

***UNIVERSAL LOGISTICS  
HOLDINGS, INC.***



***NOTICE OF 2017 ANNUAL MEETING OF SHAREHOLDERS  
PROXY STATEMENT AND 2016 ANNUAL REPORT***

***Universal***







Universal Logistics Holdings, Inc.  
12755 E. Nine Mile Road  
Warren, Michigan 48089  
586-920-0100  
[www.universallogistics.com](http://www.universallogistics.com)

March 28, 2017

To Our Shareholders:

You are cordially invited to our Annual Meeting of Shareholders on Thursday, April 27, 2017 at 10:00 a.m. Eastern Time at our corporate office in Warren, Michigan.

The following pages contain information regarding the meeting schedule and the matters proposed for your consideration and vote. Following our formal meeting, we expect to provide a review of our operations and respond to your questions.

We urge you to carefully consider the information in the proxy statement regarding the proposals to be presented at the meeting. Your vote on the proposals presented in the accompanying notice and proxy statement is important, regardless of whether or not you are able to attend. Voting instructions can be found on the enclosed proxy card. Please submit your vote today by internet, telephone or mail.

Thank you for your continued support of Universal, and I look forward to seeing you on April 27.

Sincerely,

A handwritten signature in black ink, appearing to be "JR", with a long horizontal line extending to the right.

Jeff Rogers  
Chief Executive Officer



# Notice of Annual Meeting of Shareholders

Date: April 27, 2017  
Time: 10:00 AM Eastern time  
Place: Universal Logistics Holdings, Inc.  
12755 E. Nine Mile Road  
Warren, Michigan 48089

The purposes of the Annual Meeting are:

1. To elect 11 directors for the coming year.
2. To consider and act upon a proposal to approve, on an advisory basis, the compensation of our named executive officers.
3. To consider and act upon a proposal to approve, on an advisory basis, the frequency of the shareholder vote on the compensation of our named executive officers.
4. To ratify the selection of BDO USA, LLP as our independent auditors for 2017.
5. To transact such other business as may properly come before the Annual Meeting.

The Company recommends that you vote as follows:

- » **FOR** each Director nominee
- » **FOR** the proposal on the compensation paid to our named executive officers
- » **FOR** the shareholder vote on the compensation of our named executive officers to be conducted once every **THREE** years
- » **FOR** the selection of BDO USA, LLP as our independent auditors for 2017

Shareholders of record at the close of business on March 17, 2017 are entitled to vote at the meeting or any adjournment or postponement of the meeting. Whether or not you plan to attend the meeting, you can ensure that your shares are represented at the meeting by promptly voting by internet or by telephone, or by completing, signing, dating and returning your proxy card in the enclosed postage prepaid envelope. Instructions for each of these methods and the control number that you will need are provided on the proxy card. You may withdraw your proxy before it is exercised by following the directions in the proxy statement. Alternatively, you may vote in person at the meeting.

By Order of the Board of Directors,



Steven Fitzpatrick  
Vice President – Finance and Secretary  
March 28, 2017

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING TO BE HELD ON APRIL 27, 2017: THIS PROXY STATEMENT AND THE 2016 ANNUAL REPORT TO SHAREHOLDERS ARE AVAILABLE AT: [HTTP://WWW.PROXYVOTE.COM](http://www.proxyvote.com)



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## PART I

## CORPORATE GOVERNANCE

This section of our proxy statement provides information on fundamental corporate governance matters, the qualifications and experience of our director nominees and the structure of our Board and our Board committees. Our proxy statement is first being distributed to shareholders on or about March 28, 2017.

## Applicable Corporate Governance Requirements

Our common stock is listed on the Nasdaq Global Market. We are subject to NASDAQ listing standards, including those relating to corporate governance. As a publicly traded company, we are also subject to the rules and regulations of the Securities and Exchange Commission (the “SEC”).

## Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics (the “Code of Conduct”) that applies to our directors, executive and financial officers and employees. We maintain the Code of Conduct under Corporate Governance tab in the Investor Relations section of our website at [www.universalllogistics.com](http://www.universalllogistics.com). It is available free of charge through our website. We will post information regarding any amendment to, or waiver from, the Code of Conduct for executive and financial officers and directors on our website in the same location.

## Director Nominees

### Grant E. Belanger

Age 56

Director Since 2016

Independent

*Committees:*

>> Audit

#### **BACKGROUND**

Mr. Belanger, elected to the Board in July 2016, is currently a principal of G. Belanger Consultants LLC, which provides various management consulting services. He retired in October 2015 from Ford Motor Company, where he held various management positions for 30 years. From September 2013 to October 2015, Mr. Belanger was the Executive Director of Material Planning and Logistics, which is responsible for coordinating Ford’s production processes and optimizing its global supply chain. From May 2011 to September 2013, Mr. Belanger served as Deputy General Manager and a member of the board of directors of Ford Otosan. Prior to that time, Mr. Belanger held other management positions at Ford in manufacturing, purchasing and material planning and logistics in North America and South America. Mr. Belanger holds a Bachelor of Science in Business Administration from the University of Arizona and an M.B.A. from Syracuse University.

#### **OTHER PUBLIC COMPANY BOARD SERVICE**

From May 2011 to September 2013, Mr. Belanger served as a member of the board of directors of Ford Otosan, a publicly traded joint venture between Ford and Koc Holding located in Kocaelli, Turkey.

#### **QUALIFICATIONS**

Mr. Belanger brings to the Board demonstrated leadership abilities and a keen understanding of the transportation, logistics and manufacturing businesses, both domestically and internationally. His ability to offer the OEM perspective on critical business issues is invaluable to the Board.

Continued >>

**Frederick P. Calderone**

Age 66

Director Since 2009

Not Independent

*Committees:*

&gt;&gt; None

**BACKGROUND**

Mr. Calderone recently retired after over 20 years of service as a Vice President of CenTra, Inc., a transportation holding company headquartered in Warren, Michigan that is owned by the Moroun Family. Prior to joining CenTra, Mr. Calderone was a partner with Deloitte, Haskins, & Sells, Certified Public Accountants (now Deloitte LLP).

**OTHER PUBLIC COMPANY BOARD SERVICE**

Mr. Calderone has served as a director of P.A.M. Transportation Services, Inc. (NASDAQ: PTSI) since 1998.

**QUALIFICATIONS**

Mr. Calderone is a certified public accountant and attorney. With his thorough understanding of financial reporting, generally accepted accounting principles, financial analytics, taxation and budgeting, Mr. Calderone brings to the Board expertise in accounting and finance.

**Joseph J. Casaroll**

Age 80

Director Since 2004

Independent

*Committees:*

&gt;&gt; Audit

**BACKGROUND**

Mr. Casaroll served as Vice President and General Manager of FCS, Inc., a multi-level railcar loading and unloading, automotive yard management and railcar-maintenance company, from October 2000 to May 2002. Previously, Mr. Casaroll held various positions at General Motors from 1959 through 1998.

**OTHER PUBLIC COMPANY BOARD SERVICE**

Mr. Casaroll served as a director of P.A.M. Transportation Services, Inc. (NASDAQ: PTSI) from June 1998 to September 2000.

**QUALIFICATIONS**

Mr. Casaroll's significant experience in various senior-level positions provides him with a unique perspective from which to evaluate both our financial and operational risks and opportunities.

**Daniel J. Deane**

Age 61

Director Since 2009

Independent

*Committees:*

&gt;&gt; None

**BACKGROUND**

Mr. Deane has been the President of Nicholson Terminal & Dock Company since June 1990, and previously served as its Vice President and General Manager since 1980. He also serves as the President of Shamrock Chartering Company, and has been a Member of the Society of Naval Architects and Marine Engineers since 1985. Mr. Deane is also a Member of the International Stevedoring Council. Previously Mr. Deane served on the Board of Southern Wayne County Regional Chamber and was a past President of the Port of Detroit Operators Association.

**OTHER PUBLIC COMPANY BOARD SERVICE**

None

**QUALIFICATIONS**

Mr. Deane's background in the transportation industry gives him an in-depth understanding of our business and offers a valuable resource to the Board.

**Manuel J. Moroun**

Age 89

Director Since 2004

Not Independent

*Committees:*

» None

**BACKGROUND**

Mr. Moroun is a principal shareholder of CenTra, Inc., a holding company based in Warren, Michigan. He has served as Chief Executive Officer of CenTra since 1970. Mr. Moroun is a principal shareholder in other family owned businesses engaged in providing transportation services. Manuel J. Moroun is the father of Matthew T. Moroun.

**OTHER PUBLIC COMPANY BOARD SERVICE**

Mr. Moroun has served as a director of P.A.M. Transportation Services, Inc. (NASDAQ: PTSI) since 2002.

**QUALIFICATIONS**

With over 60 years of experience in starting and managing transportation businesses, Mr. Moroun brings the perspective and insight of a successful transportation entrepreneur to the Board's role in evaluating the Company's business planning and performance. His historical industry experience is invaluable to the Board.

**Matthew T. Moroun**

Age 43

Director Since 2004

Independent

*Committees:*

» Executive (Chair)

» Compensation and Stock Option (Chair)

**BACKGROUND**

Mr. Moroun, the Chairman of our Board of Directors, is a principal shareholder of CenTra, Inc., a holding company based in Warren, Michigan. Mr. Moroun has served as Vice Chairman and as a director of CenTra, Inc. since 1993. Mr. Moroun is the principal shareholder and has served as Chairman of Oakland Financial Corporation, an insurance and real estate holding company based in Sterling Heights, Michigan, and its subsidiaries, since 1996. Mr. Moroun is a principal shareholder in other family owned businesses engaged in providing transportation services.

**OTHER PUBLIC COMPANY BOARD SERVICE**

Mr. Moroun has served as a director of P.A.M. Transportation Services, Inc. (NASDAQ: PTSI) since 1992 and its Chairman since 2007.

**QUALIFICATIONS**

Mr. Moroun's extensive leadership experience with businesses providing transportation and logistics services brings important perspective and practical insight to the Board's role of evaluating the Company's business planning and performance.

**Michael A. Regan**

Age 62

Director Since 2013

Independent

*Committees:*

» None

**BACKGROUND**

Mr. Regan is the Chief Relationship Development Officer of TranzAct Technologies, Inc., a privately held logistics information company that he co-founded in 1984. Mr. Regan was CEO and Chairman of the Board for TranzAct Technologies until 2011. Prior to starting TranzAct, Mr. Regan worked for Bank of America, PriceWaterhouse and the Union Pacific Corporation. He is a certified public accountant with a B.S.B.A. from the University of Illinois at Urbana-Champaign. He serves or has served on the boards of numerous industry groups including the American Society of Transportation & Logistics, National Industrial Transportation League and the National Association of Strategic Shippers. He is the past Chairman of the Transportation Intermediaries Association Foundation and was the recipient of the 2014 Council of Supply Chain Management Professionals Distinguished Service Award.

**OTHER PUBLIC COMPANY BOARD SERVICE**

None

**QUALIFICATIONS**

Mr. Regan's extensive experience in the logistics industry and his background and experience in both internal and external auditing make him uniquely qualified to serve on our Board.

Continued »

**Jeff Rogers**

Age 54

Director Since 2015

Not Independent

*Committees:*

- >> Executive
- >> Compensation and Stock Option

**BACKGROUND**

Mr. Rogers has served as our Chief Executive Officer since December 2014. Previously, Mr. Rogers served as our Executive Vice President from June 2014 to December 2014. Prior to joining Universal, Mr. Rogers served as President of YRC Freight from September 2011 to October 2013, and as President of the regional LTL carrier USF Holland from September 2008 to September 2011. He spent 15 years in various operating and finance roles within YRC Worldwide, including the role of Chief Financial Officer of YRC Regional Transportation. In addition he served for 14 years with United Parcel Service in various finance and operational roles. Mr. Rogers is a military veteran who served in the U.S. Army Rangers. He holds a Bachelor of Science degree in Accounting from Kansas Newman University and an M.B.A. from Baker University.

**OTHER PUBLIC COMPANY BOARD SERVICE**

None

**QUALIFICATIONS**

Mr. Rogers' extensive experience and expertise as an operating and finance executive in the transportation industry, along with his knowledge of the day-to-day management of the Company, provides the Board an important perspective in establishing and overseeing the financial, operational and strategic direction of the Company.

**Daniel C. Sullivan**

Age 76

Director Since 2004

Independent

*Committees:*

- >> None

**BACKGROUND**

Mr. Sullivan has been a practicing attorney for over 50 years, during which time he has specialized in transportation law. Mr. Sullivan has been a principal with the firm of Sullivan, Hincks & Conway, or its predecessor, presently located in Oak Brook, Illinois, since 1972.

**OTHER PUBLIC COMPANY BOARD SERVICE**

Mr. Sullivan has served on the board of P.A.M. Transportation Services, Inc. (NASDAQ: PTSI) since 1986.

**QUALIFICATIONS**

Mr. Sullivan's background as an attorney and his knowledge of transportation law makes him well prepared to offer valuable insight into our business risks and opportunities.

**Richard P. Urban**

Age 75

Director Since 2004

Independent

*Committees:*

- >> Audit (Chair)

**BACKGROUND**

Mr. Urban offered consulting services through Urban Logistics Inc. from November 2000 to 2004. Prior to 2000, Mr. Urban served as an executive in various supply and logistics capacities at DaimlerChrysler AG and several of its predecessor companies.

**OTHER PUBLIC COMPANY BOARD SERVICE**

None

**QUALIFICATIONS**

Mr. Urban brings to the Board a comprehensive understanding of the challenges and opportunities of the transportation industry. His management experience with supply and logistics operations not only provide him with insight into our financial affairs but also enable him to conduct effective oversight of the Company's actions.

**H. E. “Scott” Wolfe**

Age 71  
 Director Since 2014  
 Not Independent  
 Committees:  
 >> None

**BACKGROUND**

Mr. Wolfe served as our Chief Executive Officer from December 2012 through December 2014. Mr. Wolfe also served as President and Treasurer of LINC Logistics Company, or LINC, and its chief executive officer, since its formation in March 2002, and was a director since July 2007. Mr. Wolfe led the development of Logistics Insight Corp., a wholly-owned subsidiary, and was President and Treasurer of this subsidiary since its formation in 1992 until his retirement in December 2014. Before 1992, Mr. Wolfe was responsible for pricing and marketing at Central Transport International, Inc. Earlier in his career, he was manager of inbound transportation at American Motors Corporation, where he established that company’s first corporate programs for logistics and transportation management. For 15 years, Mr. Wolfe was employed at General Motors, where he held various plant, divisional and corporate responsibilities. Mr. Wolfe has taught college courses in logistics and transportation management.

**OTHER PUBLIC COMPANY BOARD SERVICE**

None

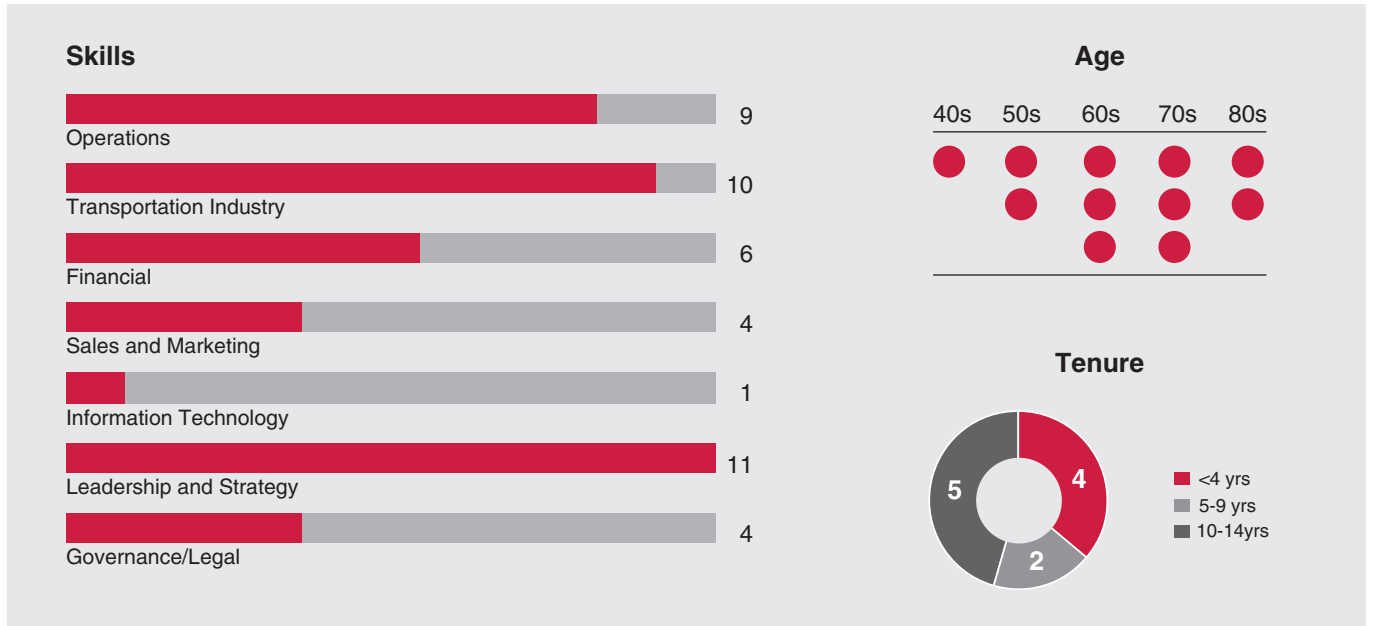
**QUALIFICATIONS**

Mr. Wolfe brings to the Board significant insight and expertise with our asset-light business model and extensive personal leadership skills.

**Board of Directors**

**Competencies and Attributes**

The following summarizes the competencies represented on our Board:



**Meetings**

The Board held a total of four meetings in 2016. No director attended less than 75% of the aggregate number of meetings of the Board and the Committees on which he served in 2016, with the exception of Mr. Manuel J. Moroun, who was excused for good reason. We encourage all Board members to attend our annual meeting of shareholders. Failure to attend annual meetings without good reason is a factor considered in determining whether to re-nominate a current Board member. All Board members, except Messrs. Manuel J. Moroun and Sullivan, who were excused for good reason, attended our annual meeting of shareholders held on April 28, 2016.

Continued >>

## Director Independence

Because more than fifty percent (50%) of the voting power of the Company is controlled by Matthew T. Moroun and Manuel J. Moroun, we have elected to be treated as a “controlled company” in accordance with NASDAQ Rule 5615(c). Accordingly, we are not required to comply with NASDAQ rules that would otherwise require a majority of our Board to be comprised of independent directors and require our Board to have a compensation committee and a nominating and corporate governance committee comprised of independent directors. We have concluded, nevertheless, that a majority of our Board is currently comprised of independent directors.



## Board Structure and Role in Risk Oversight

Our Board of Directors has chosen to separate the positions of Chairman and Chief Executive Officer (“CEO”). Matthew T. Moroun is the Chairman of the Board, and Jeff Rogers is the CEO. This separation of Chairman and CEO allows for greater oversight of the Company by the Board. The Board is actively involved in oversight of risks that could affect the Company. This oversight is conducted primarily through the Audit Committee, as disclosed in the committee description below and in its charter, and by the full Board, which has retained responsibility for general oversight of risks. The Board satisfies this responsibility through full reports by our committee chairs regarding each committee’s considerations and actions, as well as through regular reports directly from officers responsible for oversight of particular risks within the Company.

## Director Nomination Process

Our Board does not have a nominating committee that nominates candidates for election to our Board. That function is performed by our Board of Directors. Each member of our Board participates in the consideration of director nominees. Our Board of Directors believes that it can adequately fulfill the functions of a nominating committee without having to appoint an additional committee to perform that function. Our Board of Directors believes that not having a separate nominating committee saves the administrative expense that would be incurred in maintaining such a committee, and saves time for directors who would serve on a nominating committee if it were established. As there is no nominating committee, we do not have a nominating committee charter.

At least a majority of our independent directors participate in the consideration of director nominees. These directors are independent, as independence for nominating committee members is defined in applicable NASDAQ rules. However, so long as the Company continues to be a controlled company within the meaning of NASDAQ Rule 5615(c), the Board of Directors may be guided by the recommendations of the Company’s majority shareholders in its nominating process. After discussion and evaluation of potential nominees, the full Board of Directors selects the director nominees.

Our Board has used an informal process to identify potential candidates for nomination as directors. Candidates for nomination have been recommended by an executive officer or director, and considered by our Board. Generally, candidates have been known to one or more of our Board members. Our Board of Directors has not adopted specific minimum qualifications that it believes must be met by a person it recommends for nomination as a director. The Board has determined that the Board as a whole must have the right diversity, mix of characteristics and skills for the optimal functioning of the Board in its oversight of the Company. In evaluating candidates for nomination, our Board of Directors will consider the factors it believes to be appropriate, which would generally include the candidate’s independence, personal and professional integrity, business judgment, relevant experience and skills, including those related to transportation services, and potential to be an effective director in conjunction with the rest of our Board in collectively serving the long-term interests of our shareholders. Although our Board has the authority to retain a search firm to assist it in identifying director candidates, there has to date been no need to employ a search firm. Our Board of Directors does not evaluate potential nominees for director differently based on whether they are recommended to our Board by a shareholder.

