan, repurchased 1,583,249 shares at an average price of $18.05 per share for an aggregate cost of approximately $28.4 million. At September 30, 2016, 463,013 shares remain available for repurchase.

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NOTE 5 – SEGMENT REPORTING

The Company's two reportable segments are Trucking and USAT Logistics. During the first quarter of 2016, the Company rebranded its asset-light business, formerly known as Strategic Capacity Solutions ("SCS") as USAT Logistics ("USAT Logistics").

Trucking. Trucking is comprised of truckload and dedicated freight services. Truckload provides services as a medium to long-haul common carrier. USA Truck has provided truckload services since its inception, and derives the largest portion of its revenue from these services. Dedicated freight provides truckload services to specific customers for shipments over particular routes at particular times utilizing Company revenue equipment.

USAT Logistics. USAT Logistics consists of freight brokerage and rail intermodal services. Both of these service offerings match customer shipments with available equipment of authorized carriers and provide services that complement the Company's Trucking operations.

In determining its reportable segments, the Company focuses on financial information, such as operating revenues, operating expense categories, operating ratios, operating income and key operating statistics, which the Company's management uses to make operating decisions.

Assets are not allocated to USAT Logistics, as those operations provide truckload freight services to customers through arrangements with third party carriers who utilize their own equipment. To the extent rail intermodal operations require the use of Company-owned assets, they are obtained from the Company's Trucking segment on an as-needed basis. Depreciation and amortization expense is allocated to USAT Logistics based on the assets specifically utilized to generate revenue. All intercompany transactions between segments reflect rates similar to those that would be negotiated with independent third parties. All other expenses for USAT Logistics are specifically identifiable direct costs or are allocated to USAT Logistics based on relevant drivers.

A summary of operating revenue by segment is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	**2016**	2015
Operating revenue				

Trucking revenue	**$73,644**	$85,369	**$225,430**	$275,617
Trucking intersegment eliminations	**(277)**	(387)	**(857)**	(1,421)
Trucking operating revenue	**73,367**	84,982	**224,573**	274,196
USAT Logistics revenue	**33,476**	39,505	**106,473**	119,781
USAT Logistics intersegment eliminations	**(1,385)**	(997)	**(5,082)**	(4,027)
USAT Logistics operating revenue	**32,091**	38,508	**101,391**	115,754
Total operating revenue	**$105,458**	$123,490	**$325,964**	$389,950

Operating revenue includes foreign revenue generated in Mexico and Canada of $9.4 million and $28.7 million for the three and nine months ended September 30, 2016, respectively, and $10.7 million and $32.5 million for the three and nine months ended September 30, 2015, respectively. All foreign revenue is collected in US dollars.

A summary of operating income (loss) by segment is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	**2016**	2015
Operating income (loss)				
Trucking	**$(1,505)**	$2,460	**$(8,607)**	$6,565
USAT Logistics	**1,547**	2,999	**5,729**	9,234
Total operating income (loss)	**$42**	$5,459	**$(2,878)**	$15,799

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A summary of depreciation and amortization by segment is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	**2016**	2015
Depreciation and amortization				
Trucking	**$7,298**	$8,608	**$21,918**	$29,733
USAT Logistics	**113**	94	**364**	218
Total depreciation and amortization	**$7,411**	$8,702	**$22,282**	$29,951

NOTE 6 – ACCRUED EXPENSES

Accrued expenses consisted of the following (in thousands):

	September 30, 2016	December 31, 2015
Salaries, wages and employee benefits	**$ 2,157**	$ 4,359
Federal and state tax accruals	**3,710**	1,712
Restructuring, impairment and other costs (1)	**1,632**	773
Accrued third party maintenance	**14**	525
Other	**1,456**	1,467
Total accrued expenses	**$ 8,969**	$ 8,836

(1) Refer to Note 13 of the footnotes to the Company's condensed consolidated financial statements for additional information regarding the restructuring, impairment and other costs.

NOTE 7 – LONG-TERM DEBT

Long-term debt consisted of the following (in thousands):

	September 30,	December 31,

	2016	2015
Revolving credit agreement	**$ 99,700**	$ 70,400
Total debt	**$ 99,700**	$ 70,400

In February 2015, the Company entered into a new senior secured revolving credit facility (the “Credit Facility”) with a group of lenders and Bank of America, N.A., as agent (“Agent”). Contemporaneously with the funding of the Credit Facility, the Company paid off the obligations under and terminated its prior credit facility.

The Credit Facility is structured as a $170.0 million revolving credit facility, with an accordion feature that, so long as no event of default exists, allows the Company to request an increase in the revolving credit facility of up to $80.0 million, exercisable in increments of $20.0 million. The Credit Facility is a five-year facility scheduled to terminate on February 5, 2020. Borrowings under the Credit Facility are classified as either “base rate loans” or “LIBOR loans”. Base rate loans accrue interest at a base rate equal to the Agent’s prime rate plus an applicable margin that was set at 0.50% through May 31, 2016 and adjusted quarterly thereafter between 0.25% and 1.00% based on the Company’s consolidated fixed charge coverage ratio. LIBOR loans accrue interest at LIBOR plus an applicable margin that was set at 1.50% through May 31, 2016 and adjusted quarterly thereafter between 1.25% and 2.00% based on the Company’s consolidated fixed charge coverage ratio. The Credit Facility includes, within its $170.0 million revolving credit facility, a letter of credit sub-facility in an aggregate amount of $15.0 million and a swing line sub-facility (the “Swing line”) in an aggregate amount of $20.0 million. An unused line fee of 0.25% is applied to the average daily amount by which the lenders’ aggregate revolving commitments exceed the outstanding principal amount of revolver loans and the aggregate undrawn amount of all outstanding letters of credit issued under the Credit Facility. The Credit Facility is secured by a pledge of substantially all of the Company’s assets, except for any real estate or revenue equipment financed outside the Credit Facility.

Borrowings under the Credit Facility are subject to a borrowing base limited to the lesser of (A) $170.0 million; or (B) the sum of (i) 90% of eligible investment grade accounts receivable (reduced to 85% in certain situations), plus (ii) 85% of eligible non-investment grade accounts receivable, plus (iii) the lesser of (a) 85% of eligible unbilled accounts receivable and (b) $10.0 million, plus (iv) the product of 85% multiplied by the net orderly liquidation value percentage applied to the net book value of eligible revenue equipment, plus (v) 85% multiplied by the net book value of otherwise eligible newly acquired revenue equipment that has not yet been subject to an appraisal. The Credit Facility contains a single springing financial covenant, which requires the Company to maintain a consolidated fixed charge coverage ratio of at least 1.0 to 1.0. The financial covenant applies only in the event excess availability under the Credit Facility drops below 10% of the lenders’ total commitments under the Credit Facility.

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The Credit Facility includes usual and customary events of default for a facility of this nature and provides that, upon the occurrence and continuation of an event of default, payment of all amounts payable under the Credit Facility may be accelerated, and the lenders' commitments may be terminated. The Credit Facility contains certain restrictions and covenants relating to, among other things, share repurchase, dividends, liens, acquisitions and dispositions, affiliate transactions, and the incurrence of other indebtedness.

The average interest rate, including all borrowings made under the Credit Facility, as of September 30, 2016 was 2.5%. As debt is repriced on a monthly basis, the borrowings under the Credit Facility approximate fair value. As of September 30, 2016, the Company had outstanding $4.3 million in letters of credit and had approximately $51.0 million available under the Credit Facility.

Note 8 – LEASES AND Commitments

CAPITAL LEASES

The Company leases certain equipment under capital leases with terms ranging from 15 to 60 months. Balances related to these capitalized leases are included in property and equipment in the accompanying condensed consolidated balance sheets and are set forth in the table below for the periods indicated (in thousands).

	Capitalized Costs	Accumulated Amortization	Net Book Value
September 30, 2016	**$ 66,976**	**15,294**	**51,682**
December 31, 2015	45,170	12,896	32,274

The Company has capitalized lease obligations at September 30, 2016 of $51.4 million, of which $17.1 million represents the current portion. Such leases have various termination dates extending through September 2020 and contain renewal or fixed price purchase options. The effective interest rates on the leases range from nil to 3.11% as of September 30, 2016. The lease agreements require payment of property taxes, maintenance and operating expenses. Amortization of capital leases was $1.8 million and $4.3 million for the three and nine months ended September 30, 2016, respectively, and $1.8 million and $7.0 million for the three and nine months ended September 30, 2015, respectively.

During the three months ended September 30, 2016, the Company completed two sale-leaseback transactions under which it sold certain owned tractors to an unrelated party for net proceeds of $19.9 million and entered into two capital leases each with a term of 48 months with the buyer. At September 30, 2016, the Company recorded a liability of approximately $0.1 million representing the total gain on the sales and will amortize such amount to earnings ratably over the lease term. The deferred gain is included in the deferred gain line item on the accompanying condensed consolidated balance sheets.

