

FORWARD AIR CORP  
Form 8-K  
May 12, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

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CURRENT REPORT

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

Date of Report (Date of earliest event reported): May 12, 2015 (May 12, 2015)

FORWARD AIR CORPORATION  
(Exact name of registrant as specified in its charter)

|  |                          |   |
|--|--------------------------|---|
| Tennessee                                      | 000-22490                | 62-1120025                              |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |

|  |            |
|--|------------|
| 430 Airport Road                         |            |
| Greeneville, Tennessee                   | 37745      |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (423) 636-7000

Not Applicable  
(Former name or former address, if changed since last report)

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

- 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))



SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 12, 2015, Forward Air Corporation (the “Company”) held its annual meeting of shareholders (the “Annual Meeting”), at which the Company’s shareholders approved three proposals. The proposals are described in detail in the Proxy Statement.

Proposal 1

The Company’s shareholders elected eight individuals to the Board of Directors, as set forth below:

| Name                 | Votes For  | Votes Withheld | Broker Non-Votes |
|----------------------|------------|----------------|------------------|
| Bruce A. Campbell    | 27,955,293 | 539,724        | 813,315          |
| C. Robert Campbell   | 28,424,680 | 70,337         | 813,315          |
| C. John Langley, Jr. | 28,101,214 | 393,803        | 813,315          |
| Tracy A. Leinbach    | 28,399,305 | 95,712         | 813,315          |
| Larry D. Leinweber   | 28,398,502 | 96,515         | 813,315          |
| G. Michael Lynch     | 28,364,521 | 130,496        | 813,315          |
| Gary L. Paxton       | 28,458,627 | 36,390         | 813,315          |
| Ronald W. Allen      | 28,425,556 | 69,461         | 813,315          |

Proposal 2

The Company’s shareholders ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for 2015, as set forth below:

| Votes For  | Votes Against | Abstentions |
|------------|---------------|-------------|
| 28,703,829 | 603,087       | 1,416       |

Proposal 3

The Company’s shareholders voted to approve an advisory resolution on the Company’s executive compensation (“Say on Pay” vote), as set forth below:

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 27,317,858 | 1,167,744     | 9,415       | 813,315          |

**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.

Date: May 12, 2015

FORWARD AIR CORPORATION  
By: /s/ Rodney L. Bell  
Rodney L. Bell  
Senior Vice President, Chief Financial Officer and Treasurer