## Communications with Directors

We encourage shareholder communications with directors. Shareholders may communicate with a particular director, all directors or the Chairman of the Board by mail or courier addressed to any of them or the entire Board. All communications should be directed to Steven Fitzpatrick, Vice President – Finance and Secretary, Universal Logistics Holdings, Inc., 12755 E. Nine Mile Road, Warren, Michigan 48089. All correspondence will be forwarded to the intended recipient.

## Committees of the Board of Directors

Our Board of Directors has, and appoints members to, three standing committees: the Audit Committee, the Compensation and Stock Option Committee and the Executive Committee. The membership of these committees, as of March 6, 2017, was as follows:

### Audit Committee

#### Members:

- >> Richard P. Urban (Chair)
- >> Grant E. Belanger
- >> Joseph J. Casaroll

4 Meeting in 2016

Our Audit Committee assists our Board in its oversight of the integrity of our financial statements, the effectiveness of our internal controls over financial reporting, the qualifications, independence and performance of our independent auditors, the performance of our internal audit function, and our compliance with legal and regulatory requirements, including employee compliance with our Code of Conduct.

At each of its meetings, our Audit Committee oversees risks related to financial reporting through review and discussion of management’s reports and analyses of financial reporting risk and risk management practices. Periodically, our Audit Committee reviews and discusses certain additional financial and non-financial risks that we believe are most germane to our business activities. The Committee’s charter is available on our website.

Our Board has determined that each member of our Audit Committee is independent and financially literate. Two members of our Audit Committee, Messrs. Urban and Casaroll, qualify as “audit committee financial experts” as defined in Item 407(d)(5)(ii) of Regulation S-K and possess the “financial sophistication” required under applicable NASDAQ rules.

### Compensation and Stock Option Committee

#### Members:

- >> Matthew T. Moroun (Chair)
- >> Jeff Rogers

1 Meeting in 2016

Our Compensation and Stock Option Committee determines or recommends for determination by our Board the compensation of our executive officers other than the CEO. It also establishes and considers employee compensation policies and procedures. The Committee periodically reviews and approves any employment contract or similar arrangement between the Company and any executive officer of the Company other than the CEO. The Committee may also make recommendations concerning long-term incentive compensation plans, including the use of stock options and other equity-based plans.

The full Board evaluates the performance of our CEO and determines the CEO’s salary, bonus and other compensation. The Committee does not use the services of compensation consultants in determining or recommending executive officer and/or director compensation.

Based on our status as a “controlled company” under NASDAQ rules, the Committee need not be composed of independent directors. Neither Matthew T. Moroun nor Jeff Rogers is an independent director. The Committee operates without a written charter. In performing its duties, the Committee, as required by applicable rules and regulations promulgated by the SEC, issues a report recommending to the Board that our Compensation Discussion and Analysis be included in this proxy statement.

Continued >>

**Executive Committee****Members:**

- » Matthew T. Moroun (Chair)
- » Jeff Rogers

No Meetings in 2016

The Executive Committee may exercise all the powers and authorities of the Board between meetings of the full Board, except that it may not amend our charter; adopt an agreement of merger or consolidation; recommend to shareholders the sale, lease or exchange of all or substantially all of our property and assets; recommend to shareholders a dissolution of the corporation; amend the Bylaws; fill vacancies in the Board; fix the compensation of Board members; unless expressly authorized by the Board, declare a dividend or authorize the issuance of stock; or perform any acts that have been expressly delegated to another committee of the Board. Its primary focus is to act for the full Board when it is not practical to convene meetings of the full Board.

**Director Compensation for 2016**

Our employee directors do not receive any additional compensation for their service on the Board. Mr. Rogers is our only employee director.

Our non-employee directors receive the following compensation for their service on the Board:

Compensation Element	Amount
Annual Cash Retainer	\$20,000 payable in quarterly installments of \$5,000
Board Chair Retainer	\$100,000 payable in quarterly installments of \$25,000
Audit Committee Chair Retainer	\$5,000 payable in quarterly installments of \$1,250
Meeting Fee (Board and Committee Meetings)	\$1,800 for attendance in person; \$600 for attendance by phone
Expense Reimbursement	All out-of-pocket expenses incurred in the performance of their duties as directors, including expenses for food, lodging and transportation

The following table sets forth the compensation information for the one-year period ending December 31, 2016, for each non-employee director who served during such period:

Name	Fees Earned or Paid in Cash (\$)	All Other Compensation <sup>1</sup> (\$)	Total (\$)
Matthew T. Moroun <sup>2</sup>	107,200	—	107,200
Manuel J. Moroun <sup>2</sup>	20,000	100,000	120,000
Grant E. Belanger	17,200	—	17,200
Frederick P. Calderone	32,600	—	32,600
Joseph J. Casaroll	30,800	—	30,800
Daniel J. Deane	27,200	—	27,200
Michael A. Regan	27,200	—	27,200
Daniel C. Sullivan	25,400	1,884	27,284
Richard P. Urban	39,400	821	40,221
H.E. "Scott" Wolfe	25,400	—	25,400

- (1) Included in All Other Compensation is \$100,000 in consulting service fees for Manuel J. Moroun, \$1,884 of out-of-pocket reimbursements for Mr. Sullivan and \$821 of out-of-pocket reimbursements for Mr. Urban.
- (2) Matthew T. Moroun is the son of Manuel J. Moroun. As of March 6, 2017, they collectively and beneficially own 20,058,772 shares (70.5%) of our outstanding common stock and hold these shares as one block for voting purposes.



## Transactions with Related Persons

### Policies and Procedures for Approving Related Person Transactions

As set forth in its charter, the Audit Committee reviews the material facts of any proposed Related Person Transaction and is responsible for approving or denying such transactions.

Any transactions involving the following persons are reviewed as potential Related Person Transactions: (i) any person who is or was an executive officer, director or nominee for election as a director since the beginning of the last fiscal year; or (ii) any person or group who is a greater than 5% beneficial owner of the Company's voting securities; or (iii) any immediate family member of any of the foregoing, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law, and anyone residing in such person's home (other than a tenant or employee).

In making its determination to approve or ratify, the Audit Committee considers such factors as (i) the extent of the Related Person's interest in the Related Person Transaction, (ii) if applicable, the availability of other sources of comparable products or services, (iii) whether the terms of the Related Person Transaction are no less favorable than terms generally available in unaffiliated transactions under like circumstances, (iv) the benefit to the Company, and (v) the aggregate value of the Related Person Transaction. No director of the Company may engage in any Audit Committee discussion or approval of any Related Person Transaction in which he or she is a Related Person in such proposed transaction; provided however, that such director must provide to the Audit Committee all material information reasonably requested concerning the proposed Related Person Transaction.

The section below, entitled "Transactions with Management and Others and Certain Business Relationships," sets forth in detail the Related Person Transactions to which the Company is currently a party.

### Transactions with Management and Others and Certain Business Relationships

#### Registration Rights Agreement

Pursuant to an amended and restated registration rights agreement we entered into with Matthew T. Moroun and trusts controlled by Mr. Moroun and his father, Manuel J. Moroun on July 25, 2012, or the Registration Rights Agreement, we granted piggyback registration rights to trusts controlled by Manuel J. Moroun, Matthew T. Moroun, and their transferees.

As a result of these registration rights, if we propose to register any of our securities, other than a registration relating to our employee benefit plans or a corporate reorganization or other transaction under Rule 145 of the Securities Act, whether or not the registration is for our own account, we are required to give each of our shareholders that is party to the Registration Rights Agreement the opportunity to participate in the registration. If a piggyback registration is underwritten and the managing underwriter advises us that marketing factors require a limitation on the number of shares to be underwritten, priority of inclusion in the piggyback registration generally is such that we receive first priority with respect to the shares we are issuing and selling.

The registration rights are subject to conditions and limitations, among them the right of the underwriters of an offering to limit the number of shares included in the offering. We generally are required to pay the registration expenses in connection with piggyback registrations.

#### Administrative Support Services

CenTra, Inc. is controlled by two of our directors, Matthew T. Moroun and Manuel J. Moroun, who also hold a controlling interest in the Company. Manuel J. Moroun serves as the CEO of CenTra. Matthew T. Moroun serves as Vice Chairman of CenTra's board of directors. CenTra, and affiliates of CenTra, provide administrative support services to us, including legal, human resources, tax, IT infrastructure and services to host our accounting system in a data center environment. The cost of these services is based on the actual or estimated utilization of the specific services and is charged to the Company. These costs totaled \$2.6 million for 2016.

#### Arrangements with CenTra and its Affiliates that We Expect to Continue

In addition to the arrangements described above, we are currently a party to a number of arrangements with CenTra and its affiliates that we expect to continue.

We have periodically carried freight for CenTra and its affiliates in the past, and we expect to continue to do so in the ordinary course of our business. We have charged, and intend to continue charging, for these services at market rates. Revenue for these services for 2016 totaled \$1.1 million. Affiliates of CenTra have also provided transportation services in the ordinary course of business to us, at market rates. The cost of providing these services for 2016 totaled \$0.2 million.

*Continued* >>

We pay CenTra the direct variable cost of maintenance, fueling and other operational support costs for services delivered at our affiliate's trucking terminals that are geographically remote from our own facilities. Such costs are billed when incurred, paid on a routine basis, and reflect actual labor utilization, repair parts costs or quantities of fuel purchased. In connection with our transportation services, we also pay tolls and other fees for international bridge crossings to certain related entities which are under common control with CenTra. The cost of providing these services for 2016 totaled \$2.7 million.

We currently lease 36 office, terminal and yard facilities from affiliates of CenTra, based on either month-to-month or contractual, multi-year lease arrangements which are billed and paid monthly. We paid an aggregate of \$17.2 million in rent and related costs to affiliates in 2016. We believe that the rent we currently pay for these properties is at market rates.

We purchase our workers compensation, property and casualty, and other general liability insurance from an insurance company controlled by our majority shareholders. Our employee health care benefits and 401(k) programs are also provided by this affiliate. We paid this affiliate \$44.5 million for 2016. We believe that the rates we paid for these services reflect market rates.

#### Other Related Person Transactions

We purchased a multi-building, cross-dock logistics terminal located in Romulus, Michigan in 2016 from a subsidiary of CenTra. The purchase price of \$22.5 million was established by an independent third party appraisal.

We contracted with an affiliate of CenTra to provide real property improvements to us totaling \$1.0 million during 2016. We also purchased from an affiliate of CenTra \$2.3 million of wheels and tires for new trailering equipment and an additional \$0.2 million in revenue equipment components during the same period.

During 2016, we exercised our right of first refusal to acquire 1,600 shares of restricted stock from our former CFO, David A. Crittenden, for \$23,856 based on the closing market price on the effective date of the transaction.

## Proposal 1: Election of Directors

All of Universal's directors are elected at each annual meeting of shareholders and hold office until the next annual meeting. Each nominee has consented to serve a one-year term. Information about the proposed nominees for election as directors is set forth under "Director Nominees" in the "Corporate Governance" section beginning on page 1 of this proxy statement.

In the event a nominee ceases to be available for election, the Board of Directors may designate a substitute as a nominee or reduce the size of the Board. If the Board designates a substitute nominee, proxies will be voted for the election of such substitute. As of the date of this proxy statement, the Board of Directors has no reason to believe that any of the nominees will be unable or unwilling to serve as a director.

The nominees for election this year are:

Grant E. Belanger  
Joseph J. Casaroll  
Manuel J. Moroun  
Michael A. Regan  
Daniel C. Sullivan  
H. E. "Scott" Wolfe

Frederick P. Calderone  
Daniel J. Deane  
Matthew T. Moroun  
Jeff Rogers  
Richard P. Urban

\* \* \*

The Board of Directors  
unanimously recommends  
that you vote "FOR" each  
of these director nominees.

## PART II

## COMPENSATION DISCUSSION AND ANALYSIS

COMPENSATION  
DISCUSSION AND  
ANALYSIS

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## Introduction

This Compensation Discussion and Analysis explains our compensation program for Jeff Rogers, our CEO, and Jude Beres, our CFO and Treasurer, as of December 31, 2016. This report also covers an additional executive, David A. Crittenden, who resigned as our CFO in April 2016. We refer to these individuals collectively as our named executive officers.

The Compensation and Stock Option Committee of our Board (the "Compensation Committee") is responsible for establishing, implementing and continually monitoring our compensation philosophy. The Compensation Committee's philosophy is to provide our executive leadership total compensation that is competitive in its forms and levels, as compared to companies of similar size and business area. Generally, the types of compensation and benefits provided to our executive officers are similar to that provided to executive officers by other companies.

## Compensation Objectives and Philosophy

The Compensation Committee's philosophy is intended to assist us in attracting, motivating and retaining executives with superior leadership and management abilities and to create incentives among those individuals to meet or exceed Company and individual objectives. The philosophy is designed to align incentives with the expectations of our shareholders, which are to increase the financial strength, competitive positioning and overall value of the Company. The compensation program is designed to reward those executives who successfully manage their respective area of the company in cooperation with employees and other executives. The relationship between individual objectives among our executives leads to a cohesive entity that will potentially meet or exceed overall goals as a result of having individuals meet their specific objectives. Consistent with this philosophy, the Compensation Committee determines a total compensation structure for each officer other than the CEO, consisting primarily of salary, bonus and long-term incentive awards. The proportions of the various elements of compensation vary among the officers depending upon their levels of responsibility, their specific personal goals, and their role in the achievement of annual, long-term and strategic goals by us.

## Role of Executive Officers in Compensation Decisions

Currently, the Compensation Committee reviews, establishes and recommends to the Board for approval the salaries and bonuses of our named executive officers other than the CEO, subject to any employment agreements in effect with the executive officers. The Board makes all decisions regarding the CEO's compensation and approves the equity awards to the named executive officers. Salary and bonus levels are established after discussions with our executive officers and are intended to be competitive with the average salaries and bonuses of executive officers in comparable companies. In addition, the Compensation Committee recommends to the Board the granting of long-term incentives under our Stock Incentive Plan to named executive officers and other selected employees, directors and consultants, and otherwise administers our Stock Incentive Plan. Neither the Compensation Committee nor the Board hired a compensation consultant with respect to 2016 compensation.

## Risk Assessment of Compensation Programs

We have conducted a review of our compensation programs, including our annual cash and other compensation programs. We believe that our policies and practices are designed to reward individual performance based on our overall Company performance and are aligned with the achievement of both long-term and short-term company goals. Our base salaries are consistent with similar positions at comparable companies and the two components of our bonus programs, operating ratios and revenue growth, are directly tied to the overall success of the organization. In addition, any bonuses awarded under the plans are generally payable over a five-year period. Based on our review of our programs, including the above noted items, we have concluded that our compensation policies and practices do not create risks that are reasonably likely to have a material adverse effect on the Company.

## Annual Cash Compensation

In order to stay competitive with other companies in our peer group, we pay our named executive officers commensurate with their experience and responsibilities. Cash compensation is divided between base salary and cash incentives.

**Base Salary.** Each of our named executive officers receives a base salary to compensate him or her for services performed during the year. Base salaries for our named executive officers are established based on the scope of their responsibilities, their level of experience and expertise, and their abilities to lead and direct the company and achieve various financial and operational objectives. Our general compensation philosophy is to pay executive base salaries that are competitive with the salaries of executives in similar positions, with similar responsibilities, at comparable companies. We have not benchmarked our named executive officer base salaries against the base salaries at any particular company or group of companies. The base salaries of our named executive officers are established in accordance with their employment agreements. Base salaries are reviewed and adjusted, where applicable, by the Committee or the Board on an annual basis after taking into account individual responsibilities, performance and expectations. The base salaries paid to our named executive officers are set forth below in the “Summary Compensation Table.”

**Annual Non-Equity Incentive Compensation.** It is our practice to award an annual cash bonus to each of the named executive officers as part of his annual compensation. Bonuses are intended to provide executives with an opportunity to receive additional cash compensation, and are based on individual performance and our performance. This practice is consistent with our philosophy of supporting a performance-based environment and aligning the interests of management with the interests of the shareholders. The bonuses, if any, earned by our named executive officers with respect to 2016 are set forth below in the “Summary Compensation Table.”

The Company awarded Mr. Rogers a discretionary cash bonus of \$150,000 for his performance in 2016 and paid the bonus in 2017.

The Company previously awarded to Mr. Beres in 2015 a discretionary cash bonus of \$85,000, and paid \$73,000 of such amount to Mr. Beres in 2016. For his performance in 2016, the Company awarded Mr. Beres a discretionary cash bonus of \$96,000. Such amount is to be paid in five equal installments of \$19,200, beginning in 2017.

The Company paid to Mr. Crittenden a total of \$170,356 in 2016 for its residual obligations under cash bonuses previously awarded to Mr. Crittenden in 2011 through 2014.

Our incentive compensation plan for executive officers is not intended to satisfy the requirements under Section 162(m) of the Internal Revenue Code of 1986 (and the rules and regulations promulgated thereunder) regarding the disqualification of payments made from deductibility under federal income tax law.

## Other Compensation

**Long-Term Incentive Compensation.** Long-term incentive grants are awarded to our named executive officers as part of our compensation package, and are provided through stock options or restricted stock granted under our Stock Incentive Plan. The stock options and restricted stock are consistent with our philosophy and represent an additional way for aligning management’s interests with the interests of our shareholders. When determining the amount of long-term incentive grants to be awarded to our named executive officers, the Board considers, among other factors, the business performance of the Company, the responsibilities and performance of the executive, and the performance of our stock price.

On February 22, 2017, we granted 10,000 shares of restricted stock to Mr. Rogers. The grant vested as to 2,500 shares on the grant date, and 2,500 shares will vest on March 5 in 2018, 2019 and 2020. Continued vesting of the award is subject to Mr. Rogers’ continued employment with the Company.

During 2016, we exercised our right of first refusal to acquire 1,600 shares of restricted stock from our former CFO, David A. Crittenden, for \$23,856 based on the closing market price on the effective date of the transaction.

*Continued* >>

**Perquisites and Other Personal Benefits.** We provide our named executive officers with perquisites and other personal benefits that we and the Committee believe are reasonable and consistent with our overall compensation program and philosophy, to help us to attract and retain superior employees for key positions. The primary perquisites we provide to our named executive officers are the provision of a car allowance, personal club dues and payment of life insurance premiums. Currently, we have no formal plan regarding perquisites, and therefore, perquisites are not uniformly provided to the named executive officers and will likely continue to be provided on a discretionary basis.

The executive officers, including our named executive officers, are also eligible to participate in other benefit plans on the same terms as our other employees. As part of its ongoing review of executive compensation, the Committee intends to periodically review the perquisites and other personal benefits provided to our named executive officers and other key employees.

**Potential Payments upon Termination or Change in Control.** We have entered into employment agreements with our named executive officers which provide severance payments under specified conditions. These severance payments are described below in the section entitled “Compensation of Executive Officers – Severance Arrangements.” We feel that the inclusion of such provisions in executive employment agreements helps us to attract and retain well-qualified executives, and is essential to our long-term success.

## Tax and Accounting Implications

**Deductibility of Executive Compensation.** Section 162(m) of the Internal Revenue Code of 1986, as amended, limits the deductibility on our tax returns of compensation over \$1,000,000 to our Chief Executive Officer and certain other executive officers. This limitation does not apply to compensation that meets the requirements under Section 162(m) for “qualifying performance-based” compensation (compensation paid only if the individual’s or the Company’s performance meets pre-established objective goals based on performance criteria approved by the shareholders). We have not established a policy at this time regarding qualifying compensation paid to our executive officers for deductibility under Section 162(m); however, we periodically review the potential consequences of Section 162(m) and may structure some or all of the compensation for our executive officers so that it will not be subject to the deduction limitations of Section 162(m).

**Accounting for Stock-Based Compensation.** The Company records compensation expense for restricted stock or stock options granted on or after January 1, 2006, if any. During 2016, 2015 and 2014, the Company recorded \$571,000, \$494,000 and \$1,485,000, respectively, in compensation expense for vested restricted stock awards. No options were granted in 2016, 2015 or 2014.

## Shareholder Approval of the Company’s Compensation Programs

At our 2014 Annual Meeting of Shareholders, we held our second advisory vote on executive compensation, commonly referred to as “say on pay.” Our shareholders overwhelmingly approved the “say on pay” resolution presented with more than 98% of the shares represented in person or by proxy at the meeting voting to approve our executive compensation. The Compensation Committee and the Board reviewed these voting results and, given the strong level of support, did not make any changes to our executive compensation program or principles in response to the vote. At our 2011 Annual Meeting of Shareholders, over 77% of the shares voted (excludes abstentions and broker non-votes) were in favor of our recommendation to hold the “say-on-pay” vote every three years. The next shareholder votes on “say-on-pay” and on the frequency of future “say-on-pay” votes are scheduled for this year and are the subject of Proposal 2 and 3 in this proxy statement.