OPERATING LEASES

The Company has entered into leases with lessors who do not participate in the Credit Facility. Rent expense associated with operating leases was $2.3 million and $7.2 million for the three and nine months ended September 30, 2016, respectively, and $1.7 million and $4.5 million for the three and nine months ended September 30, 2015, respectively. Rent expense relating to revenue equipment is included in the “Equipment rent,” line item while rent expense relating to office equipment and other operating equipment is included in the “Operations and maintenance” line item in the accompanying condensed consolidated statements of operations.

As of September 30, 2016, the future minimum payments, including interest, under capitalized leases with initial terms of one year or more and future rentals under operating leases for certain facilities, office equipment, and revenue equipment with initial terms of one year or more were as follows for the years indicated (in thousands).

	2016	2017	2018	2019	2020	Thereafter
Capital leases	$18,134	8,948	6,219	20,921	--	--
Operating leases	8,134	7,937	5,526	3,988	159	241

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OTHER COMMITMENTS

As of September 30, 2016, the Company had $5.5 million in commitments for purchases of revenue equipment.

NOTE 9 – INCOME tAXES

During the three months ended September 30, 2016 and 2015, the Company's effective tax rate was 23.4% and 44.2%, respectively. During the nine months ended September 30, 2016 and 2015, the Company's effective tax rates were 29.5% and 44.0%, respectively. Income tax expense varies from the amount computed by applying the statutory federal tax rate to income before income taxes primarily due to state income taxes, net of federal income tax effect, adjusted for permanent differences, the most significant of which is the effect of the per diem pay structure for the Company's drivers. Drivers may elect to receive non-taxable per diem pay in lieu of a portion of their taxable wages. This per diem program increases the Company's drivers' net pay per mile, after taxes, while decreasing gross pay, before taxes. Per diem pay is partially nondeductible under current IRS regulations. As a result, salaries, wages and employee benefits costs are slightly lower and effective income tax rates are higher than the statutory rate. Generally, as pre-tax income increases, the impact of the driver per diem program on the effective tax rate decreases, because aggregate per diem pay becomes smaller in relation to pre-tax income, while in periods where earnings are at or near breakeven, the impact of the per diem program on the Company's effective tax rate can be significant. Due to the effect of per diem pay, the Company's tax rate will fluctuate in future periods based on fluctuations in earnings and in the number of drivers who elect to receive this pay structure.

When the result of the expected annual effective tax rate is not deemed reliable, as was recently the case for the second and third quarters of 2016, and distorts the income tax provision for an interim period, the Company calculates the income tax provision or benefit using the cut-off method, which results in an income tax provision or benefit based solely on the year-to-date pretax income or loss as adjusted for permanent differences on a pro rata basis.

NOTE 10 – (LOSS) EARNINGS PER SHARE

Basic (loss) earnings per share is computed based on the weighted average number of shares of common stock outstanding during the period. Diluted (loss) earnings per share is computed by adjusting the weighted average number of shares of common stock outstanding by common stock equivalents attributable to dilutive stock options and restricted stock. The computation of diluted (loss) earnings per share does not assume conversion, exercise or contingent issuance of securities that would have an antidilutive effect on (loss) income per share.

The following table sets forth the computation of basic and diluted (loss) earnings per share (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	**2016**	2015
Numerator:				
Net (loss) income	**$(734)**	$2,727	**$(3,887)**	$7,132
Denominator:				
Denominator for basic earnings per share – weighted average shares	**8,069**	10,442	**8,736**	10,439
Effect of dilutive securities:				
Employee stock options and restricted stock	**--**	28	**--**	76
Denominator for diluted earnings per share – adjusted weighted average shares and assumed conversion	**8,069**	10,470	**8,736**	10,515
Basic (loss) earnings per share	**$(0.09)**	$0.26	**$(0.44)**	$0.68
Diluted (loss) earnings per share	**$(0.09)**	$0.26	**$(0.44)**	$0.68
Weighted average anti-dilutive employee stock options and restricted stock	**17**	59	**12**	69

NOTE 11 – LEGAL PROCEEDINGS

The Company is party to routine litigation incidental to its business, primarily involving claims for personal injury and property damage incurred in the transportation of freight. The Company maintains insurance to cover liabilities in excess of certain self-insured retention levels. It is the opinion of management that these claims are immaterial to the Company’s long-term financial position; however, adverse results related to one or more of these claims could have a material adverse effect on the Company’s condensed consolidated financial statements in any given reporting period.

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NOTE 12 – NEW ACCOUNTING PRONOUNCEMENTS

In May, 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2014-09, Revenue from Contracts with Customers ("ASU 2014-09"), which supersedes nearly all existing revenue recognition guidance under GAAP. The core principle of ASU 2014-09 is to recognize revenue when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five-step process to implement this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing GAAP. The standard provides for using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). In August 2015, the FASB issued ASU 2015-14, "Revenue From Contracts with Customers – Deferral of the Effective Date", which delayed the effectiveness of ASU 2014-09 to annual periods beginning after December 15, 2017, and interim periods therein. The adoption of this guidance is not expected to have a material impact on the Company's consolidated financial statements.

In February 2016, the FASB issued ASU No. 2016-02, Leases, which requires lessees to recognize a right-to-use asset and a lease obligation for all leases. Lessees are permitted to make an accounting policy election to not recognize an asset and liability for leases with a term of twelve months or less. Lessor accounting under the new standard is substantially unchanged. Additional qualitative and quantitative disclosures, including significant judgments made by management, will be required. The new standard will become effective for the Company beginning with the first quarter 2019, will require a modified retrospective transition approach and will include a number of practical expedients. Early adoption of the standard is permitted. The Company is currently evaluating the impacts the adoption of this accounting guidance will have on the consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, Improvements to Employee Share-Based Payment Accounting, which simplifies several aspects of the accounting for employee share-based payment transactions including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification of related amounts within the statement of cash flows. The new standard will become effective for the Company beginning with the first quarter of 2017. The Company is currently evaluating the impacts the adoption of this accounting guidance will have on the consolidated financial statements.

NOTE 13 – RESTRUCTURING, IMPAIRMENT AND OTHER COSTS

During the first quarter of 2016, the Company took steps to streamline and simplify its operations to better align its cost structure. In the Company's Trucking segment, the Company closed its maintenance facilities in Forest Park,

Georgia and South Holland, Illinois. Additionally, in the Company's USAT Logistics segment, the Company closed branch offices located at Olathe, Kansas and Salt Lake City, Utah.

The headcount reduction reflected a total of 47 team members across multiple departments, including two contractors. Employees separated from the Company as a result of these streamlining initiatives were offered severance benefits and the termination was communicated to them on or prior to March 31, 2016. The agreements with the contractors were cancelled and cancellation penalties will be paid, where required. The expenses recorded during the quarter ended March 31, 2016, included costs related to involuntary terminations and other direct costs associated with implementing these initiatives. Other direct costs included facility lease termination costs; costs associated with the development, communication and administration of these initiatives; and asset write-offs. At March 31, 2016, the Company incurred total pretax expenses of approximately $3.5 million related to these streamlining initiatives.

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The following table summarizes the Company’s liabilities, charges, and cash payments related to the restructuring plan made during the nine months ended September 30, 2016 (in thousands):

	Accrued Balance December 31, 2015	Costs Incurred March 31, 2016	Payments	Expenses/ Charges	**Accrued Balance September 30, 2016**
Compensation and benefits	$ 753	$ 768	$ (1,349)	$ (3)	**$ 169**
Facility closing expenses	20	2,779	(1,050)	(286)	**1,463**
Spartanburg impairment	--	546	--	(546)	--
Fuel tank write-off	--	524	--	(524)	--
Out of period adjustment	--	647	--	(647)	--
Total	$ 773	$ 5,264	$ (2,399)	$ (2,006)	**$ 1,632**

	Costs Incurred Nine Months Ended September 30,	
	2016	2015
Trucking	**$4,848**	$2,893
USAT Logistics	**416**	--
Total	**$5,264**	$2,893

On May 19, 2016, (the “Separation Date”), the Company’s board of directors unanimously approved a separation agreement between Michael K. Borrows and the Company (the “Separation Agreement”) and accepted Mr. Borrows’ resignation as Executive Vice President and Chief Financial Officer. The benefits provided to Mr. Borrows under the Separation Agreement are substantially consistent with benefits Mr. Borrows would have been entitled to receive under his previously disclosed Executive Severance and Change in Control Agreement, dated July 29, 2015, if the Company had terminated his employment without Cause (as defined therein). Under the terms of the Separation Agreement Mr. Borrows will receive: (i) severance pay equal to his current base salary ($300,000 per year) for a period of eighteen months following the Separation Date and (ii) a lump sum payment of $180,000, representing the target amount of short term cash incentive compensation that would have been awarded to and earned by him under the 2016 Management Bonus Plan, assuming all performance and other vesting criteria were satisfied at the target level for 2016. In addition, the Separation Agreement contains a customary release of claims, non-solicitation, non-disparagement, and confidentiality covenants in favor of the Company. During second quarter 2016, the Company recognized severance costs associated with Mr. Borrows’ departure of approximately $0.7 million, which are recorded in the “Salaries, wages and employee benefits” line item in the accompanying condensed consolidated statements of operations and comprehensive (loss) income. At September 30, 2016, the Company has approximately

$0.4 million accrued for severance benefits still to be paid to Mr. Borrows.

