

SAIA INC
Form 8-K
May 02, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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) April 30, 2019

SAIA, INC.

(Exact name of registrant as specified in its charter)

| | | |
|------------------------------|--------------|---------------------|
| Delaware | 0-49983 | 48-1229851 |
| (State or other jurisdiction | (Commission | (IRS Employer |
| of incorporation) | File Number) | Identification No.) |

11465 Johns Creek Parkway, Suite 400

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Johns Creek, GA 30097
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (770) 232-5067

No Changes.

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Trading

| Title of each class | Symbol(s) | Name of each exchange on which registered |
|--|-----------|---|
| Common Stock, par value \$.001 per share | SAIA | The Nasdaq Global Select Market |

Submission of Matters to a Vote of Security Holders

Item 5.07

On April 30, 2019, Saia, Inc. held its Annual Meeting of Stockholders. The matters listed below were submitted to a vote of Saia's stockholders through the solicitation of proxies, and the proposals are described in detail in Saia's Proxy Statement. The results of the stockholder vote are as follows:

Proposal 1—Election of Directors

The Director Nominees listed below were elected to serve as Class II directors to hold office until the 2022 Annual Meeting of Stockholders and until their successors are elected and qualified.

| Director Nominee | For | Against | Abstain | Broker Non-Votes |
|-----------------------------|------------|-----------|---------|------------------|
| John J. Holland | 23,277,422 | 964,848 | 4,303 | 541,485 |
| Frederick J. Holzgrefe, III | 22,458,429 | 1,776,833 | 11,311 | 541,485 |
| Richard D. O'Dell | 23,963,441 | 279,006 | 4,126 | 541,485 |

Continuing Directors

Di-Ann Eisnor

William F. Evans

John P. Gainor, Jr.

Randolph W. Melville

Björn E. Olsson

Herbert A. Trucksess, III

Jeffrey C. Ward

Proposal 2— Advisory Vote on Executive Compensation

Our stockholders approved, on an advisory basis, the compensation of the Named Executive Officers disclosed in the Proxy Statement.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 23,696,678 | 477,960 | 71,935 | 541,485 |

Proposal 3—Ratification of the Appointment of KPMG LLP as Saia's Independent Registered Public Accounting Firm for Fiscal Year 2019

Our stockholders ratified the appointment of KPMG LLP to serve as Saia's independent registered public accounting firm for the 2019 fiscal year.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 24,340,174 | 444,756 | 3,128 | 0 |

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.

SAIA, INC.

Date: May 2, 2019 /s/ Stephanie R. Maschmeier
Stephanie R. Maschmeier
Controller and Principal Accounting Officer