## Compensation and Stock Option Committee Report

The Compensation and Stock Option Committee has reviewed and discussed with management the Compensation Discussion and Analysis included in this proxy statement. Based on the review and discussion, the Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in this proxy statement for filing with the SEC.

Compensation and Stock Option Committee

Matthew T. Moroun, Chairman  
Jeff Rogers

## Proposal 2: Advisory Vote on the Compensation of Our Named Executive Officers

We are offering to our shareholders a non-binding advisory vote on our 2016 Named Executive Officer compensation, including the compensation of our Chief Executive Officer, pursuant to Section 14A of the Exchange Act. While the vote is non-binding, the Board of Directors values the opinions that shareholders express through their votes and in any additional dialogue. The Board of Directors will consider the outcome of the vote when making future compensation decisions.

As discussed in the “Compensation Discussion and Analysis” section beginning on page 12, our Board of Directors generally has provided compensation programs for our NEOs that we believe align the interests of our executives with the interests of our shareholders by rewarding performance based on the overall performance of the Company, as well as the achievement of specific personal goals, which the Committee believes will ultimately maximize shareholder value. We believe that our executive compensation program strikes the appropriate balance between utilizing responsible, measured pay practices and effectively incentivizing our executives to dedicate themselves fully to value creation for our shareholders. Additional information relevant to your vote can be found in the “Compensation of Named Executive Officers” section on pages 17 to 21.

We have conducted a review of our compensation programs, including our annual cash and other compensation programs. We believe that our policies and practices are designed to reward individual performance based on our overall Company performance and are aligned with the achievement of both long-term and short-term Company goals. We believe the balance of short-term and long-term compensation continues to align our executives’ interests with those of our shareholders and discourages excessive risk taking for short-term gains. For the reasons set forth above, we ask for your advisory vote on the following resolution:

“RESOLVED, that Universal’s shareholders hereby provide their advisory approval of the 2016 Named Executive Officer compensation as disclosed pursuant to the rules of the SEC in the Compensation Discussion and Analysis, the Summary Compensation Table, the other compensation tables and the related notes and narratives in this proxy statement.”

\* \* \*

The Board of Directors  
unanimously  
recommends that you  
vote **“FOR”** advisory  
approval of our 2016  
Named Executive Officer  
compensation as  
disclosed in this  
proxy statement.

Continued >>

### Proposal 3: Advisory Vote on Frequency of Shareholder Advisory Vote on Compensation of Our Named Executive Officers

In accordance with Section 14A of the Exchange Act, the Company is providing shareholders with the opportunity to vote on a non-binding, advisory basis, regarding how frequently the Company will submit say-on-pay proposals to our shareholders in the future. Shareholders will be able to specify one of four choices for the proposal on the proxy card: every year, every two years, every three years or abstain.

Our Board of Directors believes that, of the three alternative frequencies, submitting a non-binding, advisory say-on-pay resolution to shareholders every three years is preferable. In making its recommendation, our Board of Directors reached its conclusion for several reasons, including the following:

- » Our executive compensation program is designed to support long-term value creation, and a three-year vote will provide shareholders sufficient time to evaluate our executive compensation program in relation to our long-term performance.
- » It will provide us with the time to thoughtfully respond to shareholders' sentiments and implement any necessary changes to our executive compensation policies and procedures.
- » We will continue to engage with our shareholders regarding our executive compensation program during the period between shareholder votes.

For the reasons set forth above, we ask for your advisory vote on the following resolution:

"RESOLVED, that the shareholders advise that an advisory resolution with respect to executive compensation should be presented to the shareholders every one, two or three years as reflected by their votes for each of these alternatives in connection with this resolution."

\* \* \*

In order for any of the three alternative frequencies set forth in the resolution above to be approved, it must receive a majority of the votes cast on this proposal. Because there are four choices, it is possible that none of the alternative frequencies will receive a majority of the votes cast. However, shareholders will still be able to communicate their preference with respect to the frequency of say-on-pay proposals by choosing from among these three alternatives. Abstentions and broker non-votes will not be treated as votes cast and, accordingly, will have no effect on the outcome of the vote on this proposal.

This proposal is a non-binding, advisory resolution, and therefore will not have any binding legal effect on the Company or our Board of Directors. However, our Board of Directors will consider the results of the vote on this proposal in its decision regarding the frequency with which the Company submits say-on-pay proposals in the future. Unless otherwise instructed, proxies solicited by our board of directors will be voted in favor of including the say-on-pay resolution every three years.

The Board of Directors  
unanimously  
recommends a frequency of  
once every "THREE YEARS"  
for the shareholder advisory  
vote on executive  
compensation.



## PART III

## COMPENSATION OF NAMED EXECUTIVE OFFICERS

## Summary Compensation Table

The following table sets forth information for the fiscal years ended December 31, 2016, 2015 and 2014 concerning the compensation of our “named executive officers.”

Name and Principal Position	Year	Salary <sup>1</sup> (\$)	Bonus <sup>2</sup> (\$)	Stock Awards <sup>3</sup> (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation <sup>4</sup> (\$)	Total <sup>5</sup> (\$)
Jeff Rogers CEO	2016	426,362	150,000	155,500	–	128	731,490
	2015	418,865	150,000	173,000	–	119	742,084
	2014	207,711	150,000	–	–	60	357,711
Jude Beres CFO and Treasurer	2016	298,476	96,000	–	–	128	394,604
	2015	202,792	85,000	149,300	–	–	437,092
	2014	–	–	–	–	–	–
David A. Crittenden Former CFO and Treasurer	2016	99,375	–	–	–	314,822	414,197
	2015	348,325	–	43,820	–	9,219	401,364
	2014	332,200	30,000	–	–	9,219	371,419

- Mr. Rogers joined the Company in June 2014 and became CEO effective December 31, 2014. Mr. Beres joined the Company in April 2015 and became CFO and Treasurer in April 2016. Mr. Crittenden resigned from the Company effective April 4, 2016.
- Amounts for Mr. Rogers reflect discretionary cash bonuses in the year earned, provided that each bonus was paid in the immediately subsequent year. Amount in 2016 for Mr. Beres reflects a bonus award of \$96,000, which is payable in five equal installments of \$19,200, beginning in 2017. Amount in 2015 for Mr. Beres reflects a bonus award of \$85,000, \$73,000 of which was paid in 2016 and \$12,000 of which is payable in increments of \$3,000 in 2017 through 2020. Not included in the table above are \$170,356 of residual bonus payments paid to Mr. Crittenden in 2016 for bonuses awarded in previous years.
- Amounts relate to time-based restricted stock awards granted to Mr. Rogers on February 24, 2016, March 5, 2015 and April 29, 2015, and to Messrs. Beres and Crittenden on December 23, 2015, respectively. The dollar amount reported represents the fair value of the awards on the grant date (excluding the effect of estimated forfeitures) as computed in accordance with FASB Topic 718. Assumptions used in the valuation are discussed in Note 13 “Stock Based Compensation” to the Financial Statements included in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2016.
- Amounts in 2016 reflect \$128 in term life insurance premiums for Messrs. Rogers and Beres, respectively; and \$212,000 in severance payments, \$91,630 in accelerated vesting of restricted stock awards, \$11,160 of COBRA premiums, and \$32 in term life insurance premiums for Mr. Crittenden.
- Amounts for Mr. Crittenden in 2016 do not include \$23,856 paid to him in connection with the Company’s exercise of its right of first refusal and purchase of 1,600 shares of restricted stock on August 6, 2016. The purchase price for the shares was based on the closing market price of our shares on the effective date of the transaction.

Continued &gt;&gt;

## Employment Agreements

**Jeff Rogers.** We are party to an employment agreement with Jeff Rogers, our CEO, entered into on June 3, 2014. Effective July 18, 2016, Mr. Rogers' annual base salary was increased to \$435,000. Mr. Rogers is eligible for an annual cash bonus to be determined pursuant to performance criteria to be established by the Board. He is also eligible for discretionary grants of stock options, restricted stock, restricted stock purchase rights, stock appreciation rights, phantom stock units, restricted stock units and unrestricted stock under our Stock Incentive Plan. The employment agreement also provides Mr. Rogers with fringe benefits provided by us to all of our employees in the normal course of business.

We may terminate Mr. Rogers' employment at any time for just cause, which includes conviction of a crime, moral turpitude, gross negligence in the performance of duties, intentional failure to perform duties, insubordination and dishonesty. The Company may also terminate Mr. Rogers' employment if it is determined by the Board that the best interests of the Company would be served by such termination; provided that, if such termination is without cause, Mr. Rogers will be entitled to receive his base salary for a period of six months following such termination. The employment agreement also provides Mr. Rogers the right to terminate his employment with the Company upon three months' prior written notice to the Company. Mr. Rogers' employment with the Company will be terminated upon Mr. Rogers' death and may be terminated by the Company upon Mr. Rogers' continued disability for a period of three consecutive months.

**Jude Beres.** The Company does not have a written employment agreement with Mr. Beres, who currently earns an annual salary of \$320,000.

**David A. Crittenden.** We had an employment agreement with Mr. Crittenden, our former CFO. His employment agreement terminated upon his resignation from the Company on April 4, 2016.

## Severance Arrangements

The information below describes certain compensation and benefits to which our named executive officers are entitled if their employment is or has been terminated under certain circumstances. The table at the end of this section provides the amount of compensation and benefits that would have become payable under existing contractual arrangements assuming a termination of employment had occurred on December 31, 2016, given the named executive officers' compensation and service levels as of such date, except that the information has been adjusted to reflect the actual unpaid compensation and benefits payable to Mr. Crittenden in connection with his resignation. Except for the disclosures related to the triggering events for Mr. Crittenden, there can be no assurance that an actual triggering event would produce the same or similar results as those estimated if such event occurs on any other date or if any other assumption used to estimate potential payments and benefits is not correct. Due to the number of factors that affect the nature and amount of any potential payments or benefits, any actual payments and benefits may be different.

**Jeff Rogers.** Pursuant to his employment agreement, if we terminate Mr. Rogers without cause, as defined in his employment agreement, he will continue to receive his salary and benefits for a period of 6 months. If we terminate him due to a medical disability which renders him unable to perform the essential functions of his employment, his compensation shall be continued for 3 months from the date of his disability. Thereafter, he will continue to receive any earned but unpaid bonus. Mr. Rogers has agreed not to compete with us for a six-month period following the end of his employment with us. If Mr. Rogers' employment is terminated due to his death, his estate will be entitled to receive his salary, benefits and earned but unpaid bonus through the date of his death. Mr. Rogers may terminate his employment relationship with us upon 90 days' advance written notice. If we immediately terminate Mr. Rogers upon receipt of such notice, he is entitled to receive his base salary and benefits for the three-month period following his termination.

**Jude Beres.** The Company is not currently party to any severance arrangements with Mr. Beres.

**David A. Crittenden.** In connection with Mr. Crittenden's resignation, the Company and Mr. Crittenden entered into a Separation Agreement and General Release dated April 4, 2016. Under the terms of this agreement, Mr. Crittenden received 32 weeks of severance pay, at the rate of \$6,625.00 per week. Additionally, commencing immediately after the severance payments were completed, Mr. Crittenden began to receive an amount totaling \$132,500 payable at a rate of \$6,625 per week for 20 weeks. The Company's payment obligations are subject to non-disparagement, non-competition and other customary separation provisions. In addition, Mr. Crittenden is entitled to receive reimbursement for COBRA premiums for medical and dental coverage until April 6, 2017. Each of the 5,577 unvested shares of restricted stock previously granted to Mr. Crittenden was deemed fully vested as of April 4, 2016.

The table below sets forth the estimated value of the potential payments to each of the named executive officers, assuming the executive's employment had terminated on December 31, 2016, except that the information has been adjusted to reflect the actual unpaid compensation and benefits payable to Mr. Crittenden in connection with his resignation on April 4, 2016.

Event	Potential Payments Upon Termination Not In Connection with a Change of Control <sup>1</sup> (\$)		David A. Crittenden <sup>2</sup>
	Jeff Rogers	Jude Beres	
<b>Termination Without Cause</b>			
Cash severance payments	217,500	–	257,211
Accelerated restricted stock <sup>3</sup>	315,900	70,200	–
Health benefits <sup>4</sup>	7,440	–	–
<b>Total</b>	<b>540,840</b>	<b>70,200</b>	<b>257,211</b>
<b>Disability</b>			
Cash severance payments	109,750	–	–
Accelerated restricted stock <sup>3</sup>	315,900	70,200	–
Health benefits <sup>4</sup>	3,720	–	–
<b>Total</b>	<b>429,370</b>	<b>70,200</b>	<b>–</b>
<b>Death</b>			
Cash severance payments	–	–	–
Accelerated restricted stock <sup>3</sup>	315,900	70,200	–
<b>Total</b>	<b>315,900</b>	<b>70,200</b>	<b>–</b>
<b>Immediate Termination After NEO's Notice</b>			
Cash severance payments	108,750	–	–
Accelerated restricted stock	–	–	–
Health benefits <sup>4</sup>	3,720	–	–
<b>Total</b>	<b>112,470</b>	<b>–</b>	<b>–</b>

- (1) The amounts in this table reflect estimated payments associated with various termination scenarios. The amounts assume a stock price of \$14.04 (based on the closing price of the Company's common stock at December 30, 2016) and include all outstanding grants through the assumed termination date of December 31, 2016. The actual amounts will vary based on changes in the Company's common stock price.
- (2) Mr. Crittenden resigned as CFO and Treasurer of the Company on April 4, 2016. The amounts set forth in the table above reflect the Company's aggregate unpaid obligations to Mr. Crittenden under the terms of his severance agreement.
- (3) Represents the value of unvested shares that would automatically vest upon a termination due to death, disability, retirement or termination without cause.
- (4) Amounts for Mr. Rogers represent six months of COBRA premiums for medical and dental coverage following termination without cause and three months of COBRA premiums for such coverage following medical disability or the Company's immediate termination following its receipt of a 90-day termination notice from Mr. Rogers.

Continued &gt;&gt;

## Grants of Plan-Based Awards

Each of our named executive officers is eligible to receive discretionary bonus awards and stock option and restricted stock grants under our Stock Incentive Plan. No options were granted in 2016. As of March 6, 2017, a total of 206,880 shares of common stock remain available for future awards under the Stock Incentive Plan. The following table sets forth information concerning the grants of plan-based awards to the named executive officers in 2016.

Name	Stock Awards		
	Grant Date	Number of Shares or Units of Stock (#)	Grant Date Fair Value (\$) <sup>1</sup>
Jeff Rogers <sup>2</sup>	02/24/16	10,000	155,500

- (1) Represents the fair value of the award on the grant date (excluding the effect of estimated forfeitures) as computed in accordance with FASB Topic 718. Assumptions used in the valuation are discussed in Note 13 “Stock Based Compensation” to the Financial Statements included in Item 8 of our Annual Report on Form 10-K for the year ended December 31, 2016.
- (2) The award vested as to 25% of the total shares on the grant date, with an additional 25% of the total shares vesting on each March 5 in 2017 through 2019, subject to continued employment with the Company.

## Outstanding Equity Awards Table

The following table sets forth information concerning the outstanding equity awards previously awarded to the named executive officers as of December 31, 2016:

Name	Stock Awards		
	Grant Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$) <sup>1</sup>
Jeff Rogers <sup>2</sup>	03/05/15	5,000	70,200
	04/29/15	10,000	140,400
	02/24/16	7,500	105,300
Jude Beres <sup>3</sup>	12/23/15	5,000	70,200

- (1) The market value of outstanding restricted stock awards is based on the closing market price per share of \$14.04 of our common stock on December 30, 2016 as reported on the NASDAQ.
- (2) Each award vested as to 25% of the total shares on the grant date, with an additional 25% of the total shares vesting on each March 5 in consecutive subsequent years, subject to continued employment with the Company.
- (3) The award vested as to 25% of the shares on the grant date, with an additional 25% of the total shares vesting on each December 20 in consecutive subsequent years, subject to continued employment with the Company.

## Stock Vested in 2016

The Company has no outstanding stock options. No option awards were granted in 2016, and no options vested or were exercised in 2016.

The following table sets forth information concerning the stock that vested during the fiscal year ended December 31, 2016, for each of the named executive officers:

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) <sup>1</sup>
Jeff Rogers	10,000	159,250
Jude Beres	2,500	40,500
David A. Crittenden	5,577	91,630

(1) The value realized on vesting is based on the closing market price per share of our common stock as reported on NASDAQ on the respective vesting dates.

## Pension Benefits Table

We do not offer, and the named executive officers did not participate in, any pension plan during any period while employed by us.

## Non-Qualified Deferred Compensation

We do not offer, and the named executive officers did not participate in, any non-qualified deferred compensation programs during the fiscal year ended December 31, 2016.

## PART IV

## AUDIT MATTERS

## Audit Committee Report

The Audit Committee assists the Board in overseeing the Company's financial reporting process. Management has the primary responsibility for the financial statements and the reporting process, including the systems of internal control over financial reporting and disclosure controls and procedures. In fulfilling its oversight responsibilities, the Audit Committee reviewed and discussed the audited consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016 with management, including a discussion of the adequacy and quality of the accounting principles, the reasonableness of significant judgments, and the clarity of disclosures in the financial statements.

The Audit Committee is responsible for reviewing, approving and managing the engagement of the Company's independent registered public accounting firm, including the scope, extent and procedures of the annual audit and compensation to be paid therefor, and all other matters the Audit Committee deems appropriate, including the independent registered public accounting firm's accountability to the Board and the Audit Committee. The Audit Committee discussed with BDO, the Company's independent registered public accounting firm for the fiscal year ended December 31, 2016, which is responsible for expressing an opinion on the conformity of our audited financial statements with U.S. generally accepted accounting principles, the judgment of BDO as to the acceptability and quality of the Company's accounting principles and such other matters as are required to be discussed with the Audit Committee under Auditing Standard No. 16, "Communications with Audit Committees" issued by the Public Company Accounting Oversight Board ("PCAOB"). The Audit Committee also discussed and reviewed with BDO the results of BDO's audit of the financial statements and internal control over financial reporting. In addition, the Audit Committee has received from BDO the written disclosures and the letter required by applicable requirements of the PCAOB regarding BDO's communications with the Audit Committee concerning independence and discussed with BDO its own independence from management and the Company. The Audit Committee also considered whether the provision of non-audit services was compatible with maintaining BDO's independence.

The Audit Committee discussed with BDO the overall scope and plans for its audit. The Audit Committee meets with the independent registered public accountants with and without management present, to discuss the results of its audit, its evaluations of the Company's internal control over financial reporting, and the overall quality of the Company's financial reporting. The Audit Committee held four meetings during the fiscal year ended December 31, 2016.

In reliance on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2016 for filing with the SEC.

### Audit Committee

Richard P. Urban, Chairman  
Grant E. Belanger  
Joseph J. Casaroll

## Principal Accountant Fees and Services

The following table shows the fees for professional services for audit and other services of our principal accountant, BDO, for 2015 and 2016:

	2016	2015
Audit Fees <sup>1</sup>	\$458,000	\$445,388
Audit-Related Fees <sup>2</sup>	65,000	65,000
Tax Fees <sup>3</sup>	—	—
All Other Fees <sup>4</sup>	—	—
	\$523,000	\$510,388

- (1) Audit fees includes fees billed for professional services for the audit of our financial statements included in our Annual Report on Form 10-K, and reviews of our financial statements included in our Quarterly Reports on Form 10-Q. This category also includes fees for services that are normally provided by the independent registered public accounting firms in connection with statutory and regulatory filings or engagements, including comfort letters and consents issued in connection with SEC filings.
- (2) Audit-related fees billed for professional services rendered by the independent registered public accounting firms related to the performance of the audit or review of the financial statements that are not disclosed as Audit Fees. The amounts reflect fees for stand-alone and supplemental opinions required in connection with the Company's credit facilities.
- (3) There were no such fees for 2016 or 2015.
- (4) All other fees represent fees for all other services or products provided that are not covered by the categories above. There were no such fees for 2016 or 2015.

## Audit Committee Approval Policies

Our Audit Committee Charter includes procedures for the approval by the Audit Committee of all services provided by our independent registered public accountants. Our Audit Committee has the authority and responsibility to pre-approve (other than with respect to *de minimis* exceptions permitted by the Sarbanes-Oxley Act of 2002) both audit and non-audit services to be provided by our independent registered public accountants. The Audit Committee Charter sets forth the policy of the committee for such approvals. The policy allows our Audit Committee to delegate to one or more members of the Audit Committee the authority to approve the independent registered public accountants' services. The decisions of any Audit Committee member to whom authority is delegated to pre-approve services are reported to the full Audit Committee. The policy also provides that our Audit Committee will have authority and responsibility to approve and authorize payment of the independent registered public accountants' fees.

## Change of Accountants

There was no change of our independent public accountants during 2016 or 2015.