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Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

This report contains certain statements that may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended and Section 21E of the Securities Exchange Act of 1934, as amended, (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. All statements, other than statements of historical or current fact, are statements that could be deemed forward-looking statements, including without limitation:

any projections of earnings, operating ratio (or operating margin), and return on equity or invested capital revenues, expenses and other financial items;
any statement of plans;
strategies and objectives of management for future operations;
any statements concerning proposed new services or developments;
any statements regarding future economic conditions and performance; and
any statements of belief and any statement of assumptions underlying any of the foregoing.

In this Quarterly Report on Form 10-Q, statements relating to:

future driver market,
future driver and customer-facing employees compensation,
future ability to recruit and retain drivers and customer-facing employees,
future driver recruiting costs,
the amount and timing of future acquisitions and dispositions of revenue equipment and anticipated gains/losses resulting from dispositions,
our belief that improved safety features on tractors we purchase will result in fewer claims,
future profitability,
future industry capacity,
future benefits of restructuring actions,
future pricing rates,
future fuel efficiency,
future fuel prices and surcharges,
future insurance and claims expense,
future ability to recover costs through the fuel surcharge program,
future employee benefits costs,
future purchased transportation use and expense,
future operations and maintenance costs,
future depreciation and amortization expense,
future effects of inflation,
future indebtedness, expected amount and timing of capital expenditures,

the future impact of pending litigation and claims against us,
the sufficiency of our liquidity and sources of capital resources,
the future use of derivative financial instruments,
our intention to grow our independent contractor fleet,
the impact of our per diem pay program, and
future income tax rates,

among others, are forward-looking statements. Such statements may be identified by their use of terms or phrases such as "expects," "estimates," "projects," "believes," "anticipates," "intends," "plans," "goals," "may," "will," "would," "should," "could," "potential," "continue," "future" and similar terms and phrases. Forward-looking statements are based on currently available operating, financial and competitive information. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified, which could cause future events and actual results to differ materially from those set forth in, contemplated by, or underlying the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the section entitled "Item 1.A., Risk Factors," in the Company's Annual Report on Form 10-K for the year ended December 31, 2015 and other filings with the Securities and Exchange Commission.

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All such forward-looking statements speak only as of the date of this report. You are cautioned not to place undue reliance on such forward-looking statements. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in management's expectations with regard thereto or any change in the events, conditions, or circumstances on which any such information is based, except as required by law.

All forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by this cautionary statement.

References to the "Company," "we," "us," "our" or similar terms refer to USA Truck, Inc. and its subsidiary.

Overview

The following Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") is intended to help the reader more fully understand the operations and present business environment of USA Truck, Inc. MD&A is provided as a supplement to, and should be read in conjunction with, the condensed consolidated financial statements and notes thereto and other financial information that appears elsewhere in this report. This overview summarizes the MD&A, which includes the following sections:

Our Business – a general description of USA Truck's business, the organization of its operations and the service offerings that comprise its operations.

Results of Operations – an analysis of the consolidated results of operations for the periods presented in the condensed consolidated financial statements included in this filing and a discussion of seasonality, the potential impact of inflation and fuel availability and cost.

Liquidity and Capital Resources – an analysis of cash flows, sources and uses of cash, debt, equity and contractual obligations.

Our Business

USA Truck offers a broad range of truckload and logistics services to a diversified customer base that spans a variety of industries. The Company has two reportable segments: (i) Trucking, consisting of truckload and dedicated freight and (ii) USAT Logistics, consisting of freight brokerage and rail intermodal service offerings. The USAT Logistics segment formerly was referred to as “SCS”.

The Trucking segment provides truckload transportation, including dedicated services, of various products, goods and materials. The Trucking segment primarily uses its own purchased or leased tractors and trailers to provide the services and is commonly referred to as “asset-based” trucking. The Company’s USAT Logistics service matches customer shipments with available equipment of authorized third-party carriers and provides services that complement the Company’s Trucking operations. The USAT Logistics segment is commonly referred to as “non-asset based” or “asset-light” transportation.

Revenue for the Company’s Trucking segment is substantially generated by transporting freight for customers, and is predominantly affected by the base revenue per loaded mile received from customers, total number of tractors being operated, and average miles per tractor being operated. The Company enhances its operating revenue by charging for fuel surcharges and other ancillary services such as stop-off pay, loading and unloading activities, and tractor and trailer detention.

Operating expenses that have a major impact on the profitability of the Trucking segment fall into two categories: variable and fixed. The largest portion is the variable costs of transporting freight for customers. Variable or largely variable costs include driver wages and benefits, fuel and fuel taxes, payments to independent contractors for purchased transportation, operating and maintenance expense and insurance and claims expense. The costs vary mostly according to miles operated, but also have controllable components based on percentage of compensated miles, shop and dispatch efficiency, safety, and claims experience.

The most significant fixed or mostly fixed expenses include the capital costs of our assets (depreciation, rent, and interest), compensation of non-driving employees, and portions of insurance and maintenance expenses. These expenses are partially controllable through managing our fleet size and facilities infrastructure, gaining headcount efficiency, and operating safely.

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Fuel expense varies significantly with diesel fuel prices and is one of our most volatile variable expenses. To mitigate the Company's exposure to fuel price increases, it recovers from its customers fuel surcharges that generally recoup a majority of the increased fuel costs; however, the Company cannot assure the recovery levels experienced in the past will continue in future periods. Although its fuel surcharge program mitigates some exposure to rising fuel costs, the Company continues to have exposure to increasing fuel costs related to empty miles, fuel inefficiency due to engine idle time and other factors, including the extent to which the surcharge paid by the customer is insufficient to compensate for higher fuel costs, particularly in times of rapidly increasing fuel prices. The main factors that affect fuel surcharge revenue are the price of diesel fuel and the number of loaded miles. The fuel surcharge is billed on a lagging basis, meaning the Company typically bills customers in the current week based on the previous week's applicable United States Department of Energy, or DOE, index. Therefore, in times of increasing fuel prices, the Company does not recover as much as it is currently paying for fuel. In periods of declining prices, the opposite is true. Because of the volatility of fuel prices, the Company evaluates its profitability primarily based on net fuel cost per company tractor mile, because this measure reflects the net impact of fuel prices and surcharge collection, uncompensated miles, and changes in mix between company tractors and independent contractor tractor miles.

The key statistics used to evaluate Trucking segment performance, net of fuel surcharge, include (i) base Trucking revenue per seated tractor per week (ii) average base revenue per loaded mile, (iii) average miles per seated tractor per week, (iv) deadhead percentage, (v) average loaded miles per trip, (vi) average number of seated tractors, and (vii) adjusted operating ratio. In general, the Company's average miles per seated tractor per week, rate per mile and deadhead percentage are affected by industry-wide freight volumes, industry-wide trucking capacity and the competitive environment, which factors are mostly beyond the Company's control, as well as by its sales and marketing efforts, service levels and efficiency of its operations, over which the Company has significant control.

The USAT Logistics segment provides services that complement Trucking services. Unlike the Trucking segment, the USAT Logistics segment is non-asset based and is instead dependent upon qualified employees, information systems and qualified third-party capacity providers. The largest expense related to the USAT Logistics segment is purchased transportation expense. Other operating expenses consist primarily of salaries, wages and employee benefits. The Company evaluates the USAT Logistics segment's financial performance by reviewing the gross margin percentage (revenue less purchased transportation expenses expressed as a percentage of revenue) and net revenue. The gross margin can be impacted by the rates charged to customers and the costs of securing third-party capacity.

Results of Operations

The following table sets forth the condensed consolidated statements of operations and comprehensive (loss) income in dollars (in thousands) and percentage of consolidated operating revenue and the percentage increase or decrease in the dollar amounts (in thousands) of those items compared to the prior year.

