

COVENANT TRANSPORTATION GROUP INC

Form 8-K

July 23, 2015

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

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FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported):  
July 21, 2015

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COVENANT TRANSPORTATION GROUP, INC.  
(Exact name of registrant as specified in its charter)

Nevada	000-24960	88-0320154
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

400 Birmingham Hwy., Chattanooga, TN	37419
(Address of principal executive offices)	(Zip Code)

(423) 821-1212  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item Results of Operations and Financial Condition.  
2.02

On Wednesday, July 22, 2015, Covenant Transportation Group, Inc., a Nevada corporation (the "Company"), issued a press release announcing its financial and operating results for the quarter ended June 30, 2015. A copy of the press release is attached to this report as Exhibit 99.

Item Regulation FD Disclosure.  
7.01

On Tuesday, July 21, 2015, the Board of Directors of the Company (the "Board") approved a stock repurchase program authorizing the purchase of up to \$5 million of the Company's Class A common stock from time-to-time based upon market conditions and other factors. Such repurchases may commence as early as the third trading day following release of second quarter 2015 earnings. The stock may be repurchased on the open market or in privately negotiated transactions. The repurchased shares will be held as treasury stock and may be used for general corporate purposes as the Board may determine. The Company did not place a limit on the duration of the repurchase program. The repurchases are currently permitted under the Company's primary credit facility and other contractual arrangements.

The stock repurchase program does not obligate the Company to repurchase any specific number of shares and the Company may suspend or terminate the program at any time without prior notice.

A copy of the press release is attached to this report as Exhibit 99.

Item  
9.01 Financial Statements and Exhibits.

(d)	Exhibits.
EXHIBIT NUMBER	EXHIBIT DESCRIPTION
<u>99</u>	Covenant Transportation Group, Inc. press release announcing financial and operating results for the quarter ended June 30, 2015 and the stock repurchase program

The information contained in Items 2.02, 7.01, and 9.01 of this report and the exhibit hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

The information in Items 2.02, 7.01, and 9.01 of this report and the exhibit hereto may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of 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. Such statements are made based on the current beliefs and expectations of the Company's management and are subject to significant risks and uncertainties. Actual results or events may differ from those anticipated by forward-looking statements. Please refer to the italicized

paragraph at the end of the attached press release and various disclosures by the Company in its press releases, stockholder reports, and filings with the Securities and Exchange Commission for information concerning risks, uncertainties, and other factors that may affect future results.

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SIGNATURE

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 hereunto duly authorized.

COVENANT TRANSPORTATION GROUP, INC.

Date: July 22, 2015

By:

/s/ Richard B. Cribbs  
Richard B. Cribbs  
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

EXHIBIT

NUMBER EXHIBIT DESCRIPTION

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|-----------|---|
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