Continued >>

## Proposal 4: Ratification of Selection of Independent Auditors


The firm of BDO USA, LLP, or BDO, served as independent registered public accountants for the year-ended December 31, 2016 and has been selected by our Audit Committee to serve as our independent registered public accounting firm for the year ending December 31, 2017.

Although the submission of this matter for approval by the shareholders is not legally required, the Board believes that such submission follows sound business practice and is in the best interests of the shareholders.

If the appointment is not ratified by the holders of a majority of the shares present in person or by proxy at the Annual Meeting, we will consider the selection of another accounting firm. If such a selection were made, it may not become effective until 2018 because of the difficulty and expense of making such a substitution.

A representative of BDO is expected to attend the Annual Meeting and will be available to respond to appropriate questions. That representative will have the opportunity to make a statement if he or she so desires.

\* \* \*



The Board recommends a vote **“FOR”** the ratification of the selection of BDO USA, LLP as our independent auditors for the year 2017.



## PART V

EXECUTIVE OFFICERS AND  
BENEFICIAL OWNERSHIP

## Our Executive Officers

The Executive Officers of the Company serve at the pleasure of the Board. Set forth below are the current Executive Officers and a brief explanation of their principal employment during at least the last five years. Additional information concerning employment agreements of Executive Officers is included elsewhere in this proxy statement under the heading “Executive Compensation.”

*Jeff Rogers, Age 54, Chief Executive Officer.* Mr. Rogers, who is also on the Board, was elected to serve as our CEO in December 2014. Previously, he served as our Executive Vice President from June 2014 to December 2014. Prior to joining Universal, Mr. Rogers served as President of YRC Freight from September 2011 to October 2013 and as President of the regional LTL carrier USF Holland from September 2008 to September 2011.

*Jude Beres, Age 44, CFO and Treasurer.* Mr. Beres was elected to serve as our CFO and Treasurer in March 2016. Mr. Beres previously served as the Company’s Chief Administrative Officer since April 2015. Mr. Beres previously worked for multiple affiliated companies in finance and accounting, and he most recently served as Vice President of Finance and Accounting for Central Transport LLC. Mr. Beres has over 19 years of experience in the less-than-truckload, truckload, intermodal and logistics industries. He holds a Bachelor of Accountancy from Walsh College.

Continued >>

## Security Ownership of Management and Certain Beneficial Owners

The following table sets forth certain information as of March 6, 2017, regarding beneficial ownership of our common stock by: (i) each person who is known to us to own beneficially more than 5% of our common stock; (ii) each of our directors; (iii) each of the named executive officers in the Summary Compensation Table; and (iv) the total for our current directors and named executive officers as a group. Beneficial ownership is determined in accordance with the rules of the SEC. Unless otherwise indicated, the information is as of March 6, 2017, and the address for each person is person is c/o Universal Logistics Holdings, Inc., 12755 E. Nine Mile Road, Warren, Michigan 48089.

Name of Beneficial Owner	Shares Owned	Shares Held in Trust	Shares Beneficially Owned <sup>1</sup>	Percent of Class <sup>2</sup>
<b>5% Shareholders:</b>				
FMR LLC <sup>3</sup>	2,049,419	—	2,049,419	7.2%
T. Rowe Price Associates, Inc. <sup>4</sup>	2,044,616	—	2,044,616	7.2%
<b>Directors and Named Executive Officers:</b>				
Matthew T. Moroun <sup>5, 6</sup>	13,631,215	—	13,631,215	47.9%
Manuel J. Moroun <sup>5, 7</sup>	53,563	6,373,994	6,427,557	22.6%
Grant E. Belanger	—	—	—	—
Frederick P. Calderone	—	—	—	—
Joseph J. Casaroll	500	—	500	*
Daniel J. Deane	—	—	—	—
Michael A. Regan	—	—	—	—
Daniel C. Sullivan	2,000	—	2,000	*
Richard P. Urban	5,000	—	5,000	*
H.E. “Scott” Wolfe	52,565	—	52,565	*
Jeff Rogers <sup>8</sup>	47,500	—	47,500	*
Jude Beres <sup>9</sup>	10,000	—	10,000	*
David A. Crittenden <sup>10</sup>	12,404	—	12,404	*
Directors and named executive officers as a group (13 persons)	13,814,747	6,373,994	20,188,741	71.0%
<b>Total Outstanding Shares as of March 6, 2017</b>				<b>28,442,894</b>

\* Denotes less than 1%.

- (1) The number of shares beneficially owned includes any shares over which the person has sole or shared voting power or investment power and also any shares that the person can acquire within 60 days of March 6, 2017, through the exercise of any stock option or other right. Unless otherwise indicated, each person has sole investment and voting power (or shares such power with his spouse) over the shares set forth in the table.
- (2) The percentages shown are based on our total outstanding shares as of March 6, 2017, plus the number of shares that the named person or group has the right to acquire within 60 days of March 6, 2017. For purposes of computing the percentage of outstanding shares of common stock held by each person or group, any shares the person or group has the right to acquire within 60 days of March 6, 2017 are deemed to be outstanding with respect to such person or group, but are not deemed to be outstanding for the purpose of computing the percentage of ownership of any other person or group.
- (3) Based upon information set forth in a Schedule 13G dated February 14, 2017 filed by FMR LLC, a Delaware limited liability company, Abigail P. Johnson and Fidelity Low-Priced Stock Fund (collectively, the “FMR Reporting Persons”). The address of the FMR Reporting Persons is 245 Summer Street, Boston, Massachusetts 02210. We make no representation as to the accuracy or completeness of the information reported.

- (4) Based upon information set forth in a Schedule 13G dated February 7, 2017 filed by T. Rowe Price Associates, Inc. and T. Rowe Price Small-Cap Value Fund, Inc. (collectively, the “T. Rowe Price Reporting Persons”). The address of the T. Rowe Price Reporting Persons is 100 E. Pratt Street, Baltimore, Maryland 21202. We make no representation as to the accuracy or completeness of the information reported.
- (5) Matthew T. Moroun is the son of Manuel J. Moroun. The Morouns have agreed to vote their shares as a group. Each of Matthew T. Moroun and Manuel J. Moroun disclaims beneficial ownership of the shares owned by the other person.
- (6) Includes 2,500,000 shares pledged as security.
- (7) Includes 6,373,994 shares held by the Manuel J. Moroun Revocable Trust U/A/D 3/24/77, as amended and restated on December 22, 2004. Voting and investment power over this trust is exercised by Manuel J. Moroun, as trustee.
- (8) Reflects vested and non-vested shares of granted to Mr. Rogers as restricted stock awards by the Company. See the tables and related footnotes on page 20 of this proxy statement for a summary of the awards and their respective vesting dates.
- (9) Reflects vested and non-vested shares of restricted stock granted to Mr. Beres as restricted stock awards by the Company. See the tables and related footnotes on page 20 of this proxy statement for a summary of the awards and their respective vesting dates.
- (10) Based on information provided by Mr. Crittenden, who resigned effective April 4, 2016. We make no representation as to the accuracy or completeness of the information reported.

## Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who own beneficially more than ten percent (10%) of the shares of our common stock, to file reports of ownership and changes of ownership with the SEC. Copies of all filed reports are required to be furnished to us pursuant to Section 16(a). Based solely on the reports received by us and on written representations from reporting persons, we believe that the current directors and executive officers complied with all applicable filing requirements during the fiscal year ended December 31, 2016.

## PART VI

## GENERAL INFORMATION

## General Information on the Annual Meeting

This Board of Directors of Universal Logistics Holdings, Inc. is soliciting the enclosed proxy for use at the Annual Meeting of Shareholders to be held at our corporate office at 12755 E. Nine Mile Road, Warren, Michigan 48089, on Thursday, April 27, 2017 at 10:00 A.M. Eastern time, and at any adjournment or postponement of the Annual Meeting. This proxy statement and the enclosed proxy card are being mailed or otherwise made available to shareholders on or about March 28, 2017. We are concurrently mailing to shareholders a copy of our 2016 Annual Report to Shareholders, which includes our Form 10-K for the year ended December 31, 2016.

### Who is asking for my vote, and why am I receiving this document?

Our Board asks that you vote on the matters listed in the Notice of Annual Meeting, which are more fully described in this proxy statement. We are providing this proxy statement and related proxy card to our shareholders in connection with the solicitation by the Board of proxies to be voted at the Annual Meeting. A proxy, if duly executed and not revoked, will be voted and, if it contains any specific instructions, will be voted in accordance with those instructions.

### Who is entitled to vote at the Annual Meeting?

Our Board established the close of business on March 17, 2017 as the record date to determine the shareholders entitled to receive a notice of, and to vote at, our Annual Meeting or an adjournment or postponement of the meeting. On the record date, there were 28,442,894 shares of our common stock outstanding and entitled to vote. Each share of our common stock represents one vote that may be voted on each matter that may come before the Annual Meeting.

### What is a proxy?

A proxy is your legal designation of another person to vote the stock you own. If you designate someone as your proxy or proxy holder in a written document, that document is called a proxy or a proxy card. Jeff Rogers and Jude Beres have been designated as proxies or proxy holders for the Meeting. Proxies properly executed and received by prior to the Meeting, and not revoked, will be voted in accordance with the terms thereof.

### What is a voting instruction?

A voting instruction is the instruction form you receive from your bank, broker or its nominee if you hold your shares of common stock in street name. The instruction form instructs you how to direct your bank, broker or its nominee, as record holder, to vote your shares of common stock.

### What am I voting on?

You will be voting on each of the following items of business:

- » To elect 11 directors for the coming year
- » A proposal to approve, on an advisory basis, the compensation of our named executive officers
- » A proposal to approve, on an advisory basis, the frequency of the shareholder vote on the compensation of our named executive officers
- » To ratify the selection of BDO USA, LLP as our independent auditors for 2017
- » To transact such other business as may properly come before the Annual Meeting

### How many votes must be present to hold the Annual Meeting?

A majority of the outstanding shares of common stock as of the record date must be present in person or represented by proxy at the Annual Meeting. This is referred to as a quorum. Abstentions, withheld votes and shares of record held by a broker or its nominee ("broker shares") that are voted on any matter are included in determining the existence of a quorum. Broker shares that are not voted on any matter will not be included in determining whether a quorum is present.

### What vote is needed to elect the 11 directors?

The election of each nominee for director requires the affirmative vote of the holders of a plurality of the shares of common stock voted in the election of directors. Shareholders are not entitled to cumulative voting in the election of directors.

### What vote is needed to pass the non-binding advisory resolution on the compensation of our named executive officers?

The approval of the non-binding advisory resolution regarding the compensation of our named executive officers requires that the votes cast in favor of the proposal exceed the number of votes cast against the proposal.

### What vote is needed to pass the non-binding vote as to the frequency (every one, two or three years) of the non-binding shareholder advisory vote to approve the compensation of our named executive officers?

Shareholders are not voting to approve or disapprove the recommendation of the Board with respect to this proposal. The non-binding advisory vote as to the frequency (every one, two or three years) of the non-binding shareholder vote regarding the approval of the compensation of our named executive officers will require you to choose between a frequency of every one, two or three years or abstain from voting. The Board will consider the option receiving the greatest number of votes to be the frequency recommended by the shareholders.

### What vote is needed to ratify the appointment by the Audit Committee of BDO USA, LLP?

The ratification of the appointment by the Audit Committee of BDO USA, LLP requires that the votes cast in favor of the ratification exceed the number of votes cast opposing the ratification.

### What are the voting recommendations of the Board?

All shares of our common stock represented by properly executed and unrevoked proxies will be voted by the persons named as proxy holders in accordance with the instructions given. If no instructions are indicated on a proxy, properly executed proxies will be voted as follows:

- » FOR each Director nominee
- » FOR the approval of the compensation paid to our named executive officers
- » FOR the say-on-pay vote to be conducted once every THREE years
- » FOR the selection of BDO USA, LLP as our independent auditors for 2017

### How can I submit my vote?

There are four methods you can use to vote: by internet, by telephone, by mail or in person. Submitting your proxy by internet, telephone or mail will not affect your right to attend the Meeting and change your vote. Unless you are voting in person, your vote must be received by 11:59 p.m. Eastern time on April 26, 2017.

Method	Record Holder	Beneficial Holder
<b>Internet</b>	Have your proxy card available and log on to <a href="http://www.proxyvote.com">www.proxyvote.com</a> .	If your bank or broker makes this method available, the instructions will be included with the proxy materials.
<b>Telephone</b>	Have your proxy card available and call (800) 690-6903 from a touchtone telephone anywhere (toll-free only in the United States).	If your bank or broker makes this method available, the instructions will be included with the proxy materials.
<b>Mail Your Proxy Card</b>	Mark, date, sign and promptly mail the enclosed proxy card in the postage-paid envelope provided for mailing in the United States.	Mark, date, sign and promptly mail the voting instruction form provided by your bank or broker in the postage-paid envelope provided for mailing in the United States.
<b>In Person</b>	You may vote by ballot in person at the Annual Meeting.	Obtain proof of stock ownership as of the record date and a valid legal proxy from the organization that holds your shares and attend the Annual Meeting.

### How will my shares be voted if I sign, date and return my proxy card or voting instruction card but do not provide complete voting instructions with respect to each proposal?

Shareholders should specify their vote for each matter on the enclosed proxy. The proxies solicited by this proxy statement vest in the proxy holders' voting rights with respect to the election of directors (unless the shareholder marks the proxy to withhold that authority) and on all other matters voted upon at the Meeting.

Continued »

Unless otherwise directed in the enclosed proxy card, the persons named as proxies therein will vote all properly executed, returned and not-revoked proxy cards or voting instruction cards (1) **FOR** the election of the 11 director nominees listed thereon; (2) **FOR** the non-binding proposal regarding approval of the compensation of the Company's named executive officers; (3) **FOR** a three-year frequency for the non-binding shareholder vote regarding approval of the compensation of our named executive officers; and (4) **FOR** the proposal to ratify the appointment by the Audit Committee of BDO USA, LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017. As to any other business that may properly come before the Meeting, the persons named in the enclosed proxy card or voting instruction will vote the shares of common stock represented by the proxy in the manner as the Board may recommend, or otherwise at the proxy holders' discretion. The Board does not presently know of any other such business.

### How will my shares be voted if I do not return my proxy card or my voting instruction?

It will depend on how your ownership of shares of common stock is registered. If your shares are registered in your name with our transfer agent, your unvoted shares will not be represented at the Meeting and will not count toward the quorum requirement unless you attend the Meeting to vote them in person.

If you own your shares in street name, which means that your shares are registered in the name of your bank, broker or its nominee, your shares may be voted even if you do not provide your bank, broker or other nominee with voting instructions. Under NASDAQ rules, your bank, broker or other nominee may vote your shares in its discretion on "routine" matters. However, NASDAQ rules do not permit your bank, broker or other nominee to vote your shares on proposals that are not considered routine. When a proposal is not a routine matter and your bank, broker or other nominee has not received your voting instructions with respect to such proposal, your bank, broker or other nominee cannot vote your shares on that proposal. It is called a "broker non-vote" when a bank, broker or other nominee does not cast a vote for a routine or a non-routine matter.

Please note in the absence of your specific instructions as to how to vote, your bank, broker or other nominee may not vote your shares with respect to (1) the election of the 11 nominees for director, (2) the non-binding proposal regarding the approval of the compensation of our named executive officers, or (3) the non-binding proposal regarding the non-binding vote as to the frequency of the non-binding shareholder vote regarding the approval of the compensation of our named executive officers. Under NASDAQ rules, these matters are not considered routine matters. Based on NASDAQ rules, we believe that the ratification of the appointment by the Audit Committee of BDO USA LLP is a routine matter for which brokerage firms may vote on behalf of their clients if no voting instructions are provided. Therefore, if you are a shareholder whose shares of common stock are held in street name with a bank, broker or other nominee and you do not return your voting instruction card, your bank, broker or other nominee may vote your shares **FOR** the ratification of the appointment by the Audit Committee of BDO USA, LLP as our independent registered public accounting firm. **Please return your proxy card so your vote can be counted.**

### How are abstentions and broker non-votes treated?

Only votes cast "for" or "against" are included in determining the votes cast with respect to any matter presented for consideration at the Meeting. As described above, when brokers do not have discretion to vote or do not exercise such discretion, the inability or failure to vote is referred to as a "broker non-vote." Proxies marked as abstaining, and any proxies returned by brokers as "non-votes" on behalf of shares held in street name because beneficial owners' discretion has been withheld as to one or more matters to be acted upon at the Meeting, will be treated as present for purposes of determining whether a quorum is present at the Meeting. Broker non-votes and withheld votes will not be included in the vote total for the proposal to elect the nominees for director and will not affect the outcome of the vote for the proposal. In addition, abstentions are not counted as votes cast on a proposal. Therefore, abstentions and broker non-votes will not count either in favor of or against (1) the non-binding proposal regarding the vote of the compensation of our named executive officers, (2) the non-binding proposal regarding an advisory vote as to the frequency of the non-binding shareowner vote regarding the approval of the compensation of our named executive officers or (3) the ratification of the appointment of BDO USA, LLP.

### Who is paying for the expenses involved in preparing and mailing this proxy statement?

We are paying the expenses involved in preparing, assembling and mailing these proxy materials and all costs of soliciting proxies. Our executive officers and other employees may solicit proxies, without additional compensation, personally and by telephone and other means of communication. In addition, we have retained Broadridge Financial Solutions, Inc., 51 Mercedes Way, Edgewood, NY 11717, to assist in the solicitation of proxies for an estimated fee of \$8,000, plus expenses. We will reimburse brokers and other persons holding our common stock in their names or in the names of their nominees for their reasonable expenses in forwarding proxy materials to beneficial owners.

**What is “householding” and how does it affect me?**

The proxy rules of the SEC permit companies and intermediaries, such as brokers and banks, to satisfy proxy statement delivery requirements for two or more shareholders sharing an address by delivering one proxy statement to those shareholders. This procedure, known as “householding,” reduces the amount of duplicate information that shareholders receive and lowers our printing and mailing costs.

We have been notified that certain intermediaries will use householding for our proxy materials and our 2016 Annual Report. Therefore, if multiple shareholders share your address, then only one proxy statement and 2016 Annual Report may have been delivered to that address. Shareholders who wish to opt out of this procedure and receive separate copies of the proxy statement and annual report in the future, or shareholders who are receiving multiple copies and would like to receive only one copy, should contact their bank, broker or other nominee or us at the address and telephone number below.

We will promptly send a separate copy of the proxy statement for the Annual Meeting or 2016 Annual Report if you send your request to Steven Fitzpatrick, Secretary, Universal Logistics Holdings, Inc., 12755 E. Nine Mile Road, Warren, Michigan 48089.

**Our Website**

We maintain a website at [www.universallogistics.com](http://www.universallogistics.com). The information on our website is not a part of this proxy statement, and it is not incorporated into any other filings we make with the SEC.

**2018 Annual Meeting of Shareholders**

If you wish to submit a proposal to be considered at the 2018 Annual Meeting, you must comply with the following procedures. Any communication to be made to our Secretary as described below should be sent to Steven Fitzpatrick, Secretary, Universal Logistics Holdings, Inc., 12755 E. Nine Mile Road, Warren, Michigan 48089.

**PROXY STATEMENT PROPOSAL**

If you intend to present proposals to be included in our proxy statement for our 2018 Annual Meeting, you must give written notice of your intent to our Secretary on or before November 28, 2017. The proposals must comply with SEC regulations under Rule 14a-8 for including shareholder proposals in a company’s materials.

**SHAREHOLDER RECOMMENDATIONS FOR DIRECTOR NOMINEES**

It is generally the policy of the Board to consider the shareholder recommendations of proposed director nominees, if such recommendations are serious and timely received.

To be considered timely received, recommendations must be received in writing at our principal executive offices, 12755 E. Nine Mile Road, Warren, Michigan 48089, no later than November 28, 2017. In addition, any shareholder director nominee recommendation must include the following information: (a) the proposed nominee’s name and qualifications and the reason for such recommendation; (b) the name and record address of the shareholder proposing such nominee; (c) a statement that the person has agreed to serve if nominated and elected; and (d) a description of any financial or other relationship between the shareholder and such nominee or between the nominee and us or our subsidiaries. In order to be considered by the Board, any candidate proposed by one or more shareholders will be required to submit appropriate biographical and other information equivalent to that required of all other director candidates.

**MATTERS FOR ANNUAL MEETING AGENDA**

If you intend to bring a matter before next year’s meeting, other than by submitting a proposal to be included in our proxy statement, we must receive notice in accordance with our Bylaws, which state that our Secretary must receive your notice no earlier than November 28, 2017 and no later than December 28, 2017. For each matter you intend to bring before the meeting, you must include a full description of each such item; the name and address of the person proposing to bring such business before the meeting and, if different, of the shareholder on whose behalf such business is to be brought before the meeting; the number of shares held of record, held beneficially and represented by proxy by such person as of the record date for the meeting and as of the date of such notice; if any item of such business involves a nomination for director, all information regarding each such nominee that would be required to be set forth in a definitive proxy statement filed with the SEC pursuant to Section 14 of the Exchange Act, and the written consent of each such nominee to serve if elected; and if so requested by us, all other information that would be required to be filed with the SEC if, with respect to the business proposed to be brought before the meeting, the person proposing such business was a participant in a solicitation subject to Section 14 of the Exchange Act. Unless otherwise required by law, the Board will not be obligated to include information as to any nominee for director in any proxy statement or other communication sent to shareholders.