	Three Months Ended September 30,						
	2016			2015			
	$	% Operating Revenue	Adjusted Operating Ratio (2)	$	% Operating Revenue	Adjusted Operating Ratio (2)	% Change in Dollar Amounts
Base revenue	**$94,661**	**89.8 %**		$109,752	88.9 %		(13.8)%
Fuel surcharge revenue	**10,797**	**10.2**		13,738	11.1		(21.4)
Operating revenue	**105,458**	**100.0 %**		123,490	100.0 %		(14.6)
Operating expenses	**105,416**	**100.0**	**100.0 %**	118,031	95.6	92.4 %	(10.7)
Operating income	**42**	**0.0**	**0.0**	5,459	4.4	7.6	(99.2)
Other expenses:							
Interest expense	**913**	**0.9**		493	0.4		85.2
Other, net	**87**	**0.1**		78	0.1		11.5
Total other expenses, net	**1,000**	**1.0**		571	0.5		75.1
(Loss) Income before income taxes	**(958)**	**(0.9)**		4,888	3.9		(119.6)
Income tax (benefit) expense	**(224)**	**(0.2)**		2,161	1.7		(110.4)
Net (loss) income	**$(734)**	**(0.7)%**		$2,727	2.2 %		(126.9)%

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	Nine Months Ended September 30,						
	2016			2015			
	$	% Operating Revenue	Adjusted Operating Ratio (2)	$	% Operating Revenue	Adjusted Operating Ratio (2)	% Change in Dollar Amounts
Base revenue	**$296,191**	**90.9 %**		$342,444	87.8 %		(13.5)%
Fuel surcharge revenue	**29,773**	**9.1**		47,506	12.2		(37.3)
Operating revenue	**325,964**	**100.0 %**		389,950	100.0 %		(16.4)
Operating expenses	**328,842**	**100.9**	**99.0 %**	374,151	95.9	94.5 %	(12.1)
Operating (loss) income	**(2,878)**	**(0.9)**	**1.0**	15,799	4.1	5.5	(118.2)
Other expenses:							
Interest expense	**2,209**	**0.7**		1,672	0.4		32.1
Loss on extinguishment of debt (1)	**--**	**--**		750	0.2		(100.0)
Other, net	**423**	**0.1**		650	0.2		(34.9)
Total other expenses, net	**2,632**	**0.8**		3,072	0.8		(14.3)
(Loss) Income before income taxes	**(5,510)**	**(1.7)**		12,727	3.3		(143.3)
Income tax (benefit) expense	**(1,623)**	**(0.5)**		5,595	1.4		(129.0)
Net (loss) income	**$(3,887)**	**(1.2)%**		$7,132	1.8 %		(154.5)%

(1) Loss on extinguishment of debt represents the write-off of the deferred financing fees associated with the previous revolving credit facility during the first quarter of 2015.

(2) The adjusted operating ratio calculation for operating expenses is calculated as operating expenses, net of fuel surcharges and other items, as a percent of operating revenue excluding fuel surcharge revenue. Other items in this presentation are the restructuring, impairment and other costs and severance costs included in salaries, wages and employee benefits. See Note 13 to the Company's condensed consolidated financial statements included in Part I, Item 1, in this Form 10-Q. Adjusted operating ratio is a non-GAAP financial measure. See "Use of Non-GAAP Financial Information" and "Consolidated Reconciliations" and "Segment Reconciliations" below for the uses and limitations associated with adjusted operating ratio and other non-GAAP financial measures.

Use of Non-GAAP Financial Information

The Company uses the terms "adjusted operating ratio" and "adjusted earnings per diluted share" throughout this Form 10-Q. Adjusted operating ratio and adjusted earnings per diluted share, as defined here, are non-GAAP financial

measures, as defined by the SEC. Management uses adjusted operating ratio and adjusted earnings per diluted share as supplements to the Company's GAAP results in evaluating certain aspects of its business, as described below.

Adjusted operating ratio is calculated as operating expenses less restructuring, impairment and other costs, and severance costs included in salaries, wages and employee benefits, net of fuel surcharge, as a percentage of operating revenue excluding fuel surcharge revenue. Adjusted earnings per diluted share is defined as earnings or loss before income taxes plus loss on extinguishment of debt, restructuring, impairment and other costs, and severance costs included in salaries, wages and employee benefits reduced by our normalized statutory income tax rate, divided by weighted average diluted shares outstanding.

The Company's board of directors and the chief operating decision-maker focus on adjusted operating ratio and adjusted earnings per diluted share as indicators of the Company's performance from period to period.

Management believes removing the impact of the above described items from the Company's operating results affords a more consistent basis for comparing results of operations. Management believes its presentation of adjusted operating ratio and adjusted earnings per diluted share is useful because it provides investors and securities analysts the same information that the Company uses internally for purposes of assessing its core operating performance.

Adjusted operating ratio and adjusted earnings per diluted share are not substitutes for operating margin or any other measure derived solely from GAAP measures. There are limitations to using non-GAAP measures such as adjusted operating ratio and adjusted earnings per diluted share. Although management believes that adjusted operating ratio and adjusted earnings per diluted share can make an evaluation of the Company's operating performance more consistent because these measures remove items that, in management's opinion, do not reflect its core operating performance, other companies in the transportation industry may define adjusted operating ratio and adjusted earnings per diluted share differently. As a result, it may be difficult to use adjusted operating ratio, adjusted earnings per diluted share or similarly named non-GAAP measures that other companies may use, to compare the performance of those companies to USA Truck's performance.

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Consolidated Reconciliations

Pursuant to the requirements of Regulation S-K, reconciliations of non-GAAP financial measures to GAAP financial measures have been provided in the tables below for operating ratio (dollar amounts in thousands):

Adjusted Operating Ratio:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	**2016**	2015
Operating revenue	**$105,458**	$123,490	**$325,964**	$389,950
Less:				
Fuel surcharge revenue	**10,797**	13,738	**29,773**	47,506
Base revenue	**94,661**	109,752	**296,191**	342,444
Operating expense	**105,416**	118,031	**328,842**	374,151
Adjusted for:				
Restructuring, impairment and other costs	**--**	(2,893)	**(5,264)**	(2,893)
Severance costs in salaries, wages and employee benefits	**--**	--	**(697)**	--
Fuel surcharge revenue	**(10,797)**	(13,738)	**(29,773)**	(47,506)
Adjusted operating expense	**$94,619**	$101,400	**$293,108**	$323,752
Operating ratio	**100.0 %**	95.6 %	**100.9 %**	95.9 %
Adjusted operating ratio	**100.0 %**	92.4 %	**99.0 %**	94.5 %

Adjusted (Loss) Earnings per Share:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	**2016**	2015
(Loss) Earnings per diluted share	**$(0.09)**	$0.26	**$(0.44)**	$0.68
Adjusted for:				
Loss on debt extinguishment	**--**	--	**--**	0.07
Severance costs in salaries, wages and employee benefits	**--**	--	**0.08**	--
Restructuring, impairment and other costs	**--**	0.28	**0.60**	0.28

Income tax expense effect of adjustments	**--**	(0.11)	**(0.26)**	(0.14)
Adjusted diluted (loss) earnings per share	**$(0.09)**	$0.43	**$(0.02)**	$0.89

Segment Reconciliations:

The tables below set forth the Trucking and USAT Logistics segment adjusted operating ratio (which is a non-GAAP financial measure as defined by the SEC) as if fuel surcharge is excluded from operating revenue and is instead reported as a reduction of operating expenses. Pursuant to the requirements of Regulation S-K, a reconciliation of this non-GAAP financial measure to the associated GAAP financial measure has been provided in the tables below for operating ratio (dollar amounts in thousands).

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Trucking Segment	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	**2016**	2015
Revenue	**$73,644**	$85,369	**$225,430**	$275,617
Less: intersegment eliminations	**277**	387	**857**	1,421
Operating revenue	**73,367**	84,982	**224,573**	274,196
Less: fuel surcharge revenue	**8,451**	10,635	**23,499**	37,953
Base revenue	**64,916**	74,347	**201,074**	236,243
Operating expense	**74,872**	82,522	**233,180**	267,631
Adjusted for:				
Restructuring, impairment and other costs	**--**	(2,893)	**(4,848)**	(2,893)
Severance costs in salaries, wages and employee benefits	**--**	--	**(697)**	--
Fuel surcharge revenue	**(8,451)**	(10,635)	**(23,499)**	(37,953)
Adjusted operating expense	**$66,421**	$68,994	**$204,136**	$226,785
Operating ratio	**102.1 %**	97.1 %	**103.8 %**	97.6 %
Adjusted operating ratio	**102.3 %**	92.8 %	**101.5 %**	96.0 %

USAT Logistics Segment	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	**2016**	2015
Revenue	**$33,476**	$39,505	**$106,473**	$119,781
Less: intersegment eliminations	**1,385**	997	**5,082**	4,027
Operating revenue	**32,091**	38,508	**101,391**	115,754
Less: fuel surcharge revenue	**2,346**	3,103	**6,274**	9,553
Base revenue	**29,745**	35,405	**95,117**	106,201
Operating expense	**30,544**	35,509	**95,662**	106,520
Adjusted for:				
Restructuring, impairment and other costs	**--**	--	**(416)**	--
Fuel surcharge revenue	**(2,346)**	(3,103)	**(6,274)**	(9,553)
Adjusted operating expense	**$28,198**	$32,406	**$88,972**	$96,967
Operating ratio	**95.2 %**	92.2 %	**94.3 %**	92.0 %
Adjusted operating ratio	**94.8 %**	91.5 %	**93.5 %**	91.3 %

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Key Operating Statistics by Segment

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	**2016**	2015
Trucking:				
Operating revenue *(in thousands)*	**$73,367**	$84,982	**$224,573**	$274,196
Operating (loss) income *(in thousands)* (1)	**$(1,505)**	$2,460	**$(8,607)**	$6,565
Adjusted operating ratio (2)	**102.3 %**	92.8 %	**101.5 %**	96.0 %
Total miles *(in thousands)* (3)	**43,365**	44,559	**132,216**	143,927
Deadhead percentage (4)	**13.2 %**	12.3 %	**12.8 %**	12.3 %
Base revenue per loaded mile	**$1.725**	$1.902	**$1.743**	$1.871
Average number of in-service tractors (5)	**1,742**	1,838	**1,797**	2,025
Average number of seated tractors (6)	**1,648**	1,718	**1,717**	1,858
Average miles per seated tractor per week	**2,002**	1,973	**1,967**	1,986
Base revenue per seated tractor per week	**$2,997**	$3,293	**$2,992**	$3,260
Average loaded miles per trip	**590**	577	**582**	596
USAT Logistics:				
Operating revenue *(in thousands)*	**$32,091**	$38,508	**$101,391**	$115,754
Operating income *(in thousands)* (1)	**$1,547**	$2,999	**$5,729**	$9,234
Net revenue *(in thousands)* (7)	**$6,050**	7,211	**$19,481**	$21,466
Gross margin percentage (8)	**18.1 %**	18.3 %	**18.3 %**	17.9 %

(1) Operating income (loss) is calculated by deducting operating expenses from operating revenues.

(2) Adjusted operating ratio is calculated as operating expenses less restructuring, impairment and other costs, and severance costs included in salaries, wages and employee benefits net of fuel surcharge revenue as a percentage of operating revenue excluding fuel surcharge revenue. See GAAP to non-GAAP reconciliation above.

(3) Total miles include both loaded and empty miles.

(4) Deadhead percentage is calculated by dividing empty miles into total miles.

(5) Tractors include company-operated tractors in service, plus tractors operated by independent contractors.

(6) Seated tractors are those occupied by drivers.

(7) Net revenue is calculated by taking revenue less purchased transportation.

(8) Gross margin percentage is calculated by taking revenue less purchased transportation expense and dividing that amount by revenue. This calculation includes intercompany revenues and expenses.

Results of Operations—Segment Review

Trucking operating revenue

For the three months ended September 30, 2016, Trucking operating revenue decreased 13.7% to $73.4 million, compared to $85.0 million for the same period in 2015. Trucking base revenue decreased 12.7% to $64.9 million, compared to $74.3 million for the third quarter of 2015. The decrease in operating revenue was primarily due to downsizing of the tractor fleet conducted during 2015, which reduced the Company's average year over year seated tractor count by approximately 4.1% and challenging industry conditions. The reduced tractor count also gave rise a 3.7% decrease in loaded miles, which resulted in a 20.5% decrease in fuel surcharge revenue for the quarter ended September 30, 2016. Other factors contributing to the decreases in both operating revenue and base revenue were a 9.3% decrease in base revenue per loaded mile and 0.9 percentage points higher deadhead percentage.

During the nine months ended September 30, 2016, Trucking operating revenue decreased 18.1% to $224.6 million, compared to $274.2 million for the same period of 2015. Trucking base revenue decreased 14.9% to $201.1 million, from $236.2 million for the same period in 2015. The decrease in operating revenues included a 38.1% decrease in fuel surcharge revenues, attributable to a 6.5% decrease in Trucking shipments and an 8.1% decrease in total miles driven. The remaining decreases in operating revenue and base revenue were attributable to 7.6% fewer seated tractors and a 6.8% decrease in Trucking base revenue per loaded mile. The loss of business from several customers contributed to the majority of the decrease in base revenue per loaded mile and in loaded miles during the year

The freight market was challenging in the first nine months of 2016. Freight rates and volumes continued to be affected by weak demand and excess trucking capacity. While Trucking capacity is currently available in the market, the Company believes significantly lower industry truck orders in recent months combined with the upcoming changes in Trucking regulations should begin to tighten the capacity market in future quarters. During the past year, the Company has continued to refine its network and focus on head-haul lanes versus the backhaul strategy which provided higher rates per mile during the strong freight environment experienced in recent years. Trends seen in recent customer bid activity have been mixed, as some customers continue to aggressively work to take advantage of the favorable shorter-term trends to the detriment of carriers. Based on the current rate and freight market, we believe it may be difficult to achieve base revenue per loaded mile increases on a year-over-year basis in the near term.

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While freight levels in third quarter typically improve over first and second quarter levels, this did not come to fruition in 2016. Decreased seasonal freight, combined with the changes in customer contracts during the second quarter as mentioned above, was the primary reason for the decline in revenue performance indicators. While we are actively working with our customers to procure freight, we are also taking the necessary actions to maintain the appropriate fleet size and accelerating our tractor-trade cycle.

Trucking operating (loss) income

Trucking generated an operating loss of $1.5 million in the third quarter of 2016 compared with operating income of $2.5 million in the comparable 2015 period. Contributing factors to the difference were an approximately 5.8% decrease in Trucking shipments and a 9.0% reduction in base revenue per seated tractor per week associated with the loss of several significant customers during the second quarter and a softer freight environment, partially offset by cost savings efforts.

For the nine months ended September 30, 2016, Trucking generated an operating loss of $8.6 million, compared to operating income of $6.6 million in the 2015 period. This was reflected in an 8.1% decrease in total revenue miles, a 6.5% decrease in number of Trucking shipments, and a 7.3% decrease in base revenue per total mile.

USAT Logistics operating revenue

For the three months ended September 30, 2016, operating revenue for USAT Logistics decreased 16.7% to $32.1 million from $38.5 million, for the same period in 2015. Reduced operating revenue primarily related to a 24.4% decrease in fuel surcharge revenue. For the three months ended September 30, 2016, operating revenue per employee decreased 14.4%, compared to the same period in 2015. USAT Logistics' base revenue decreased 16.0% for the three months ended September 30, 2016, over the same period in the prior year. The decrease in both base revenue and fuel surcharge revenue was largely due to the soft freight market and contributed to an 11.6% decrease in revenue per order. In the USAT Logistics segment, which requires much lower capital investment, the Company remains focused on gaining market share and improving net revenue.

For the nine months ended September 30, 2016, operating revenue decreased 12.4% to $101.4 million from $115.8 million, for the corresponding period in 2015. The reduced operating revenues primarily stemmed from a 34.3% reduction in fuel surcharge revenue, partially offset by a 7.5% increase in load volumes and a 2.2% increase in gross margin.

USAT Logistics operating (loss) income

USAT Logistics operating income decreased $1.5 million to $1.5 million in the third quarter of 2016, or 48.4%, compared to $3.0 million in the third quarter of 2015. Decreased operating income was largely due to the decreases in base revenue and fuel surcharge revenues attributable to the softer freight environment, which less effectively covered compensation expense, which increased slightly in the 2016 period compared with the 2015 period. As mentioned above, in the USAT Logistics segment, which requires much lower capital investment, the Company remains focused on gaining more market share and improving net revenue.

For the nine months ended September 30, 2016, operating income decreased 38.0% to $5.7 million from $9.2 million. Contributing to this were decreased revenues mentioned above, which less effectively covered our costs.

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Consolidated Operating Expenses

The following table summarizes the consolidated operating expenses (dollar amounts in thousands) and percentage of consolidated operating revenue, consolidated base revenue and the percentage increase or decrease in the dollar amounts of those items compared to the prior year.