*Continued* >>

## Other Matters

The Board of Directors knows of no other matters to be voted upon at the Annual Meeting. If any other matters properly come before the Annual Meeting, the proxy holders named in the enclosed proxy will have discretionary authority to vote the shares represented by the proxy in their discretion with respect to such matters.

BY ORDER OF THE BOARD OF DIRECTORS,

A handwritten signature in black ink, appearing to read "Steven Fitzpatrick". The signature is written in a cursive style with a large initial "S" and "F".

Steven Fitzpatrick  
*Vice President – Finance and Secretary*

Warren, Michigan  
March 28, 2017



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K**

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
For the fiscal year ended December 31, 2016
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
Commission File Number: 0-51142

**UNIVERSAL LOGISTICS HOLDINGS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Michigan**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**38-3640097**  
(I.R.S. Employer  
Identification No.)

**12755 E. Nine Mile Road**  
**Warren, Michigan 48089**  
(Address, including Zip Code of Principal Executive Offices)

**(586) 920-0100**  
(Registrant's telephone number, including area code)

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

**Common Stock, no par value**  
(Title of class)

**The NASDAQ Stock Market LLC**  
(Name of exchange on which registered)

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes  No

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  No

Indicate by checkmark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for a shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or 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.

Large Accelerated filer  Accelerated filer

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 Exchange Act Rule 12b-2). Yes  No

As of July 2, 2016, the last business day of the registrant's most recently completed second quarter, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant, based upon the closing sale price of the common stock on July 1, 2016, as reported by The Nasdaq Stock Market, was approximately \$107.7 million (assuming, but not admitting for any purpose, that all (a) directors and executive officers of the registrant are affiliates, and (b) the number of shares held by such directors and executive officers does not include shares that such persons could have acquired within 60 days of July 2, 2016).

The number of shares of common stock, no par value, outstanding as of March 6, 2017, was 28,442,894.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Proxy Statement for the Registrant's 2017 Annual Meeting of Shareholders are incorporated by reference in Part III of this Form 10-K.

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
**2016 ANNUAL REPORT ON FORM 10-K**  
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## DISCLOSURE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K (“Form 10-K”) contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties. Many of the forward-looking statements are located in Part II, Item 7 of this Form 10-K under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements can also be identified by words such as “future,” “anticipates,” “believes,” “estimates,” “expects,” “intends,” “will,” “would,” “could,” “can,” “may,” and similar terms. Forward-looking statements are not guarantees of future performance and the Company’s actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such differences include, but are not limited to, those discussed in Part I, Item 1A of this Form 10-K under the heading “Risk Factors,” which are incorporated herein by reference. All information presented herein is based on the Company’s fiscal calendar. Unless otherwise stated, references to particular years, quarters, months or periods refer to the Company’s fiscal years ended December 31 and the associated quarters, months and periods of those fiscal years. Each of the terms “Universal,” the “Company,” “we,” “us” and “our” as used herein refers collectively to Universal Logistics Holdings, Inc. and its subsidiaries, unless otherwise stated. The Company assumes no obligation to revise or update any forward-looking statements for any reason, except as required by law.

### PART I

#### ITEM 1: BUSINESS

##### Company Background

We are a leading asset-light provider of customized transportation and logistics solutions throughout the United States, and in Mexico, Canada and Colombia. We offer our customers a broad array of services across their entire supply chain, including transportation, value-added, and intermodal services.

We provide a comprehensive suite of transportation and logistics solutions that allow our customers to reduce costs and manage their global supply chains more efficiently. We market our services through a direct sales and marketing network focused on selling our portfolio of services to large customers in specific industry sectors, through a network of agents who solicit freight business directly from shippers, and through company-managed facilities and full service freight forwarding and customs house brokerage offices. At December 31, 2016, we had an agent network totaling approximately 337 agents, and we operated 47 company-managed terminal locations and provided services at 47 logistics locations throughout the United States and in Mexico, Canada and Colombia.

We were incorporated in Michigan on December 11, 2001. We have been a publicly held company since February 11, 2005, the date of our initial public offering. We acquired Linc Logistics Company (“Linc”) in October 2012. At the time of the acquisition, Universal and Linc were under common control, and as such, the financial statements of Universal have been retrospectively revised to reflect the accounts of Linc as if they had been consolidated for all previous periods. The acquisition significantly enhanced our position as a leading provider of third party transportation, value-added and intermodal services.

Our principal executive offices are located at 12755 E. Nine Mile Road, Warren, Michigan 48089.

##### Segment Financial Information

We report our financial results in two reportable segments, the transportation segment and the logistics segment, based on the nature of the underlying customer commitment and the types of investments required to support these commitments. This presentation reflects the manner in which management evaluates our operating segments, including an evaluation of economic characteristics and applicable aggregation criteria.

Operations aggregated in our transportation segment are associated with individual freight shipments coordinated by our agents, company-managed terminals and specialized services operations. In contrast, operations aggregated in our logistics segment deliver value-added services or transportation services to specific customers on a dedicated basis, generally pursuant to contract terms of one year or longer. Other non-reportable operating segments are comprised of the Company’s subsidiaries that provide support services to other subsidiaries and to owner-operators, including shop maintenance and equipment leasing.

For more information on our segment reporting, see Part II, Item 8: Note 17 to the Consolidated Financial Statements.

## Operations

We broadly group our services into the following three service categories: transportation, value-added and intermodal support.

*Transportation.* Our transportation services include dry van, flatbed, heavy haul, dedicated, refrigerated, shuttle and switching operations. These services also include full service domestic and international freight forwarding, customs brokerage, final mile and ground expedite. Transportation services represented approximately \$629.2 million, or 58.7%, of our operating revenues in 2016. We transport a wide variety of general commodities, including automotive parts, machinery, building materials, paper, food, consumer goods, furniture, steel and other metals on behalf of customers in various industries. Our transportation services are provided through a network of both union and non-union employee drivers, owner-operators, contract drivers, and third-party transportation providers. We broker freight to third party transportation providers to complement our available capacity. Our transportation services also include full service international freight forwarding, customs house brokerage services, and final mile and ground expedite services, which we refer to collectively as specialized services.

*Value-Added.* Our value-added services, which are typically dedicated to individual customer requirements, include material handling, consolidation, sequencing, sub-assembly, cross-dock services, kitting, repacking, warehousing and returnable container management. Value-added services represented approximately \$302.2 million, or 28.2%, of our operating revenues in 2016. Our facilities and services are often directly integrated into the production processes of our customers and represent a critical piece of their supply chains.

*Intermodal Support.* Intermodal operations include rail-truck, steamship-truck and support services. Intermodal support services represented \$141.3 million, or 13.1%, of our operating revenues in 2016. Our intermodal support services are primarily short-to-medium distance delivery of rail and steamship containers between the railhead or port and the customer and drayage services.

## Business and Growth Strategy

The key elements of our strategy are as follows:

*Expand our network of agents and owner-operators.* Increasing the number of agents and owner-operators has been a driver of our historical growth in transactional transportation services. We intend to continue to recruit qualified agents and owner-operators in order to penetrate new markets, and expand our operations in existing markets. Our agents typically focus on a small number of shippers in a particular market and are attuned to the specific transportation needs of that core group of shippers, while remaining alert to growth opportunities.

*Continue to capitalize on strong industry fundamentals and outsourcing trends.* We believe long-term industry growth will be supported by manufacturers seeking to outsource non-core logistics functions to cost-effective third-party providers that can efficiently manage increasingly complex global supply chains. We intend to leverage our integrated suite of transportation and logistics services, our network of facilities, our long-term customer relationships, and our reputation for operational excellence to capitalize on favorable industry fundamentals and growth expectations.

*Target further penetration of key customers in the North American automotive industry.* The automotive industry is one of the largest users of global outsourced logistics services, providing us growth opportunities with both existing and new customers. Of our customers generating revenues greater than \$100,000 per year, this sector comprised approximately 42.5% of operating revenues in 2016. We intend to capitalize on anticipated continued growth in outsourcing of higher value logistics services in the automotive sector such as sub-assembly and sequencing, which link directly into production lines and require specialized capabilities, technological expertise and strict quality controls.

*Continue to expand penetration in other vertical markets.* We have a history of providing highly complex value-added logistics services to automotive and other industrial customers. We have developed standardized, modular systems for material handling processes and have extensive experience in rapid implementation and workforce training. These capabilities and our broad portfolio of logistics services are transferable across vertical markets. We believe we can leverage the expertise we initially developed in the automotive sector. In addition to automotive, our targeted industries include aerospace, energy, government services, healthcare, industrial retail, consumer goods, and steel and metals.

## Competition and Industry

The transportation and logistics service industry is highly competitive and extremely fragmented. We compete based on quality and reliability of service, price, breadth of logistics solutions, and IT capabilities. We compete with asset and non-asset based truckload

and less-than-truckload carriers, intermodal transportation, logistics providers and, in some aspects of our business, railroads. We also compete with other motor carriers for owner-operators and agents.

Our customers may choose not to outsource their logistics operations and, rather, to retain or restore such activities as their own, internal operations. In our largest vertical market, the automotive industry, we compete more frequently with a relatively small number of privately-owned firms or with subsidiaries of large public companies. These vendors have the scope and capabilities to provide the breadth of services required by the large and complex supply chains of automotive original equipment manufacturers.

We also encounter competition from regional and local third-party logistics providers, integrated transportation companies that operate their own aircraft, cargo sales agents and brokers, surface freight forwarders and carriers, airlines, associations of shippers organized to consolidate their members' shipments to obtain lower freight rates, and internet-based freight exchanges.

In 2016, shippers implemented significant bid activity, which resulted in pricing pressure throughout the year. We believe that our industry continues to be hindered by an insufficient quantity of qualified drivers which creates significant competition for this declining pool of qualified and safe drivers.

Pricing is expected to be more favorable during periods of more rapid economic expansion or lack of effective industry-wide trucking capacity. In December 2017, federal regulations are scheduled to mandate the use of ELDs across our industry. These devices are expected to reduce effective industry capacity by more strictly enforcing a driver's hours of service and, as a result, miles that can be driven each day. We are using ELDs in our entire fleet and have adapted our network and customer base to the utilization constraints. A substantial portion of industry capacity, however, has not implemented ELDs; as a result, we expect industry capacity to tighten after the regulation implementation date.

### **Customers**

Revenue is generated from customers throughout the United States, and in Mexico, Canada and Colombia. Our customers are largely concentrated in the automotive, steel, oil and gas, alternative energy and manufacturing industries.

A significant portion of our revenues are derived from the domestic auto industry. Of our customers generating revenues greater than \$100,000 per year, aggregate sales in the automotive industry totaled 42.5%, 37.3% and 36.5% of revenues during the fiscal years ended December 31, 2016, 2015 and 2014, respectively. During 2016, 2015 and 2014, General Motors accounted for approximately 17.9%, 11.4% and 9.7% of our total operating revenues, respectively. Sales to our top 10 customers, including General Motors, totaled 40.9% in 2016. A significant portion of our revenue also results from our providing capacity to other transportation companies who aggregate loads from a variety of shippers in these and other industries.

### **Independent Contractor Network**

We utilize a network of agents and owner-operators located throughout the United States and in the Canadian provinces of Ontario and Quebec. These agents and owner-operators are independent contractors.

A significant portion of the interaction with our shippers is provided by our agents. Over 40% of the freight we hauled in 2016 was solicited and controlled by our agents, with the balance generated by company-managed terminals, full service freight forwarding and customs house brokerage offices. Our top 100 agents in 2016 generated approximately 29% of our annual operating revenues. Our agents typically focus on three or four shippers within a particular market and solicit most of their freight business from this core group. By focusing on a relatively small number of shippers, each agent is attuned to the specific transportation needs of that core group of shippers, while remaining alert to growth opportunities.

We also contract with owner-operators to provide greater flexibility in responding to fluctuations in customer demand. Owner-operators provide their own trucks and are contractually responsible for all associated expenses, included financing costs, fuel, maintenance, insurance, and taxes, among other things. They are also responsible for maintaining compliance with Federal Motor Carrier Safety Administration regulations.

## Revenue Equipment

The following table represents our equipment used to provide transportation services as of December 31, 2016:

Type of Equipment	Company-owned or Leased	Owner-Operator Provided	Total
Tractors .....	892	2,909	3,801
Yard Tractors .....	208	-	208
Trailers .....	4,154	1,685	5,839
Chassis .....	1,067	-	1,067
Containers .....	804	-	804

## Employees and Contractors

As of December 31, 2016, we had 6,275 employees. During the year ended December 31, 2016, we also engaged, on average, the full-time equivalency of 2,172 individuals on a contract basis. As of December 31, 2016, approximately 31% of our employees in the United States, Canada and Colombia, and 94% of our employees in Mexico were members of unions and subject to collective bargaining agreements. We believe our relationship with our employees is good.

## Risk Management and Insurance

Our customers and federal regulations generally require that we provide insurance for auto liability and general liability claims up to \$1.0 million per occurrence. Accordingly, in the United States, we purchase such insurance from a licensed casualty insurance carrier, which is a related party, providing a minimum \$1.0 million of coverage for individual auto liability and general liability claims. We are self-insured for auto and general liability claims above \$1.0 million unless riders are sought to satisfy individual customer or vendor contract requirements. In Mexico, our operations and investment in equipment are insured through an internationally recognized third-party insurance underwriter.

We typically self-insure for the risk of motor cargo liability claims and material handling claims. Accordingly, we establish financial reserves for anticipated losses and expenses related to motor cargo liability and material handling claims, and such reserves are periodically evaluated and adjusted to reflect our experience.

To reduce our exposure to claims incurred while a vehicle is being operated without a trailer attached or is being operated with an attached trailer which does not contain or carry any cargo, we require our owner-operators to maintain non-trucking use liability coverage (which we refer to as deadhead bobtail coverage) of \$2.0 million per occurrence.

In brokerage arrangements, our exposure to liability associated with accidents incurred by other third-party carriers who haul freight on our behalf is reduced by various factors, including the extent to which the third party providers maintain their own insurance coverage.

## Technology

We use multifaceted software tools and hardware platforms that support seamless integration with the IT networks of our customers and vendors via electronic data exchange systems. These tools enhance our relationships and ability to effectively communicate with customers and vendors. Our tools and platforms provide real-time, web-based visibility into the supply chain of our customers.

We customize our proprietary Warehouse Management System (WMS) to meet the needs of individual customers. It provides the ability to send our customers an advance shipping notice through a simple, web-based interface that can be used by a variety of vendors. It also enables us to clearly identify and communicate to the customer any vendor-related problems that may cause delays to the production line. We also use cross-dock and container return management applications that automate the cycle of material receipt and empty container return.

Our proprietary and third-party transportation management system allows full operational control and visibility from dispatch to delivery, and from invoicing to receivables collections. For our employee drivers, the system provides automated dispatch to hand-held devices, satellite tracking for quality control and electronic status broadcasts to customers when requested. Our international and domestic air freight and ocean forwarding services use similar systems with added functionalities for managing air and ocean freight transportation requirements. All of these systems have customer-oriented web interfaces that allow for full shipment tracking and

visibility, as well as for customer shipment input. We also provide systems that allow agents to list pending freight shipments and owner-operators with available capacity, and track particular shipments at various points in the shipping route.

We believe that these tools improve our services and quality controls, strengthen our relationships with our customers, and enhance our value proposition. Any significant disruption or failure of these systems could have a materially adverse effect on our operations and financial results.

### **Government Regulation**

Our operations are regulated and licensed by various U.S. federal and state agencies, as well as comparable agencies in Mexico, Canada, and Colombia. Interstate motor carrier operations are subject to the broad regulatory powers, to include safety and insurance requirements, prescribed by the Federal Motor Carrier Safety Administration (FMCSA), which is an agency of the U.S. Department of Transportation (DOT). Such matters as weight and equipment dimensions also are subject to United States federal and state regulation. We operate in the United States, throughout the regions we serve, under operating authority granted by the DOT. We are also subject to regulations relating to testing and specifications of transportation equipment and product handling requirements. In addition, our drivers and owner-operators must have a commercial driver's license and comply with safety and fitness regulations promulgated by the FMCSA, including those relating to drug and alcohol testing.

Our international operations, which include facilities in Mexico, Canada and Colombia and transportation shipments managed by our specialized service operations, are impacted by a wide variety of U.S. government regulations and applicable international treaties. These include regulations of the U.S. Department of State, U.S. Department of Commerce, and the U.S. Department of Treasury. Regulations cover specific commodities, destinations and end-users. A certain portion of our specialized services operations is engaged in the arrangement of imported and exported freight. As such, we are subject to U.S. Customs regulations, which include significant notice and registration requirements. In various Canadian provinces, we operate transportation services under authority granted by the Ministries of Transportation and Communications.

Transportation-related regulations are greatly affected by U.S. national security legislation and related regulations. We believe we are in substantial compliance with applicable material regulations and that the costs of regulatory compliance are an ordinary operating cost of our business.

### **Environmental Regulation**

We are subject to various federal, state and local environmental laws and regulations that focus on, among other things: the emission and discharge of hazardous materials into the environment or their presence at our properties or in our vehicles; fuel storage tanks; transportation of certain materials; and the discharge or retention of storm water. Under specific environmental laws, we could also be held responsible for any costs relating to contamination at our past or present facilities and at third-party waste disposal sites, as well as costs associated with clean-up of accidents involving our vehicles. We do not believe that the cost of future compliance with current environmental laws or regulations will have a material adverse effect on our operations, financial condition, competitive position or capital expenditures for fiscal year 2016. However, future changes to laws or regulations may adversely affect our operations and could result in unforeseen costs to our business.

### **Seasonality**

Generally, demand for our value-added services delivered to existing customers increases during the second calendar quarter of each year as a result of the automotive industry's spring selling season and decreases during the third quarter of each year due to the impact of scheduled OEM customer plant shutdowns in July for vacations and changeovers in production lines for new model years.

Our value-added services business is also impacted in the fourth quarter by plant shutdowns during the December holiday period. Prolonged adverse weather conditions, particularly in winter months, can also adversely impact margins due to productivity declines and related challenges meeting customer service requirements.

Our transportation services business is generally impacted by decreased activity during the post-holiday winter season and, in certain states during hurricane season. At these times, some shippers reduce their shipments, and inclement weather impedes trucking operations or underlying customer demand.

## **Additional Information**

We make available free of charge on or through our website, [www.universallogistics.com](http://www.universallogistics.com), our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports as soon as reasonably practicable after such material is electronically filed with or furnished to the Securities and Exchange Commission (SEC). The public may read and copy any materials filed by the Company with the SEC at the SEC's Public Reference Room at 100 F Street NE, Room 1580, Washington, DC 20549. The public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC maintains an internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC at [www.sec.gov](http://www.sec.gov). The contents of these websites are not incorporated into this filing.

## **ITEM 1A: RISK FACTORS**

Set forth below, and elsewhere in this Report and in other documents we file with the SEC, are risks and uncertainties that could cause our actual results to differ materially from the results contemplated by the forward-looking statements contained in this Report.

### **Risks Related to Our Business**

***Our business is subject to general economic and business factors that are largely beyond our control, any of which could have a material adverse effect on our operating results.***

Our business is dependent upon a number of general economic and business factors that may adversely affect our results of operations. These factors include significant increases or rapid fluctuations in fuel prices, excess capacity in the transportation and logistics industry, surpluses in the market for used equipment, interest rates, fuel taxes, license and registration fees, insurance premiums, self-insurance levels, and difficulty in attracting and retaining qualified drivers and independent contractors.

We operate in a highly competitive and fragmented industry, and our business may suffer if we are unable to adequately address any downward pricing pressures or other factors that may adversely affect our ability to compete with other carriers.

Further, we are affected by recessionary economic cycles and downturns in customers' business cycles, particularly in market segments and industries, such as the automotive industry, where we have a significant concentration of customers. Economic conditions may also adversely affect our customers and their ability to pay for our services.

Deterioration in the United States and world economies could exacerbate any difficulties experienced by our customers and suppliers in obtaining financing, which, in turn, could materially and adversely impact our business, financial condition, results of operations and cash flows.