	Three Months Ended September 30,						
	2016			2015			% Change
Operating Expenses:	**$**	**% Operating Revenue**	**% Base Revenue (1)**	$	% Operating Revenue	% Base Revenue (1)	2016 to 2015
Salaries, wages and employee benefits	**$29,131**	**27.6 %**	**30.8 %**	32,028	25.9 %	29.2 %	(9.0)%
Fuel and fuel taxes	**10,932**	**10.4**	**0.1 (3)**	12,960	10.5	(0.7) (3)	(15.6)
Depreciation and amortization	**7,411**	**7.0**	**7.8**	8,702	7.0	7.9	(14.8)
Insurance and claims	**5,620**	**5.3**	**5.9**	5,405	4.4	4.9	4.0
Equipment rent	**1,861**	**1.8**	**2.0**	1,094	0.9	1.0	70.1
Operations and maintenance	**8,170**	**7.8**	**8.6**	10,439	8.5	9.5	(21.7)
Purchased transportation	**37,218**	**35.3**	**39.3**	40,613	32.9	37.0	(8.4)
Operating taxes and licenses	**1,003**	**1.0**	**1.1**	1,439	1.2	1.3	(30.3)
Communications and utilities	**673**	**0.6**	**0.7**	989	0.8	0.9	(32.0)
Gain on disposal of assets, net	**(181)**	**(0.2)**	**(0.1)**	(3,008)	(2.4)	(2.7)	(94.0)
Restructuring, impairment and other costs	**--**	**--**	**--**	2,893	2.3	N/A	N/A
Other	**3,578**	**3.4**	**3.8**	4,477	3.6	4.1	(20.1)
Operating expenses	**$105,416**	**100.0 %**	**100.0 %**	118,031	95.6 %	92.4 %	(10.7)%

	Nine Months Ended September 30,						
	2016			2015			% Change
Operating Expenses:	**$**	**% Operating Revenue**	**% Base Revenue (1)**	$	% Operating Revenue	% Base Revenue (1)	2016 to 2015
	$92,332	**28.3 %**	**31.0 % (2)**	$105,536	27.1 %	30.8 %	(12.5)%

Salaries, wages and employee benefits							
Fuel and fuel taxes	**32,512**	**10.0**	**1.0 (3)**	47,195	12.1	(0.1) (3)	(31.1)
Depreciation and amortization	**22,282**	**6.8**	**7.5**	29,951	7.7	8.7	(25.6)
Insurance and claims	**15,826**	**4.9**	**5.3**	17,502	4.5	5.1	(9.6)
Equipment rent	**5,582**	**1.7**	**1.9**	2,743	0.7	0.8	103.5
Operations and maintenance	**27,682**	**8.5**	**9.3**	31,340	8.0	9.2	(11.7)
Purchased transportation	**111,650**	**34.3**	**37.7**	122,029	31.3	35.6	(8.5)
Operating taxes and licenses	**3,384**	**1.0**	**1.2**	4,221	1.1	1.2	(19.8)
Communications and utilities	**2,404**	**0.7**	**0.8**	2,732	0.7	0.8	(12.0)
Gain on disposal of assets, net	**(759)**	**(0.2)**	**(0.3)**	(5,766)	(1.5)	(1.7)	(86.8)
Restructuring, impairment and other costs	**5,264**	**1.6**	**N/A**	2,893	0.7	N/A	N/A
Other	**10,683**	**3.3**	**3.6**	13,775	3.5	4.0	(22.4)
Operating expenses	**$328,842**	**100.9 %**	**99.0 %**	$374,151	95.9 %	94.4 %	(12.1)%

(1) The percent of base revenue calculation for operating expenses is calculated as operating expenses, net of fuel surcharges and other items, as a percent of operating revenue excluding fuel surcharge revenue. Other items in this presentation are the restructuring, impairment and other costs and severance costs included in salaries, wages and employee benefits. See Note 13 to the Company's condensed consolidated financial statements included in Part I, Item 1, in this Form 10-Q.

(2) The percent of base revenue calculation excludes severance costs included in this line item.

(3) The percent of base revenue calculation for fuel and fuel surcharge expense is calculated as fuel and fuel taxes, net of fuel surcharges.

Salaries, wages and employee benefits

The decrease in salaries, wages and employee benefits expense during the third quarter of 2016, when compared to the same quarter in 2015, was primarily due to a 10.0% decrease in the Company's tractor fleet from our planned fleet reduction, partially offset by growth in our independent contractor fleet of 25.4%. Additionally, health insurance expense decreased by approximately $0.8 million due to improved claims experience.

For the nine months ended September 30, 2016, the decrease in salaries, wages and employee benefits expense was primarily due to a 15.5% reduction in the Company's tractor fleet and a 19.8% increase in the independent contractor fleet, partially offset by certain restructuring, impairment, and other costs and severance costs in the first and second quarters of 2016. Non-driver wages should continue to decrease as the Company right sizes its workforce and continues to align the number of drivers to non-drivers in the Trucking segment. USAT Logistics salaries, wages and employee benefits are expected to increase as we continue to increase customer facing positions.

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The rate of compensation paid to Company drivers per mile has increased in recent periods and is expected to further increase in future periods due to expected driver pay increases, especially if the economy strengthens and other employment alternatives become more available. Furthermore, management believes that the market for drivers continues to tighten; therefore, it expects hiring expenses, including recruiting and advertising, to increase in order to attract sufficient numbers of qualified drivers to operate the Company's fleet. Changes will also be affected by the percentage of Trucking miles operated by independent contractors instead of Company employed drivers.

Fuel and fuel taxes

For the first nine months of 2016 diesel fuel prices have increased approximately 12%, which compressed our discount margin and resulted in an increase in net fuel expense for both the three and nine month periods ended September 30, 2016 of approximately $0.9 million and $3.1 million, respectively.

The Company expects to continue managing its idle time and truck speeds, locking in fuel hedges when deemed appropriate and partnering with customers to adjust fuel surcharge programs to recover a fair portion of rising fuel costs. Going forward, the Company's net fuel expense is expected to fluctuate as a percentage of revenue based on factors such as diesel fuel prices, percentage recovered from fuel surcharge programs, percentage of uncompensated miles, the percentage of revenue generated from independent contractors and the success of fuel efficiency initiatives.

Equipment rent and depreciation and amortization

The increases in equipment rent during the three and nine month periods ended September 30, 2016, were the result of increased use of operating leases for the acquisition of revenue equipment due to favorable terms. Decreases in depreciation and amortization for both the three and nine month periods ended September 30, 2016 were primarily reflective of the 10.0% and 15.5% reductions, respectively, in the size of the Company tractor fleet resulting from fleet downsizing and the Company's continued focus on increasing its independent contractor fleet, partially offset by higher depreciation expense attributable to increased acquisition cost on new equipment. Our reduction in depreciation from the smaller fleet size more than offset increased equipment rent, which positively impacted our operating results.

The Company will continue its fleet reductions to match customer demand and load profitability initiatives. Further, the acquisition costs of new revenue equipment are expected to increase, largely due to the continued implementation of emissions requirements. During 2016, the Company has invested in tractors with improved safety features, which have an approximate 11% higher purchase price than 2015 tractor purchases. The Company believes the return on investment will be in fewer incidents of claims. As a result, management expects to see an increase in depreciation and amortization expense from new tractors, which should be offset to some degree by prior and potential future fleet reductions. Additionally, trailer purchases to reduce the average age of the fleet may result in an increase in depreciation and amortization expense.

Insurance and claims

Insurance and claims expense increased during the three months ended September 30, 2016 as a result of the most recent actuarial adjustment causing unfavorable rate development factors in our current year claims.

The decrease in insurance and claims expense during the nine months ended September 30, 2016, was the result of lower frequency of collisions resulting in a $1.8 million favorable collision expense variance partially offset by higher than expected claims experience associated with adverse development of prior year occurrences in the most recent actuarial report. As a result of the foregoing, our insurance and claims expense increased slightly as a percentage of operating revenue. The primary factors affecting the Company’s insurance and claims expense are the number of miles driven by its Company drivers and independent contractors, the frequency and severity of accidents, trends in the development factors used in the Company’s actuarial accruals, and developments in prior-year claims. The Company expects insurance and claims expense to improve over the long-term.

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Operations and maintenance

Operations and maintenance expense for the three months ended September 30, 2016 decreased due to acceleration of the removal of older tractors and trailers from the Company's fleet. Overall, the size of the Company's tractor fleet decreased 10.0% when compared to the same period in 2015.

During the nine months ended September 30, 2016, operations and maintenance expense decreased in terms of dollars, but increased in terms of a percentage of revenue and base revenue as the Company incurred higher than expected outside maintenance costs for roadside assistance and non-routine repairs. The size of the Company tractor fleet decreased 15.5% when compared to the same period in 2015, as a result of efforts by management to accelerate the removal of older tractors that require higher maintenance.

During 2015 and the first quarter of 2016, the Company closed four maintenance facilities as it continues to migrate to a more variable cost strategy in maintenance. The Company is continuing to focus on increasing its preventative in-house maintenance and sales preparation through a smaller footprint of strategic shops, and reducing its outside maintenance costs for roadside assistance and non-routine repairs.

Purchased transportation

While purchased transportation costs for the third quarter of 2016 decreased 8.4%, purchased transportation increased as a percentage of revenue and base revenue primarily from a 25.4% increase in the size of the Company's independent contractor fleet, offset by a 16.7% decrease in USAT Logistics operating revenue. Moving forward, the Company is continuing to pursue its objective of growing its independent contractor fleet as a percentage of its total fleet, which could further increase purchased transportation expense. Increasing independent contractor capacity has shifted (and assuming all other factors remain equal, is expected to continue to shift) expenses to the purchased transportation line item with offsetting reductions in employee driver wages and related expenses, net fuel expense (as independent contractors generate fuel surcharge revenue, while the related cost of their fuel is included with their compensation in purchased transportation), maintenance, and capital expenditures.

For the nine months ended September 30, 2016, the decrease in purchased transportation expense was primarily due to the lower freight volumes in USAT Logistics, partially offset by the 19.8% growth in the size of the independent contractor fleet. As a percentage of consolidated operating revenue, purchased transportation increased 3.0 percentage points year-over-year, due primarily to the growth in the Company's independent contractor fleet mentioned above.

Gain on disposal of assets, net

The decreases in gain on disposal of assets, net, during the 2016 periods reflect higher fleet reductions in the 2015 periods compared to the 2016 periods. During the 2015 periods, the Company reduced its fleet and seated truck count through the accelerated disposal of older, less efficient tractors and trailers. Additionally, the deterioration in the used equipment market resulted in lower used equipment prices in the 2016 periods. Going forward, the Company expects gains on the sale of revenue equipment to be less significant than in 2015.

Restructuring, impairment and other costs

See Note 13 to the Company's condensed consolidated financial statements included in Part I, Item 1, in this Form 10-Q of the restructuring, impairment and other costs incurred during the three and nine months ended September 30, 2016, which is incorporated herein by reference.

Other expenses

The decrease in other expenses primarily reflects a decrease in the Company's professional and consulting fees, offset by increased bad debt expense and recruiting and relocation expenses.

Interest expense

For both the three and nine months ended September 30, 2016, interest expense increased primarily due to the increased usage on the Company's revolving line of credit to fund the Company's stock repurchase program and purchase of revenue equipment. During the nine months ended September 30, 2016, the Company increased its debt outstanding on its Credit Facility by $29.3 million.

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Income tax expense

The Company’s effective tax rate was 23.4% and 29.5% for the three and nine months ended September 30, 2016, respectively. The effective tax rate for the three and nine months ended September 30, 2015 was 44.2% and 44.0% respectively. The Company’s effective tax rate, when compared to the federal statutory rate of 35%, is primarily affected by state income taxes, net of federal income tax effect, and permanent differences, the most significant of which is the effect of the partially non-deductible per diem payments to Company drivers. The recurring impact of this permanent non-deductible difference incurred causes the Company’s tax rate to increase as its pre-tax earnings or loss approaches zero. Generally, as pre-tax income increases, the impact of the driver per diem program on effective tax rate decreases, because aggregate per diem pay becomes smaller in relation to pre-tax income, while in periods where earnings are at or near breakeven the impact of the per diem program on the Company’s effective tax rate is more significant. Because the Company continued to incur losses during the three month period ended September 30, 2016, the estimated provision calculation was updated to reflect the impact of the non-deductible expenses on the effective tax rate. This resulted in a reduction to the effective tax rate during the three months ended September 30, 2016. Due to the effect of the non-deductible per diem payments, the Company’s tax rate will fluctuate in future periods based on fluctuations in earnings and in the number of drivers who elect to participate in the per diem program.

When the result of the expected annual effective tax rate is not deemed reliable, as was the case for the second and third quarters of 2016, and distorts the income tax provision for an interim period, the Company calculates the income tax provision or benefit using the cut-off method which results in an income tax provision or benefit based solely on the year-to-date pretax income or loss as adjusted for permanent differences on a pro rata basis.

Liquidity and Capital Resources

The Company’s business has required, and will continue to require, significant investments. In the Company’s Trucking segment, where capital investments are substantial, the primary investments are in new tractors and trailers and to a lesser extent, in technology and working capital. In the Company’s USAT Logistics business, where the required level of capital investment is modest in relation to that which is required in the Company’s Trucking segment, the primary investments are in technology and working capital. The Company’s primary sources of liquidity have been funds provided by operations, borrowings under the Company’s Credit Facility, sales of used revenue equipment and, to a lesser extent, capital and operating leases. Based on expected financial conditions, net capital expenditures, results of operations and related net cash flows and other sources of financing, management believes the Company’s sources of liquidity to be adequate to meet current and projected needs.

Debt and capital leases increased during the third quarter by $18.6 million, sequentially to $151.1 million. Net of cash, debt represented 70.8% of total capitalization. The Company had approximately $51.0 million available under the Credit Facility as of September 30, 2016. Fluctuations in the outstanding balance and related availability under the Credit Facility are driven primarily by cash flows from operations and the timing and nature of property and equipment additions that are not funded through other sources of financing, as well as the nature and timing of receipt

of proceeds from disposals of property and equipment.

The Company may alter its levels of capital expenditures based on operating performance. Should capital expenditures be decreased for tractors and trailers, the Company would expect the average age of the equipment in the fleet to increase.

Cash Flows

	Nine Months Ended September 30,	
(in thousands)	**2016**	2015
Net cash provided by operating activities	**$25,162**	$58,786
Net cash used in investing activities	**(39,871)**	(5,813)
Net cash provided by (used in) financing activities	**14,764**	(51,046)

Operating Activities – Cash generated from operations decreased $33.6 million in the first nine months of 2016, compared to the same period in 2015. This decrease was primarily due to a decrease of $18.7 million in operating income, as well as an increase in days sales outstanding resulting from a change in terms for a large customer during the year.

Investing Activities – For the nine months ended September 30, 2016, net cash used in investing activities was $39.9 million, compared to $5.8 million during the same period in 2015. The $34.1 million increase in cash used in investing activities primarily reflects a $17.4 million increase in capital expenditures and an $8.6 million decrease in proceeds from sale of property and equipment.

Financing Activities – Cash provided by financing activities was $14.8 million for the first nine months of 2016, compared to $51.0 million used in financing activities during the same period in 2015. At September 30, 2016, the Company had borrowings of long-term debt, financing notes and capital leases of $151.1 million, and during the nine months ended September 30, 2016 repurchased approximately 1.6 million shares for $28.4 million.

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Debt and Capitalized Lease Obligations

See notes 7 and 8 of the footnotes to the Company's condensed consolidated financial statements included in Part I, Item 1, in this Form 10-Q for further discussion of the revolving Credit Facility and capital lease obligations.

Off-Balance Sheet Arrangements

Operating leases have been an important source of financing for equipment used by operations, office equipment and certain facilities. As of September 30, 2016, the Company leased certain revenue equipment and information technology software under operating leases. Assets held under operating leases are not carried on the condensed consolidated balance sheets, and lease payments with regard to such assets are reflected in the condensed consolidated statements of operations and comprehensive (loss) income in the "Equipment rent" and, for office equipment, in the "Operations and maintenance" line items. Equipment rent related to the Company's revenue equipment operating leases was $1.9 million and $1.1 million for the three months ended September 30, 2016 and 2015, respectively, and was $5.6 million and $2.7 million for the nine months ended September 30, 2016 and 2015, respectively.

Rent expense related to the other equipment and facilities leases was $0.4 million and $0.6 million for the three months ended September 30, 2016 and 2015, respectively, and was $1.6 million and $1.8 million for the nine months ended September 30, 2016 and 2015, respectively. Other than such operating leases, the Company has no other off-balance sheet arrangements that have or are reasonably likely to have a material effect on the condensed consolidated financial statements.

The following table represents outstanding contractual obligations for rental expense under operating leases as of September 30, 2016 (in thousands):

	Payments Due By Period				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
Facilities	$1,637	$456	$601	$339	$241
Computer hardware rented	411	235	176	--	--
Revenue equipment	23,937	7,443	12,686	3,808	--
Total rental obligations	**$25,985**	**$8,134**	**$13,463**	**$4,147**	**$241**

Seasonality

In the trucking industry, revenue typically follows a seasonal pattern for various commodities and customer businesses. Peak freight demand has historically occurred in the months of September, October and November. After the December holiday season and during the remaining winter months, freight volumes are typically lower as many customers reduce shipment levels. Operating expenses have historically been higher in the winter months due primarily to decreased fuel efficiency, increased cold weather-related maintenance costs of revenue equipment and increased insurance and claims costs attributed to adverse winter weather conditions. The Company attempts to minimize the impact of seasonality through its diverse customer solutions offerings by seeking additional freight from certain customers during traditionally slower shipping periods and focusing on transporting consumer nondurable products. Revenue can also be impacted by weather, holidays and the number of business days that occur during a given period, as revenue is directly related to the available working days of shippers.