***We operate in the highly competitive and fragmented transportation and logistics industry, and our business may suffer if we are unable to adequately address factors that may adversely affect our revenue and costs relative to our competitors.***

Numerous competitive factors could impair our ability to maintain our current profitability. These factors include the following:

- we compete with many other truckload carriers and logistics companies of varying sizes, some of which have more equipment, a broader coverage network, a wider range of services and greater capital resources than we do;
- some of our competitors periodically reduce their rates to gain business, especially during times of reduced growth rates in the economy, which may limit our ability to maintain or increase rates, maintain our operating margins or maintain significant growth in our business;
- many customers reduce the number of carriers they use by selecting so-called "core carriers" as approved service providers, and in some instances we may not be selected;
- some companies hire lead logistics providers to manage their logistics operations, and these lead logistics providers may hire logistics providers on a non-neutral basis which may reduce the number of business opportunities available to us;
- many customers periodically accept bids from multiple carriers and providers for their shipping and logistic service needs, and this process may result in the loss of some of our business to competitors and/or price reductions;
- the trend toward consolidation in the trucking and third-party logistics industries may create other large providers with greater financial resources and other competitive advantages relating to their size and with whom we may have difficulty competing;



- advances in technology require increased investments to remain competitive, and our customers may not be willing to accept higher rates to cover the cost of these investments;
- competition from Internet-based and other brokerage companies may adversely affect our relationships with our customers and freight rates;
- economies of scale that may be passed on to smaller providers by procurement aggregation providers may improve the ability of smaller providers to compete with us;
- some areas of our service coverage requires trucks with engines no older than 2011 in order to comply with environmental rules; and
- an inability to continue to access capital markets to finance equipment acquisition could put us at a competitive disadvantage.

***Our revenue is somewhat dependent on North American automotive industry production volume, and may be negatively affected by future downturns in North American automobile production.***

A significant portion of our larger customers are concentrated in the North American automotive industry. For customers with annual revenues over \$100,000, 42.5% of our revenues were derived from customers in the North American automotive industry during 2016. Our business and growth largely depend on continued demand for its services from customers in this industry. Any future downturns in North American automobile production, which also impacts our steel and metals customers, could similarly affect our revenues in future periods.

***Our business derives a large portion of revenue from a few major customers, and the loss of any one or more of them as customers, or a reduction in their operations, could have a material adverse effect on our business.***

A large portion of our revenue is generated from a limited number of major customers concentrated in the automotive, steel and metals, and energy industries. Our top 10 customers accounted for approximately 41% of our operating revenues during 2016. Our contracts with customers generally contain cancellation clauses, and there can be no assurance that these customers will continue to utilize our services or that they will continue at the same levels. Further, there can be no assurance that these customers will not be affected by a future downturn in demand, which would result in a reduction in their operations and corresponding need for our services. Moreover, our customers may individually lose market share, apart from general economic trends. If our major customers lose U.S. market share, they may have less need for services. A reduction in or termination of services by one or more of our major customers could have a material adverse effect on our business and results of operations.

***We may be adversely impacted by fluctuations in the price and availability of diesel fuel.***

Diesel fuel represents a significant operating expense for the Company, and we do not currently hedge against the risk of diesel fuel price increases. An increase in diesel fuel prices or diesel fuel taxes, or any change in federal or state regulations that results in such an increase, could have a material adverse effect on our operating results to the extent we are unable to recoup such increases from customers in the form of increased freight rates or through fuel surcharges. Historically, we have been able to offset, to a certain extent, diesel fuel price increases through fuel surcharges to our customers, but we cannot be certain that we will be able to do so in the future. We continuously monitor the components of our pricing, including base freight rates and fuel surcharges, and address individual account profitability issues with our customers when necessary. While we have historically been able to adjust our pricing to help offset changes to the cost of diesel fuel through changes to base rates and/or fuel surcharges, we cannot be certain that we will be able to do so in the future.

***Difficulty in attracting drivers could affect our profitability and ability to grow.***

The transportation industry routinely experiences difficulty in attracting and retaining qualified drivers, including independent contractors, resulting in intense competition for drivers. We have from time to time experienced under-utilization and increased expenses due to a shortage of qualified drivers. If we are unable to attract drivers when needed or contract with independent contractors when needed, we could be required to further adjust our driver compensation packages, increase driver recruiting efforts, or let trucks sit idle, any of which could adversely affect our growth and profitability.

***If we are unable to retain our key employees, our business, financial condition and results of operations could be harmed.***

We are highly dependent upon the services of our key employees and executive officers. The loss of any of their services could have a material adverse effect on our operations and future profitability. We must continue to develop and retain a core group of managers if we are to realize our goal of expanding our operations and continuing our growth. We cannot assure that we will be able to do so.

***A significant labor dispute involving us or one or more of our customers, or that could otherwise affect our operations, could reduce our revenues and harm our profitability.***

A substantial number of our employees and of the employees of our largest customers are members of industrial trade unions and are employed under the terms of collective bargaining agreements. Each of our unionized facilities has a separate agreement with the union that represents the workers at only that facility. Labor disputes involving either us or our customers could affect our operations. If the UAW and our automotive customers and their suppliers are unable to negotiate new contracts and our customers' plants experience slowdowns or closures as a result, our revenue and profitability could be negatively impacted. A labor dispute involving another supplier to our customers that results in a slowdown or closure of our customers' plants to which we provide services could also have a material adverse effect on our business. Significant increases in labor costs as a result of the renegotiation of collective bargaining agreements could also be harmful to our business and our profitability. As of December 31, 2016, approximately 31% of our employees in the United States, Canada and Colombia, and 94% of our employees in Mexico were members of unions and subject to collective bargaining agreements.

In addition, strikes, work stoppages and slowdowns by our employees may affect our ability to meet our customers' needs, and customers may do more business with competitors if they believe that such actions may adversely affect our ability to provide service. We may face permanent loss of customers if we are unable to provide uninterrupted service. The terms of our future collective bargaining agreements also may affect our competitive position and results of operations.

***Ongoing insurance and claims expenses could significantly reduce our earnings.***

Our future insurance and claims expenses might exceed historical levels, which could reduce our earnings. The Company is self-insured for health and workers' compensation insurance coverage up to certain limits. If medical costs continue to increase, or if the severity or number of claims increase, and if we are unable to offset the resulting increases in expenses with higher freight rates, our earnings could be materially and adversely affected.

***Purchase price increases for new revenue equipment and/or decreases in the value of used revenue equipment could have an adverse effect on our results of operations, cash flows and financial condition.***

During the last decade, the purchase price of new revenue equipment has increased significantly as equipment manufacturers recover increased materials costs and engine design costs resulting from compliance with increasingly stringent EPA engine emission standards. The final phase of the new EPA engine design requirements were effective in 2010; however, additional EPA emission mandates in the future could result in higher purchase prices of revenue equipment which could result in higher than anticipated depreciation expenses. If we were unable to offset any such increase in expenses with freight rate increases, our cash flows and results of operations could be adversely affected. If the market price for used equipment continues to decline, then we could incur substantial losses upon disposition of our revenue equipment which could adversely affect our results of operations and financial condition.

***We have significant ongoing capital requirements that could affect our liquidity and profitability if we are unable to generate sufficient cash from operations or obtain sufficient financing on favorable terms.***

The transportation and logistics industry is capital intensive. If we are unable to generate sufficient cash from operations in the future, we may have to limit our growth, enter into unfavorable financing arrangements, or operate our revenue equipment for longer periods, any of which could have a material adverse effect on our profitability.

***We have a significant amount of debt, which could restrict our growth, place us at a competitive disadvantage or otherwise materially adversely affect our financial health.***

Our significant debt levels could have important consequences such as the following:

- impair our ability to obtain additional future financing for working capital, capital expenditures, acquisitions or general corporate expenses;
- limit our ability to use operating cash flow in other areas of our business due to the necessity of dedicating a substantial portion of these funds for payments on our indebtedness;
- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;
- make it more difficult for us to satisfy our obligations;
- increase our vulnerability to general adverse economic and industry conditions; and
- place us at a competitive disadvantage compared to our competitors.

Our ability to make scheduled payments on, or to refinance, our debt and other obligations will depend on our financial and operating performance, which, in turn, is subject to our ability to implement our strategic initiatives, prevailing economic conditions and certain financial, business and other factors beyond our control. If our cash flow and capital resources are insufficient to fund our debt service and other obligations, we may be forced to reduce or delay expansion plans and capital expenditures, sell material assets or operations, obtain additional capital or restructure our debt. We cannot provide any assurance that our operating performance, cash flow and capital resources will be sufficient to pay our debt obligations when they become due. We also cannot provide assurance that we would be able to dispose of material assets or operations or restructure our debt or other obligations if necessary or, even if we were able to take such actions, that we could do so on terms that are acceptable to us.

***Disruptions in the credit markets may adversely affect our business, including the availability and cost of short-term funds for liquidity requirements and our ability to meet long-term commitments, which could adversely affect our results of operations, cash flows and financial condition.***

If cash from operations is not sufficient, we may be required to rely on the capital and credit markets to meet our financial commitments and short-term liquidity needs. Disruptions in the capital and credit markets, as have been experienced during recent years, could adversely affect our ability to draw on our revolving credit facilities. Our access to funds under the credit facilities is dependent on the ability of banks to meet their funding commitments. A bank may not be able to meet their funding commitments if they experience shortages of capital and liquidity or if they experience excessive volumes of borrowing requests from other borrowers within a short period of time.

Longer term disruptions in the capital and credit markets as a result of uncertainty, changing or increased regulation, reduced alternatives, or failures of significant financial institutions could adversely affect our access to liquidity needed for our business. Any disruption could require us to take measures to conserve cash until the markets stabilize or until alternative credit arrangements or other funding for our business needs can be arranged, which could adversely affect our growth and profitability.

***We have substantial fixed costs and, as a result, our operating income fluctuates disproportionately with changes in our net sales.***

A significant portion of our expenses are fixed costs that neither increase nor decrease proportionately with sales. There can be no assurance that we would be able to reduce our fixed costs proportionately in response to a decline in our sales and therefore our competitiveness could be significantly impacted. As a result, a decline in our sales would result in a higher percentage decline in our income from operations and net income.

***We operate in a highly regulated industry and increased costs of compliance with, or liability for violation of, existing or future regulations could have a material adverse effect on our business.***

The U.S. Federal Motor Carrier Safety Administration, or FMCSA, and various state and local agencies exercise broad powers over our business, generally governing such activities as authorization to engage in motor carrier operations, safety and insurance requirements. Our owner-operators must comply with the safety and fitness regulations promulgated by the FMCSA, including those relating to drug and alcohol testing and hours-of-service. There also are regulations specifically relating to the trucking industry, including testing and specifications of equipment and product handling requirements. These measures could disrupt or impede the

timing of our deliveries and we may fail to meet the needs of our customers. The cost of complying with these regulatory measures, or any future measures, could have a materially adverse effect on our business or results of operations.

***A determination by regulators that owner-operators are employees, rather than independent contractors, could expose us to various liabilities and additional costs.***

Tax and other regulatory authorities often seek to assert that independent contractors in the transportation service industry, such as our owner-operators, are employees rather than independent contractors. There can be no assurance that these interpretations and tax laws that consider these persons independent contractors will not change or that these authorities will not successfully assert this position. If our owner-operators are determined to be our employees, that determination could materially increase our exposure under a variety of federal and state tax, workers' compensation, unemployment benefits, labor, employment and tort laws, as well as our potential liability for employee benefits. In addition, such changes may be applied retroactively, and if so, we may be required to pay additional amounts to compensate for prior periods. Any of the above increased costs would adversely affect our business and operating results.

***Our results of operations may be affected by seasonal factors.***

Our productivity may decrease during the winter season when severe winter weather impedes operations. Also, some shippers may reduce their shipments after the winter holiday season. At the same time, operating expenses may increase and fuel efficiency may decline due to engine idling during periods of inclement weather. Harsh weather conditions generally also result in higher accident frequency, increased freight claims, and higher equipment repair expenditures. Generally, demand for our value-added services delivered to existing customers increases during the second calendar quarter of each year as a result of the automotive industry's spring selling season and decreases during the third quarter of each year due to the impact of scheduled OEM customer plant shutdowns in July for vacations and changeovers in production lines for new model years. Our value-added services business is also impacted in the fourth quarter by plant shutdowns during the December holiday period.

***Our operations are subject to various environmental laws and regulations, the violation of which could result in substantial fines or penalties.***

We are subject to various environmental laws and regulations dealing with the handling of hazardous materials, underground fuel storage tanks, and discharge and retention of storm-water. We operate in industrial areas, where truck terminals and other industrial activities are located, and where groundwater or other forms of environmental contamination could occur. In prior years, we also maintained bulk fuel storage and fuel islands at two of our facilities. Our operations may involve the risks of fuel spillage or seepage, environmental damage, and hazardous waste disposal, among others. If we are involved in a spill or other accident involving hazardous substances, or if we are found to be in violation of applicable laws or regulations, it could have a materially adverse effect on our business and operating results. If we should fail to comply with applicable environmental regulations, we could be subject to substantial fines or penalties and to civil and criminal liability.

***We may incur additional operating expenses or liabilities as a result of potential future requirements to address climate change issues.***

Federal, state and local governments, as well as some of our customers, are beginning to respond to global warming issues. This increased focus on sustainability may result in new legislation or regulations and customer requirements that could negatively affect us as we may incur additional costs or be required to make changes to our operations in order to comply with any new regulations or customer requirements. Legislation or regulations that potentially impose restrictions, caps, taxes, or other controls on emissions of greenhouse gases such as carbon dioxide, a by-product of burning fossil fuels such as those used in the Company's trucks, could adversely affect our operations and financial results. More specifically, legislative or regulatory actions related to climate change could adversely impact the Company by increasing our fuel costs and reducing fuel efficiency and could result in the creation of substantial additional capital expenditures and operating costs in the form of taxes, emissions allowances, or required equipment upgrades. Any of these factors could impair our operating efficiency and productivity and result in higher operating costs. In addition, revenues could decrease if we are unable to meet regulatory or customer sustainability requirements. These additional costs, changes in operations, or loss of revenues could have a material adverse effect on our business, financial condition and results of operations.

***Our business may be disrupted by natural disasters and severe weather conditions causing supply chain disruptions.***

Natural disasters such as earthquakes, tsunamis, hurricanes, tornadoes, floods or other adverse weather and climate conditions, whether occurring in the United States or abroad, could disrupt our operations or the operations of our customers or could damage or destroy infrastructure necessary to transport products as part of the supply chain. Specifically, these events may damage or destroy or assets, disrupt fuel supplies, increase fuel costs, disrupt freight shipments or routes, and affect regional economies. As a result, these

events could make it difficult or impossible for us to provide logistics and transportation services; disrupt or prevent our ability to perform functions at the corporate level; and/or otherwise impede our ability to continue business operations in a continuous manner consistent with the level and extent of business activities prior to the occurrence of the unexpected event, which could adversely affect our business and results of operations or make our results more volatile.

***Our information technology systems are subject to certain risks that are beyond our control.***

We depend on the proper functioning and availability of our information systems, including communications and data processing systems, in operating our business. Although we have implemented redundant systems and network security measures, our information technology remains susceptible to outages, computer viruses, break-ins and similar disruptions that may inhibit our ability to provide services to our customers and the ability of our customers to access our systems. This may result in the loss of customers or a reduction in demand for our services, which could adversely affect our growth and profitability.

***Our business may be harmed by terrorist attacks, future war or anti-terrorism measures.***

In order to prevent terrorist attacks, federal, state and municipal authorities have implemented and continue to follow various security measures, including checkpoints and travel restrictions on large trucks. Our international operations in Canada and Mexico may be affected significantly if there are any disruptions or closures of border traffic due to security measures. Such measures may have costs associated with them, which, in connection with the transportation services we provide, we or our owner-operators could be forced to bear. In addition, war or risk of war also may have an adverse effect on the economy. A decline in economic activity could adversely affect our revenue or restrict our future growth. Instability in the financial markets as a result of terrorism or war also could affect our ability to raise capital. In addition, the insurance premiums charged for some or all of the coverage currently maintained by us could increase dramatically or such coverage could be unavailable in the future.

***We may be unable to successfully integrate businesses we acquire into our operations.***

Integrating businesses we acquire may involve unanticipated delays, costs or other operational or financial problems. Successful integration of the businesses we acquire depends on a number of factors, including our ability to transition acquired companies to our management information systems. In integrating businesses we acquire, we may not achieve expected economies of scale or profitability or realize sufficient revenues to justify our investment. We also face the risk that an unexpected problem at one of the companies we acquire will require substantial time and attention from senior management, diverting management's attention from other aspects of our business. We cannot be certain that our management and operational controls will be able to support us as we grow.

## **Risks Related to Our Common Stock**

***Because Matthew T. Moroun and Manuel J. Moroun hold a controlling interest in us, the influence of our public shareholders over significant corporate actions is limited, and we are not subject to certain corporate governance standards that apply to other publicly traded companies.***

As of December 31, 2016, Matthew T. Moroun, the Chairman of our Board of Directors, and Manuel J. Moroun, a member of our Board of Directors, together own approximately 70.6% of our outstanding common stock. As a result, the Moroun family has the power to:

- control all matters submitted to our shareholders;
- elect our directors;
- adopt, extend or remove any anti-takeover provisions that are available to us; and
- exercise control over our business, policies and affairs.

This concentration of ownership could limit the price that some investors might be willing to pay for shares of our common stock. Our ability to engage in significant transactions, such as a merger, acquisition or liquidation, will require the consent of the Moroun family. Conflicts of interest could arise between us and the Moroun family, and any conflict of interest may be resolved in a manner that does not favor us. Accordingly, the Moroun family could cause us to enter into transactions or agreements of which our other shareholders would not approve or make decisions with which they may disagree. Because of the level of ownership held by the Moroun family, we have elected to be treated as a controlled company in accordance with the rules of the NASDAQ Stock Market. Accordingly, we are not required to comply with NASDAQ Stock Market rules which would otherwise require a majority of our board to be comprised of

independent directors and require our board to have a compensation committee and a nominating and corporate governance committee comprised of independent directors.

The Moroun family may continue to retain control of us for the foreseeable future and may decide not to enter into a transaction in which shareholders would receive consideration for our common stock that is much higher than the then-current market price of our common stock. In addition, the Moroun family could elect to sell a controlling interest in us to a third-party and our other shareholders may not be able to participate in such transaction or, if they are able to participate in such a transaction, such shareholders may receive less than the then current fair market value of their shares. Any decision regarding their ownership of us that the Moroun family may make at some future time will be in their absolute discretion, subject to applicable laws and fiduciary duties.

***Our stock trading volume may not provide adequate liquidity for investors.***

Although shares of our common stock are traded on the NASDAQ Global Market, the average daily trading volume in our common stock is less than that of other larger transportation and logistics companies. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of a sufficient number of willing buyers and sellers of the common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control. Given the daily average trading volume of our common stock, significant sales of the common stock in a brief period of time, or the expectation of these sales, could cause a decline in the price of our common stock. Additionally, low trading volumes may limit a shareholder's ability to sell shares of our common stock.

***Our ability to pay regular dividends on our common stock is subject to the discretion of our Board of Directors and will depend on, among other things, our financial condition, results of operations, capital requirements, any covenants included in our credit facilities any legal or contractual restrictions on the payment of dividends and other factors the Board of Directors deems relevant.***

We have adopted a cash dividend policy which anticipates a total annual dividend of \$0.28 per share of common stock. However, the payment of future dividends will be at the discretion of our Board of Directors and will depend, among other things, on our financial condition, results of operations, capital requirements, any covenants included in our credit facilities, any legal or contractual restrictions on the payment of dividends and other factors the Board of Directors deem relevant. As a consequence of these limitations and restrictions, we may not be able to make, or may have to reduce or eliminate, the payment of dividends on our common stock. Additionally, any change in the level of our dividends or the suspension of the payment thereof could adversely affect the market price of our common stock.

***Our articles of incorporation and bylaws have, and under Michigan law are subject to, provisions that could deter or prevent a change of control.***

Our articles of incorporation and bylaws contain provisions that might enable our management to resist a proposed takeover of our Company. These provisions could discourage, delay or prevent a change of control of our Company or an acquisition of our Company at a price that our shareholders may find attractive. These provisions also may discourage proxy contests and make it more difficult for our shareholders to elect directors and take other corporate actions. The existence of these provisions could limit the price that investors might be willing to pay in the future for shares of our common stock. These provisions include:

- a requirement that special meetings of our shareholders may be called only by our Board of Directors, the Chairman of our Board of Directors, our Chief Executive Officer or the holders of a majority of our outstanding common stock;
- advance notice requirements for shareholder proposals and nominations;
- the authority of our Board of Directors to issue, without shareholder approval, preferred stock with such terms as the Board of Directors may determine, including in connection with our implementation of any shareholders rights plan; and
- an exclusive forum bylaw provision requiring that any derivative action brought on behalf of the corporation, any action asserting a claim of breach of a legal or fiduciary duty and any similar claim under the Michigan Business Corporation Act or our articles of incorporation must be brought exclusively in the Circuit Court of the County of Macomb in the State of Michigan or the United States District Court for the Eastern District of Michigan, Southern Division.

In addition, certain provisions of Michigan law that apply to us could discourage or prevent a change of control or acquisition of our Company.

**ITEM 1B: UNRESOLVED SECURITIES & EXCHANGE COMMISSION STAFF COMMENTS**

None.