Inflation

Most of the Company’s operating expenses are inflation sensitive, and as such, are not always able to be offset through increases in revenue per mile and cost control efforts. The effect of inflation-driven cost increases on overall operating costs is not expected to be greater for the Company than for its competitors.

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Fuel Availability and Cost

The trucking industry is dependent upon the availability of fuel. In the past, fuel shortages or increases in fuel taxes or fuel costs have adversely affected profitability and may continue to do so. The Company has not experienced difficulty in maintaining necessary fuel supplies, and in the past has generally been able to partially offset increases in fuel costs and fuel taxes through increased freight rates and through a fuel surcharge that increases incrementally as the price of fuel increases above an agreed upon baseline price per gallon. Typically, the Company is not able to fully recover increases in fuel prices through rate increases and fuel surcharges, primarily because those items cannot be recovered with respect to empty and out-of-route miles, for which the Company generally does not receive compensation from customers. Additionally, most fuel surcharges are based on the average fuel price as published by the DOE for the week prior to the shipment, meaning the Company typically bills customers in the current week based on the previous week's applicable index. Accordingly, in times of increasing fuel prices, the Company does not recover as much as it is currently paying for fuel. In periods of declining prices, the inverse is true. Overall, the market fuel prices per gallon were approximately 9.4% lower during third quarter of 2016 than they were in the same period in 2015, as reported by the DOE.

As of September 30, 2016, the Company did not have any long-term fuel purchase contracts, and has not entered into any hedging arrangements.

Equity

As of September 30, 2016, the Company had stockholders' equity of $62.1 million and total debt and capital leases including current maturities, of $151.1 million, resulting in a total debt, less cash, to total capitalization ratio of 70.8% compared to 51.9% as of December 31, 2015.

Purchases and Commitments

The Company routinely monitors equipment acquisition needs and adjusts purchase schedules from time to time based on analysis of factors such as new equipment prices, the condition of the used equipment market, demand for freight services, prevailing interest rates, technological improvements, fuel efficiency, equipment durability, equipment specifications, operating performance and the availability of qualified drivers.

As of September 30, 2016, the Company had $5.5 million in commitments for the acquisition of revenue equipment.

During the nine months ended September 30, 2016, the Company received proceeds from the sale of property and equipment of approximately $22.6 million and purchased approximately $62.4 million of property and equipment.

Critical Accounting Policies and Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. USA Truck bases its assumptions, estimates and judgments on historical experience, current trends and other factors that management believes to be relevant at the time its consolidated financial statements are prepared. Actual results could differ from those estimates, and such differences could be material. During the three months ended September 30, 2016, there were no material changes to the Company's critical accounting policies and estimates, compared to those disclosed in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operation," included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

The Company experiences various market risks, including changes in interest rates and commodity prices. Because the Company's operations are largely confined to the U.S., the Company is not subject to a material amount of foreign currency risk.

Interest Rate Risk. The Company is exposed to interest rate risk primarily from its Credit Facility. The Company's Credit Facility bears variable interest based on the type of borrowing and on the Agent's prime rate or the London Interbank Offered Rate ("LIBOR") plus a certain percentage determined based on a pricing grid dependent upon certain financial ratios. As of September 30, 2016, the Company had $99.7 million outstanding pursuant to its Credit Facility, excluding letters of credit of $4.3 million. Assuming the outstanding balance as of September 30, 2016 remained constant; a hypothetical one-percentage point increase in interest rates applicable to its Credit Facility would increase the Company's interest expense over a one-year period by approximately $1.0 million.

Commodity Price Risk. The Company is subject to commodity price risk with respect to purchases of fuel. In recent years, fuel prices have fluctuated greatly and have generally increased, although recently the Company has seen a significant decrease. In some periods, the Company's operating performance was adversely affected because it was not able to fully offset the impact of higher diesel fuel prices through increased freight rates and fuel surcharge revenue recoveries. Management cannot predict how fuel price levels will continue to fluctuate in the future or the extent to which fuel surcharge revenue recoveries could be collected to offset any increases. As of September 30, 2016, the Company did not have any derivative financial instruments to reduce its exposure to fuel price fluctuations, but may use such instruments in the future. Accordingly, volatile fuel prices may continue to impact the Company significantly. A significant increase in fuel costs, or a shortage of diesel fuel, could materially and adversely affect the Company's results of operations. Further, higher fuel costs could contribute to driver shortages in the trucking industry generally by forcing independent contractors to cease operations. Based on the Company's expected fuel consumption for the remainder of 2016, a 10% increase in the average price per gallon would result in a $1.1 million increase in fuel expense.

ITEM 4. CONTROLS AND PROCEDURES

The Company has established controls and procedures that are designed to ensure that relevant material information, including information pertaining to any consolidated subsidiaries, is made known to the officers who certify the financial reports and to other members of senior management and the Board of Directors. Management, with the participation of the Principal Executive Officer (the "PEO") and Principal Financial Officer (the "PFO"), conducted an evaluation of the effectiveness of disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on this evaluation, as of September 30, 2016 the PEO and PFO have concluded that the Company's disclosure controls and procedures are effective at a reasonable assurance level to ensure that the information required to be disclosed in the reports filed or submitted by the Company under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and (ii) accumulated and communicated to management, including the PEO and PFO, as appropriate to allow timely decisions regarding required disclosure.

There has been no change in the Company's internal control over financial reporting that occurred during the quarter ended September 30, 2016 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Management has confidence in the Company's internal controls and procedures. Nevertheless, management, including the PEO and PFO, does not expect that the disclosure procedures and controls or the internal controls will prevent all errors or intentional fraud. An internal controls system, no matter how well-conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of such internal controls are met. Further, the design of an internal controls system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all internal controls systems, no evaluation of controls can provide absolute assurance that all controls issues and instances of fraud, if any, have been, or will be, detected.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is party to routine litigation incidental to its business, primarily involving claims for personal injury and property damage incurred in the transportation of freight. The Company maintains insurance to cover liabilities in excess of certain self-insured retention levels. Though management believes these claims to be immaterial to the Company's long-term financial position, adverse results of one or more of these claims could have a material adverse effect on the financial position or results of operations in any given reporting period.

ITEM 1A. RISK FACTORS

While the Company attempts to identify, manage, and mitigate risks and uncertainties associated with its business, some level of risk and uncertainty will always be present. The Company's Form 10-K for the year ended December 31, 2015, and its Forms 10-Q for the quarters ended March 31, 2016 and June 30, 2016, in the sections entitled Item 1A. Risk Factors, describe some of the risks and uncertainties associated with the business. These risks and uncertainties have the potential to materially affect the Company's business, financial condition, results of operations, cash flows, projected results, and future prospects.

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Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

Issuer Purchases of Equity Securities

The table below sets forth the information with respect to purchases of the Company's common stock made by or on behalf of USA Truck during the three months ended September 30, 2016:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
July 1-31 2016	278,844	$ 18.73	278,844	603,843
August 1-31, 2016	140,830	16.59	140,830	463,013
September 1-30, 2016	--	--	--	--
Total	**419,674**	**$ 18.02**	**419,674**	**463,013**

(1) Share repurchase program authorized by the Company's board of directors during January 2016. See Note 4 to the Company's condensed consolidated financial statements included in Part I, Item I, in this Form 10-Q for further discussion of the share repurchase program.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

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Item 6. EXHIBITS

Exhibit Number		Exhibit
3.1		Restated and Amended Certificate of Incorporation of the Company as currently in effect, including all Certificates of Amendment thereto (incorporated by reference to Exhibit 3.1 to the Company's quarterly report for the quarter ended September 30, 2013).
3.2		Amended Bylaws of the Company as currently in effect (incorporated by reference to Exhibit 3.2 to the Company's quarterly report on Form 10-Q for the quarter ended September 30, 2011).
4.1		Specimen certificate evidencing shares of the common stock, $.01 par value, of the Company (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-1, Registration No. 33-45682, filed with the Securities and Exchange Commission on February 13, 1992).
10.1	*#	Executive Severance and Change of Control Agreement between the Company and Joseph M. Kaiser.
10.2	*#	Form of Restricted Stock Award Notice
31.1	#	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	#	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	##	Certification of Principal Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	##	Certification of Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS		XBRL Instance Document.
101.SCH		XBRL Taxonomy Extension Schema Document.
101.CAL		XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF		XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB		XBRL Taxonomy Extension Label Linkbase Document.
101.PRE		XBRL Taxonomy Extension Presentation Linkbase Document.

References:

*	Management contract or compensatory plan, contract or arrangement.
#	Filed herewith.
##	Furnished herewith.

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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.

USA Truck, Inc.
(Registrant)

Date: November 9, 2016

By: /s/ John R. Rogers
(Signature)

John R. Rogers
Executive President and Chief Executive Officer

Date: November 9, 2016

By: /s/ Joseph M. Kaiser
(Signature)

Joseph M. Kaiser
Principal Accounting Officer