**ITEM 2: PROPERTIES**

We are headquartered and maintain our corporate administrative offices in Warren, Michigan. We own our corporate administrative offices, as well as 17 terminal yards and other properties in the following locations: Dearborn, Michigan; Romulus, Michigan; Louisville, Kentucky; Albany, Missouri; Columbus, Ohio; Reading, Ohio; Latty, Ohio; Cleveland, Ohio; Gary, Indiana; Dallas, Texas; South Kearny, New Jersey; Rural Hall, North Carolina; Garden City, Georgia; Millwood, West Virginia; Memphis, Tennessee; Tampa, Florida and Houston, Texas.

As of December 31, 2016, we also leased 80 operating, terminal and yard, and administrative facilities in various U.S. cities located in 28 states, in Milton, Ontario; London, Ontario; Windsor, Ontario; and in San Luis Potosí, Mexico. Generally, our facilities are utilized by both of our operating segments for various administrative, transportation-related or value-added services. We also deliver value-added services under our logistics segment inside or linked to 18 facilities provided by customers. Certain of our leased facilities are leased from entities controlled by our majority shareholders. These facilities are leased on either a month-to-month basis or extended terms. We believe that the properties we lease from these affiliates are, in the aggregate, leased at market rates and are suitable for their purposes and adequate to meet our needs. For more information on our lease arrangements, see Part II, Item 8: Notes 8 and 10 to the Consolidated Financial Statements.

**ITEM 3: LEGAL PROCEEDINGS**

The nature of our business routinely results in litigation incidental to the ordinary course of our business, primarily involving claims for personal injury and property damage incurred in the transportation of freight. Based on knowledge of the facts and, in certain cases, opinions of outside counsel, we believe all such litigation is adequately covered by insurance or otherwise reserved for and that adverse results in one or more of those cases would not have a materially adverse effect on our financial condition, operating results or cash flows.

**ITEM 4: MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

### ITEM 5: MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

#### Market Information

Our common stock is traded on The NASDAQ Global Market under the symbol ULH. The following table shows the reported high and low sales prices of our common stock for the periods indicated.

Fiscal Period	2016		2015	
	High	Low	High	Low
First Quarter.....	\$ 18.31	\$ 11.12	\$ 28.57	\$ 22.66
Second Quarter.....	\$ 16.93	\$ 11.78	\$ 26.62	\$ 19.80
Third Quarter.....	\$ 15.45	\$ 11.90	\$ 22.58	\$ 15.16
Fourth Quarter.....	\$ 17.70	\$ 11.09	\$ 17.56	\$ 12.44

The reported last sale price per share of our common stock as quoted through the NASDAQ Global Market on March 6, 2017 was \$14.05 per share. As of such date, we had 28,442,894 shares outstanding. As of March 6, 2017, there were approximately 11 record holders of our common stock, based upon data available to us from our transfer agent. We believe, however, that we have a significantly greater number of shareholders because a substantial number of our common shares are held at The Depository Trust & Clearing Corporation on behalf of our shareholders.

#### Dividends

On July 24, 2013, our Board of Directors approved a cash dividend policy that anticipates a total annual dividend of \$0.28 per share of common stock, payable in quarterly increments of \$0.07 per share. Pursuant to the cash dividend policy, the Board of Directors declared quarterly cash dividends of \$0.07 per common share totaling \$0.28 per common share during 2016, 2015 and 2014. Future dividend policy and the payment of dividends, if any, will be determined by the Board of Directors in light of circumstances then existing, including our earnings, financial condition and other factors deemed relevant by the Board of Directors.

Limitations on our ability to pay dividends are described under the section captioned "Liquidity and Capital Resources – Revolving Credit, Promissory Notes and Term Loan Agreements" in Item 7 of this Form 10-K.

#### Securities Authorized for Issuance under Equity Compensation Plans

See Part III, Item 12, "Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters" of this Annual Report for a presentation of compensation plans under which equity securities of the Company are authorized for issuance.

#### Purchases of Equity Securities by the Issuer

In June 2014 the Board of Directors authorized us to purchase periodically in the open market up to 800,000 shares of our common stock. We have not purchased any shares under this authorization.

There were no purchases of our equity securities by or on behalf of us or any affiliated purchaser within the fourth quarter of 2016.

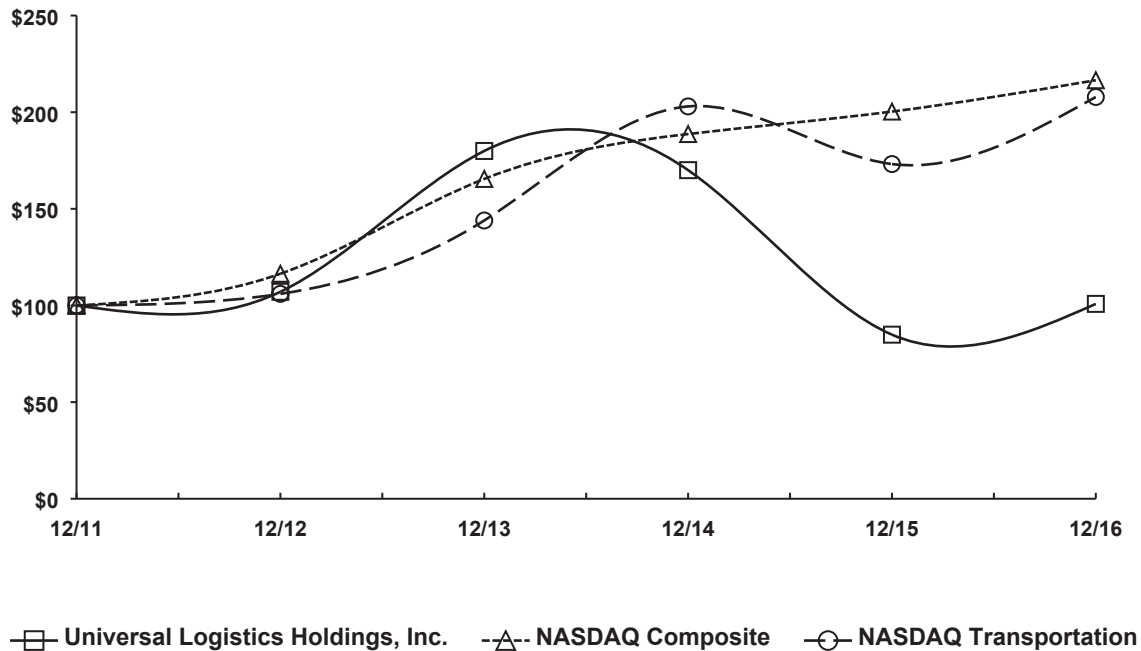


## Performance Graph

The graph below matches Universal Logistics Holdings, Inc.'s cumulative 5-year total shareholder return on common stock with the cumulative total returns of the NASDAQ Composite index and the NASDAQ Transportation index. The graph tracks the performance of a \$100 investment in our common stock and in each index (with the reinvestment of all dividends) from December 31, 2011 to December 31, 2016.

### COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN\*

Among Universal Logistics Holdings, Inc., the NASDAQ Composite Index and the NASDAQ Transportation Index



\*\$100 invested on 12/31/11 in stock or index, including reinvestment of dividends.  
Fiscal year ending December 31.

	12/11	12/12	12/13	12/14	12/15	12/16
Universal Logistics Holdings, Inc. ....	100.00	107.08	179.94	170.01	84.90	100.82
NASDAQ Composite.....	100.00	116.41	165.47	188.69	200.32	216.54
NASDAQ Transportation.....	100.00	106.01	143.98	202.99	173.16	207.87

*The stock price performance included in this graph is not necessarily indicative of future stock price performance.*

**ITEM 6: SELECTED FINANCIAL DATA**

The following table sets forth the selected historical financial and operating data as of and for the periods presented. In October 2012, Universal acquired Linc Logistics Company (“Linc”). Universal and Linc were under common control, and as such, the financial statements of Universal have been retrospectively revised to reflect the accounts of Linc as if they had been consolidated for all previous periods. The selected historical balance sheet data at December 31, 2016, 2015, 2014, 2013 and 2012 and the selected historical statement of income data for the years ended December 31, 2016, 2015, 2014, 2013 and 2012 have been derived from our audited consolidated financial statements. The selected historical financial and operating data presented below should be read in conjunction with the information included under the heading “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and our consolidated financial statements and related notes included elsewhere in this Form 10-K. The following financial and operating data may not be indicative of our future performance.

	Years ended December 31,				
	2016	2015	2014	2013	2012
	(In thousands, except per share information, operating data and percentages)				
<b>Statements of Income Data:</b>					
Operating revenues.....	\$ 1,072,751	\$ 1,128,773	\$ 1,191,521	\$ 1,033,492	\$ 1,037,006
Operating expenses:					
Purchased transportation and equipment rent.....	509,775	567,558	615,327	560,024	592,493
Direct personnel and related benefits.....	262,659	220,653	208,505	178,441	163,069
Commission expense .....	32,350	37,844	43,922	39,248	42,157
Operating expenses .....	96,612	108,523	116,611	79,263	71,117
Occupancy expense.....	31,923	27,004	25,063	20,049	19,275
Selling, general, and administrative.....	38,426	37,510	42,214	33,046	41,159
Insurance and claims.....	17,724	21,413	25,991	19,242	20,342
Depreciation and amortization.....	36,702	34,873	33,053	19,686	18,237
Total operating expenses.....	<u>1,026,171</u>	<u>1,055,378</u>	<u>1,110,686</u>	<u>948,999</u>	<u>967,849</u>
Income from operations.....	46,580	73,395	80,835	84,493	69,157
Interest income .....	157	55	46	130	241
Interest expense.....	(8,266)	(9,235)	(8,229)	(4,166)	(4,224)
Other non-operating income.....	934	790	447	459	2,778
Income before provision for income taxes .....	39,405	65,005	73,099	80,916	67,952
Provision for income taxes.....	15,161	25,004	27,729	30,344	20,264
Net income.....	<u>\$ 24,244</u>	<u>\$ 40,001</u>	<u>\$ 45,370</u>	<u>\$ 50,572</u>	<u>\$ 47,688</u>
Earnings per common share:					
Basic.....	\$ 0.85	\$ 1.37	\$ 1.51	\$ 1.68	\$ 1.59
Diluted .....	\$ 0.85	\$ 1.37	\$ 1.51	\$ 1.68	\$ 1.59
Weighted average number of common shares outstanding:					
Basic.....	28,411	29,233	30,013	30,064	30,032
Diluted .....	28,411	29,235	30,044	30,160	30,036
Dividends paid per common share .....	<u>\$ 0.28</u>	<u>\$ 0.28</u>	<u>\$ 0.28</u>	<u>\$ 0.14</u>	<u>\$ —</u>
Pre-merger dividends paid per common share.....	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1.00</u>
<b>Balance Sheet Data (at end of period):</b>					
Cash and cash equivalents.....	\$ 1,755	\$ 12,930	\$ 8,001	\$ 10,223	\$ 2,554
Total assets.....	\$ 570,457	\$ 503,155	\$ 529,014	\$ 490,136	\$ 327,369
Total debt.....	\$ 262,850	\$ 234,913	\$ 235,298	\$ 237,500	\$ 146,000

Years ended December 31,

	2016	2015	2014	2013	2012
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(In thousands, except per share information, operating data and percentages)

**Pro Forma Data (unaudited):**

Income before provision for income taxes.....					\$ 67,952
Pro forma provision for income taxes (1).....					<u>31,323</u>
Pro forma net income.....					<u>\$ 36,629</u>
Pro forma earnings per share:					
Basic .....					\$ 1.22
Diluted .....					\$ 1.22

**Other Data:**

EBITDA (5) .....	\$ 84,216	\$ 109,058	\$ 114,335	\$ 104,638	\$ 90,172
EBITDA margin (5).....	7.9%	9.7%	9.6%	10.1%	8.7%
Adjusted EBITDA (2).....	\$ 84,216	\$ 109,058	\$ 114,335	\$ 105,361	\$ 100,423
Adjusted EBITDA margin (5) .....	7.9%	9.7%	9.6%	10.2%	9.7%
Operating margin (5).....	4.3%	6.5%	6.8%	8.2%	6.7%
Adjusted operating margin (5).....	4.3%	6.5%	6.8%	8.2%	7.7%
Return on average assets (6) .....	4.5%	7.8%	8.9%	12.4%	14.8%
Average number of employees .....	5,573	4,397	4,219	3,449	2,484
Average number of full time equivalents.....	2,172	1,606	1,528	1,786	2,182
Average number of tractors .....	4,335	4,142	4,180	4,123	3,999
Number of facilities managed (7) .....	47	49	45	43	41
Number of agents (8) .....	253	264	288	307	353
Operating revenues per loaded mile (9).....	\$ 2.72	\$ 2.96	\$ 3.21	\$ 2.96	\$ 2.93
Operating revenues per load (9).....	\$ 730	\$ 809	\$ 850	\$ 794	\$ 775
Average length of haul (in miles) (9).....	269	274	265	269	265
Number of loads (9).....	941,170	932,165	951,884	926,171	996,094
Fuel surcharge revenues (where separately identified).....	\$ 50,869	\$ 75,743	\$ 119,749	\$ 118,594	\$ 115,208

- (1) Pro forma provision for income taxes is computed to give effect to the termination of Linc's S Corporation status and acquisition by Universal. We assume a blended statutory federal, state and local income tax rates of 46.1%.
- (2) In addition to providing consolidated financial statements based on generally accepted accounting principles in the United States of America (GAAP), we are providing additional financial measures that are not required by or prepared in accordance with GAAP (non-GAAP). We present adjusted income from operations and adjusted EBITDA as supplemental measures of our performance. We define adjusted income from operations as income from operations adjusted to eliminate the impact of certain items that we do not consider indicative of our ongoing operating performance, including transaction and other costs related to our acquisitions of Westport and Linc and previous costs related to Linc's capital market activity, which was terminated in the second quarter of 2012. We define adjusted EBITDA as net income plus (i) interest expense, net, (ii) provision for income taxes and (iii) depreciation and amortization, or EBITDA, further adjusted to eliminate the impact of certain items that we do not consider indicative of our ongoing operating performance, including transaction and other costs related to our acquisitions of Westport and Linc and previous costs related to Linc's capital market activity. These further adjustments are itemized below. You are encouraged to evaluate these adjustments and the reasons we consider them appropriate for supplemental analysis. In evaluating adjusted income from operations and adjusted EBITDA, you should be aware that in the future we may incur expenses that are the same as or similar to some of the adjustments in this presentation. Our presentation of adjusted income from operations and adjusted EBITDA should not be construed as an inference that our future results will be unaffected by unusual or non-recurring items.

In accordance with the requirements of Regulation G issued by the Securities and Exchange Commission, we are presenting the most directly comparable GAAP financial measure and reconciling the non-GAAP financial measure to the comparable GAAP measure. Set forth below is a reconciliation of income from operations, the most comparable GAAP measure, to adjusted income from operations; and of net income, the most comparable GAAP measure, to EBITDA and adjusted EBITDA for each of the periods indicated:

	Years ended December 31,				
	2016	2015	2014	2013	2012
	(In thousands, except per share information, operating data and percentages)				
<b>Adjusted income from operations</b> .....					
Income from operations .....	\$ 46,580	\$ 73,395	\$ 80,835	\$ 84,493	\$ 69,157
Transaction and other costs (3) .....	—	—	—	723	8,369
Suspended capital markets activity (4) .....	—	—	—	—	1,882
Adjusted income from operations .....	<u>\$ 46,580</u>	<u>\$ 73,395</u>	<u>\$ 80,835</u>	<u>\$ 85,216</u>	<u>\$ 79,408</u>
<b>Adjusted EBITDA</b> .....					
Net income .....	\$ 24,244	\$ 40,001	\$ 45,370	\$ 50,572	\$ 47,688
Provision for income taxes .....	15,161	25,004	27,729	30,344	20,264
Interest expense, net .....	8,109	9,180	8,183	4,036	3,983
Depreciation and amortization .....	<u>36,702</u>	<u>34,873</u>	<u>33,053</u>	<u>19,686</u>	<u>18,237</u>
EBITDA .....	84,216	109,058	114,335	104,638	90,172
Merger transaction costs (3) .....	—	—	—	723	8,369
Suspended capital markets activity (4) .....	—	—	—	—	1,882
Adjusted EBITDA .....	<u>\$ 84,216</u>	<u>\$ 109,058</u>	<u>\$ 114,335</u>	<u>\$ 105,361</u>	<u>\$ 100,423</u>

We present adjusted income from operations and adjusted EBITDA in this Form 10-K because we believe they assist investors and analysts in comparing our performance across reporting periods on a consistent basis by excluding items that we do not believe are indicative of our core operating performance.

Adjusted income from operations and adjusted EBITDA have limitations as an analytical tool. Some of these limitations are:

- Adjusted income from operations and adjusted EBITDA do not reflect our cash expenditures, or future requirements, for capital expenditures or contractual commitments;
- Adjusted income from operations and adjusted EBITDA do not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted income from operations and adjusted EBITDA do not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debt;
- Although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and adjusted EBITDA does not reflect any cash requirements for such replacements;
- Adjusted income from operations and adjusted EBITDA do not reflect the impact of certain cash charges resulting from matters we consider not to be indicative of our ongoing operations; and
- Other companies in our industry may calculate adjusted income from operations and adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.

Because of these limitations, adjusted income from operations and adjusted EBITDA should not be considered in isolation or as a substitute for performance measures calculated in accordance with GAAP. We compensate for these limitations by relying primarily on our GAAP results and using adjusted income from operations and adjusted EBITDA only supplementally.

- (3) Represents transaction and other costs incurred that were directly related to the acquisitions of Westport in December 2013 and Linc in October 2012.
- (4) Represents expenses incurred as a result of Linc's preparations for an IPO in early 2012. When the IPO efforts were abandoned in May 2012, the costs were then taken as a charge to income.
- (5) Operating margin, adjusted operating margin, EBITDA margin, and adjusted EBITDA margin are computed by dividing income from operations, adjusted income from operations, EBITDA, and adjusted EBITDA, respectively, by total operating revenues for each of the periods indicated.
- (6) Net income divided by total average assets during the period. Average assets are the sum of our total assets at the end of the fiscal year and our total assets at the end of the prior fiscal year divided by two.
- (7) Excludes storage yards, terminals and office facilities.
- (8) Includes only those agents who generated at least \$100,000 in operating revenues during the period indicated.
- (9) Includes fuel surcharges, where separately identifiable, and excludes Universal Logistics Solutions International, Inc., in order to improve the relevance of the statistical data related to our brokerage services and improve the comparability to our peer companies. Also excludes final mile delivery and shuttle service loads.

## **ITEM 7: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

### **Overview**

We are a leading asset-light provider of customized transportation and logistics solutions throughout the United States, and in Mexico, Canada and Colombia. We provide a comprehensive suite of transportation and logistics solutions that allow our customers to reduce costs and manage their global supply chains more efficiently. We market our services through a direct sales and marketing network focused on selling our portfolio of services to large customers in specific industry sectors, through a contract network of agents who solicit freight business directly from shippers, and through company-managed facilities and full-service freight forwarding and customs house brokerage offices.

Our network of agents and owner-operators is located throughout the United States and in the Canadian provinces of Ontario and Quebec, and we operate, manage or provide services at 94 logistics locations in the United States, Mexico, Canada and Colombia. Eighteen of our value-added service operations are located inside customer plants or distribution operations; the other facilities are generally located close to our customers' plants to optimize the efficiency of their component supply chains and production processes. Our facilities and services are often directly integrated into the production processes of our customers and represent a critical piece of their supply chains. To support our asset-light business model, we generally try to coordinate the length of real estate leases associated with our value-added services with the end date of the related customer contract associated with such facility, or use month-to-month leases, in order to mitigate exposure to unrecovered lease costs.

We offer our customers a wide range of transportation services by utilizing a diverse fleet of tractors and trailing equipment provided by us, our owner-operators and third-party transportation companies. Our owner-operators provided us with approximately 2,900 tractors and 1,685 trailers. We own approximately 900 tractors, 4,200 trailers, 1,100 chassis and 800 containers. Our agents and owner-operators are independent contractors who earn a fixed commission calculated as a percentage of the revenue or gross profit they generate for us and who bring an entrepreneurial spirit to our business. Our transportation services are provided through a network of both union and non-union employee drivers, owner-operators, contract drivers, and third-party transportation companies.

As of December 31, 2016, we employed 6,275 people in the United States, Mexico, Canada, and Colombia, including 3,110 employees subject to collective bargaining agreements. We also engaged contract staffing vendors to supply an average of 2,172 additional personnel on a full-time-equivalent basis.

Our use of agents, owner-operators, third-party providers and contract staffing vendors allows us to maintain both a highly flexible cost structure and a scalable business operation, while reducing investment requirements. These benefits are passed on to our customers in the form of cost savings and increased operating efficiency, while enhancing our cash generation and the returns on our invested capital and assets.

We believe that our flexible business model also offers us substantial opportunities to grow through a mixture of organic growth and acquisitions. We intend to continue our organic growth by recruiting new agents and owner-operators, expanding into new industry verticals and targeting further penetration of our key customers. We believe our integrated suite of transportation and logistics services, our network of facilities in the United States, Mexico, Canada, and Colombia, our long-term customer relationships and our reputation for operational excellence will allow us to capitalize on these growth opportunities. We also expect to continue to make strategic acquisitions of companies that complement our asset light business model, as well as companies that derive a portion of their revenues from asset based operations.

### **Factors Affecting Our Revenues**

*Operating Revenues.* We generate substantially all of our revenues through fees charged to customers for the transportation of freight and for the customized logistics services we provide. We also derive revenue from fuel surcharges, where separately identifiable, loading and unloading activities, equipment detention, container management and storage and other related services. Operations aggregated in our transportation segment are associated with individual freight shipments coordinated by our agents, company-managed terminals and specialized services operations. In contrast, operations aggregated in our logistics segment deliver value-added services and transportation services to specific customers on a dedicated basis, generally pursuant to contract terms of one year or longer. Our segments are distinguished by the amount of forward visibility we have in regards to pricing and volumes, and also by the extent to which we dedicate resources and company-owned equipment. Fees charged to customers by our full service international freight forwarding and customs house brokerage are based on the specific means of forwarding or delivering freight on a shipment-by-shipment basis.

Our transportation revenues are primarily influenced by fluctuations in freight volumes and shipping rates. The main factors that affect these are competition, available truck capacity, and economic market conditions. Our value-added contract business is substantially driven by the level of demand for outsourced logistics services. Major factors that affect our revenues include changes in

manufacturing supply chain requirements, production levels in specific industries, pricing trends due to levels of competition and resource costs in logistics and transportation, and economic market conditions.

We recognize revenue on a gross basis at the time that persuasive evidence of an arrangement with our customer exists, sales price is fixed and determinable, and collectability is reasonably assured. Our revenue is recognized at the time of delivery to the receiver's location, or for service arrangements, after the related services have been rendered.

### **Factors Affecting Our Expenses**

*Purchased transportation and equipment rent.* Purchased transportation and equipment rent represents the amounts we pay to our owner-operators or other third party equipment providers to haul freight and, to the extent required to deliver certain logistics services, the cost of equipment leased under short-term contracts from third parties. The amount of the purchased transportation we pay to our owner-operators is primarily based on a contractually agreed-upon percentage of our revenue for each load hauled, net of any rental income we receive by leasing our trailers to owner-operators. The expense also includes the amount of fuel surcharges, where separately identifiable, that we receive from our customers and pass through to our owner-operators. Our strategy is to maintain a highly flexible business model that employs a cost structure that is mostly variable in nature. As a result, purchased transportation and equipment rent is the largest component of our costs and increases or decreases proportionately with changes in the amount of revenue generated by our owner-operators and other third party providers and with the production volumes of our customers. We recognize purchased transportation and equipment rent as the services are provided.

*Direct personnel and related benefits.* Direct personnel and related benefits include the salaries, wages and fringe benefits of our employees, as well as costs related to contract labor utilized in operating activities. These costs are a significant component of our cost structure and increase or decrease proportionately with the expansion, addition or closing of operating facilities. As of December 31, 2016, approximately 31% of our employees in the United States, Canada and Colombia, and 94% of our employees in Mexico were subject to collective bargaining agreements. Any changes in union agreements will affect our personnel and related benefits cost. The operations in the United States, Mexico and Canada that are subject to collective bargaining agreements have separate, individualized agreements with several different unions that represent employees in these operations. While there are some facilities with multiple unions, each collective bargaining agreement with each union covers a single facility for that union. Such agreements have expiration dates that are generally independent of other collective bargaining agreements and include economics and operating terms tailored to the specific operational requirements of a customer. Our operation in Mexico provides competitive compensation within the Mexican statutory framework for managerial and supervisory personnel.

*Commission expense.* Commission expense represents the amount we pay our agents for generating shipments on our behalf. The commissions we pay to our agents are generally established through informal oral agreements and are based on a percentage of revenue or gross profit generated by each load hauled. Traditionally, commission expense increases or decreases in proportion to the revenues generated through our agents. We recognize commission expense at the time we recognize the associated revenue.

*Operating expense.* These expenses include items such as fuel, tires and parts repair items primarily related to the maintenance of company owned/leased tractors, trailers and lift equipment, as well as licenses, dock supplies, communication, utilities, operating taxes and other general operating expenses. Because we maintain a flexible business model, our operating expenses generally relate to equipment utilization, fluctuations in customer demand and the related impact on our operating capacity. Our transportation services provided by company owned equipment depend on the availability and pricing of diesel fuel. Although we often include fuel surcharges in our billing to customers to offset increases in fuel costs, other operating costs have been, and may continue to be, impacted by fluctuating fuel prices. We recognize these expenses as they are incurred and the related income as it is earned.

*Occupancy expense.* Occupancy expense includes all costs related to the lease and tenancy of terminals and operating facilities, except utilities, unless such costs are otherwise covered by our customers. Although occupancy expense is generally related to fluctuations in overall customer demand, our contracting and pricing strategies help mitigate the cost impact of changing production volumes. To minimize potential exposure to inactive or underutilized facilities that are dedicated to a single customer, we strive where possible to enter into lease agreements that are coterminous with individual customer contracts, and we seek contract pricing terms that recover fixed occupancy costs, regardless of production volume. Occupancy expense may also include certain lease termination and related occupancy costs that are accelerated for accounting purposes into the fiscal year in which such a decision was implemented.

*Selling, general and administrative expense.* Selling, general and administrative expense includes the salaries, wages and benefits of sales and administrative personnel, related support costs, taxes (other than income and property taxes), adjustments due to foreign currency transactions, bad debt expense, and other general expenses, including gains or losses on the sale or disposal of assets. These expenses are generally not directly related to levels of operating activity and may contain non-recurring or one-time expenses related to general business operations. We recognize selling, general and administrative expense when it is incurred.

*Insurance and claims.* Insurance and claims expense represents our insurance premiums and the accruals we make for claims within our self-insured retention amounts. Our insurance premiums are generally calculated based on a mixture of a percentage of line-haul revenue and the size of our fleet. Our accruals have primarily related to cargo and property damage claims. We may also make accruals for personal injuries and property damage to third parties, physical damage to our equipment, general liability and workers' compensation claims if we experience a claim in excess of our insurance coverage. To reduce our exposure to non-trucking use liability claims (claims incurred while the vehicle is being operated without a trailer attached or is being operated with an attached trailer which does not contain or carry any cargo), we require our owner-operators to maintain non-trucking use liability coverage, which we refer to as deadhead bobtail coverage, of \$2.0 million per occurrence. Our exposure to liability associated with accidents incurred by other third party providers who haul freight on our behalf is reduced by various factors including the extent to which they maintain their own insurance coverage. Our insurance expense varies primarily based upon the frequency and severity of our accident experience, insurance rates, our coverage limits and our self-insured retention amounts.

*Depreciation and amortization.* Depreciation and amortization expense relates primarily to the depreciation of owned tractors, trailers, computer and operating equipment, and buildings as well as the amortization of the intangible assets recorded for our acquired customer contracts and customer and agent relationships. We estimate the salvage value and useful lives of depreciable assets based on current market conditions and experience with past dispositions.

## Operating Revenues

We broadly group our services into the following categories: transportation services, value-added services and intermodal services. Our intermodal services and transportation services associated with individual freight shipments coordinated by our agents and company-managed terminals are aggregated into our reportable transportation segment, while our value-added services and transportation services to specific customers on a dedicated basis make up our logistics segment. The following table sets forth operating revenues resulting from each of these service categories for the years ended December 31, 2016, 2015 and 2014, presented as a percentage of total operating revenues:

	Years ended December 31,		
	2016	2015	2014
Operating revenues:			
Transportation services.....	58.7%	61.6%	64.6%
Value-added services.....	28.2%	25.3%	23.9%
Intermodal services.....	13.1%	13.1%	11.5%
Total operating revenues.....	<u>100.0%</u>	<u>100.0%</u>	<u>100.0%</u>

## Results of Operations

The following table sets forth items derived from our Consolidated Statements of Income for the years ended December 31, 2016, 2015 and 2014, presented as a percentage of operating revenues:

	Years ended December 31,		
	2016	2015	2014
Operating revenues.....	100.0%	100.0%	100.0%
Operating expenses:			
Purchased transportation and equipment rent.....	47.5	50.3	51.6
Direct personnel and related benefits.....	24.5	19.5	17.5
Commission expense.....	3.0	3.4	3.7
Operating expenses.....	9.0	9.6	9.8
Occupancy expense.....	3.0	2.4	2.1
Selling, general, and administrative.....	3.6	3.3	3.5
Insurance and claims.....	1.7	1.9	2.2
Depreciation and amortization.....	3.4	3.1	2.8
Total operating expenses.....	<u>95.7</u>	<u>93.5</u>	<u>93.2</u>
Income from operations.....	4.3	6.5	6.8
Interest and other non-operating income (expense), net.....	(0.6)	(0.7)	(0.7)
Income before provision for income taxes.....	3.7	5.8	6.1
Provision for income taxes.....	1.4	2.3	2.3
Net income.....	<u>2.3%</u>	<u>3.5%</u>	<u>3.8%</u>

## 2016 Compared to 2015

*Operating revenues.* Operating revenues for 2016 decreased by \$56.0 million, or 5.0%, to \$1.073 billion from \$1.129 billion for 2015. Included in operating revenues are fuel surcharges, where separately identifiable, of \$50.9 million for 2016, which compares to \$75.7 million for 2015. Revenues from our transportation segment decreased \$64.9 million, or 9.0%, and income from operations decreased \$6.3 million, or 21.9%, compared to 2015. The transportation segment experienced a decrease primarily due to decreases in fuel surcharges and weakness in our energy and domestic steel markets, both of which adversely impacted our flatbed operations. Revenues from our logistics segment increased \$8.1 million, or 2.0%, over 2015, while income from operations decreased \$16.2 million, or 36.9%, to \$27.7 million. This decrease was largely attributable to a \$13.8 million year-over-year decline in operating income attributable to value-added operations supporting the heavy-truck market.

The decrease in consolidated operating revenues is primarily the result of a decrease in our transportation services of \$66.9 million and intermodal services of \$6.0 million. These decreases were partially offset by an increase in our value-added services of \$17.0 million. Included in transportation service revenues during the full year ended December 31, 2016, were \$37.0 million in separately identifiable fuel surcharges compared to \$54.9 million for the prior year. For 2016, our operating revenue per loaded mile from transportation services, excluding fuel surcharges, decreased to \$2.27 from \$2.47 for 2015. This is primarily due to a weak pricing environment. The number of loads hauled increased 0.5% to approximately 606,000 during 2016 from approximately 603,000 in 2015.

The \$6.0 million decrease in revenues from our intermodal services operations was primarily due to a decrease in fuel surcharge of \$7.0 million. This decrease was partially offset by an increase in operating revenues per load and in the number of loads hauled. For 2016, our operating revenue per load from intermodal services, excluding fuel surcharges, increased to \$352 in 2016 from \$347 for 2015, and the number of loads hauled increased to approximately 335,000 for 2016, compared to approximately 329,000 during 2015.

Value-added service revenues increased to \$302.2 million during 2016, which compares to \$285.3 million during the same period last year. Value-added service revenues increased overall despite a \$30.9 million decrease in value-added service revenues supporting the heavy-truck market. At December 31, 2016, we provided value-added services at 47 locations compared to 49 at December 31, 2015.

*Purchased transportation and equipment rent.* Purchased transportation and equipment rental costs for 2016 decreased by \$57.8 million, or 10.2%, to \$509.8 million from \$567.6 million for 2015. Purchased transportation and equipment rent generally increases or decreases in proportion to the revenues generated through owner-operators and other third party providers, and is generally correlated with changes in demand for transportation and intermodal services. The overall decrease of purchased transportation and equipment rental costs is due to the decline of transportation and intermodal revenue volumes and in fuel surcharge revenues, which are typically passed on to our owner-operators. Combined, transportation and intermodal service revenues decreased 8.7% to \$770.5 million for 2016 compared to \$843.5 million for 2015. As a percentage of operating revenues, purchased transportation and equipment rent decreased to 47.5% for 2016 from 50.3% for 2015. As a percentage of operating revenue, the decrease is due to a change in the business mix. For 2016, transportation and intermodal services revenues accounted for 71.8% of total operating revenues compared to 74.7% for same period last year.

*Direct personnel and related benefits.* Direct personnel and related benefit costs for 2016 increased by \$42.0 million, or 19.0%, to \$262.7 million compared to \$220.7 million for 2015. Trends in these expenses are generally correlated with changes in operating facilities and headcount requirements and, therefore, increase and decrease with the level of demand for our value-added services and staffing needs of our operations. The absolute increase is primarily attributable to additional labor costs as we launch new value-added business awards. As a percentage of operating revenues, personnel and related benefits expenses increased to 24.5% for 2016, compared to 19.5% for 2015. The percentage is derived on an aggregate basis from both existing and new programs and from customer operations at various stages in their lifecycles. Individual operations may be impacted by additional production shifts or by overtime at selected operations. While generalizations about the impact of personnel and related benefits costs as a percentage of total operating revenues are difficult, we manage compensation and staffing levels, including the use of contract labor, to maintain target economics based on near-term projections of demand for our services. We employed an average of 5,573 people in the United States, Mexico, Canada and Colombia in 2016 compared to 4,397 during 2015. We also engaged, on average, the full-time equivalency of 2,172 people on a contract basis compared to 1,606 in 2015.

*Commission expense.* Commission expense for 2016 decreased by \$5.4 million, or 14.3%, to \$32.4 million from \$37.8 million for 2015. The absolute decrease was primarily due to the decrease in our operating revenues from transportation services. Commission expense generally increases or decreases in proportion to our transportation and intermodal revenues, excluding where we generate a higher proportion of our revenues at company-managed terminals. As a percentage of operating revenues, commission expense decreased to 3.0% for 2016 compared to 3.4% for 2015. As a percentage of operating revenues, the decrease in commission expense is due to a shift in the mix of revenues generated by company-managed locations and in value-added services where no commissions are paid.



*Operating expenses.* Operating expenses decreased \$11.9 million, or 11.0%, to \$96.6 million for 2016, compared to \$108.5 million for 2015. As a percentage of operating revenues, operating expenses decreased to 9.0% for 2016 from 9.6% for 2015. These expenses include items such as fuel, maintenance, cost of materials, insurance, communications, utilities and other general expenses, and generally relate to fluctuations in customer demand. The decrease in operating expenses was primarily due to decreases in fuel expense on company-owned equipment of \$4.8 million, repair and maintenance costs of \$4.3 million, other operating expenses of \$1.9 million, and highway use and fuel taxes of \$1.0 million.

*Occupancy expenses.* Occupancy expenses for 2016 increased by \$4.9 million, or 18.1%, to \$31.9 million from \$27.0 million for 2015. As a percentage of operating revenues, occupancy expense increased to 3.0% for 2016 compared to 2.4% for 2015. At December 31, 2016, we leased 29 value-added service locations compared to 32 at December 31, 2015. While the number of leased facilities declined, the absolute increase in occupancy expense is due to the increased scale of several operations in order to support the expanded scope of customer programs.

*Selling, general and administrative.* Selling, general and administrative expense for 2016 increased by \$0.9 million, or 2.4%, to \$38.4 million from \$37.5 million for 2015. As a percentage of operating revenues, selling, general and administrative expense increased to 3.6% for 2016 compared to 3.3% for 2015. The absolute increase was primarily due to an increase in salaries, wage and benefits costs of \$0.7 million, which is the largest component of selling, general and administrative expense and a \$1.1 million increase in other selling, general and administrative costs. These increases were partially offset by a decrease in professional services of \$0.6 million and gains on equipment sales of \$0.1 million in 2016. This compares to \$0.2 million of losses during the same period last year. Minor fluctuations in other expense categories reflect our efforts to maintain stable overhead expenditures while expanding the business.

*Insurance and claims.* Insurance and claims expense for 2016 decreased by \$3.7 million, or 17.3%, to \$17.7 million from \$21.4 million for 2015. As a percentage of operating revenues, insurance and claims decreased to 1.7% for 2016 compared to 1.9% for 2015. The absolute decrease was primarily the result of decreases in our auto liability insurance premiums and claims expense of \$2.9 million and in our cargo and service claims expense of \$0.8 million.

*Depreciation and amortization.* Depreciation and amortization expense for 2016 increased by \$1.8 million, or 5.2%, to \$36.7 million from \$34.9 million for 2015. The absolute increase is primarily the result of increases in capital investments throughout 2016 compared to historic trends. These increases were partially offset by decreases in certain other intangible assets becoming fully amortized during the year.

*Interest expense, net.* Net interest expense was \$8.1 million for 2016 compared to \$9.2 million for 2015. Included in the prior year were \$1.3 million of capitalized finance costs that were written-off resulting from our December 2015 debt refinancing. At December 31, 2016, we had outstanding borrowings totaling \$262.8 million compared to \$234.9 million outstanding at December 31, 2015.

*Other non-operating income.* Other non-operating income was \$0.9 million for 2016 compared to \$0.8 million for 2015. Included in other non-operating income were \$0.4 million of gains on the sale of marketable securities for 2016 compared to \$0.3 million for 2015.

*Provision for income taxes.* Provision for income taxes for 2016 was \$15.2 million compared to \$25.0 million for 2015, based on an effective tax rate of 38.5% in each of the periods.

## **2015 Compared to 2014**

*Operating revenues.* Operating revenues for 2015 decreased by \$62.7 million, or 5.3%, to \$1.129 billion from \$1.192 billion for 2014. Included in operating revenues are fuel surcharges, where separately identifiable, of \$75.7 million for 2015, which compares to \$119.7 million for 2014. Revenues from our transportation segment decreased \$57.2 million, or 7.3%, while income from operations decreased \$6.2 million, or 17.9% compared to the same period last year. In our logistics segment, revenues decreased \$5.7 million, or 1.4%, over the same period last year, and income from operations decreased \$7.0 million, or 13.8%, to \$43.8 million. Overall, operating revenues declined due to several factors including a decline in fuel surcharges, a slowdown in key markets including steel and metals and energy, and harsh weather conditions experienced in first quarter of 2015. Operating margins in our transportation segment decreased slightly to 4.0% from 4.5% during the same period last year, and our dedicated transportation business, while improving, continued to negatively impact our logistics segment where operating margins fell from 12.3% in the prior year compared to 10.8% during the same period this year.

The decrease in consolidated operating revenues is primarily the result of a decrease in our transportation services of \$73.2 million. This decrease was partially offset by an increase in our intermodal services of \$9.7 million and a modest increase in our value-added operations of \$0.8 million. Overall, declines in fuel surcharges contributed \$44.0 million of the decrease in our consolidated operating revenues. The decrease in transportation services revenues was primarily the result of decreases in pricing and in the number of loads

hailed. For 2015, our operating revenue per loaded mile, excluding fuel surcharges, decreased to \$2.47 from \$2.61 for 2014, and the number of loads hauled declined 6.3% to approximately 603,000 during 2015 from approximately 643,000 in the same period last year.

Value-added services revenue increased to \$285.3 million during 2015, which compares to \$284.5 million during the same period last year. At December 31, 2015, we provided value-added services at 49 locations compared to 45 at December 31, 2014. The year-over-year decrease in revenue was primarily due to the change in the mix of business at our current operating locations, which was partially offset by new operations launched late in the year.

Revenues from our intermodal services operation increased due to increases in operating revenues per loaded mile and in the number of loads hauled. Operating revenue per loaded mile, excluding fuel surcharges, for 2015 increased to \$4.62 from \$4.35 for 2014, and the number of loads hauled increased to approximately 329,000 for 2015, compared to approximately 309,000 during the same period last year.

*Purchased transportation and equipment rent.* Purchased transportation and equipment rental costs for 2015 decreased by \$47.7 million, or 7.8%, to \$567.6 million from \$615.3 million for 2014. Purchased transportation and equipment rent generally increases or decreases in proportion to the revenues generated through owner-operators and other third party providers, and is generally correlated with changes in demand for transportation and intermodal services. Combined, transportation and intermodal service revenues decreased 7.0% to \$843.5 million for 2015 compared to \$907.0 million for 2014. As a percentage of operating revenues, purchased transportation and equipment rent decreased to 50.3% for 2015 from 51.6% for 2014. This decrease is primarily due to a decrease in transportation service revenues, which typically operate with higher purchased transportation and equipment rental costs, and declines in fuel surcharge revenues, which are typically passed on to our owner-operators. For 2015, transportation services accounted for 61.6% of total operating revenues compared to 64.6% for same period last year.

*Direct personnel and related benefits.* Direct personnel and related benefit costs for 2015 increased by \$12.2 million, or 5.9%, to \$220.7 million compared to \$208.5 million for 2014. Trends in these expenses are generally correlated with changes in operating facilities and headcount requirements and, therefore, increase and decrease with the level of demand for our value-added services and staffing needs of our operations. As a percentage of operating revenues, personnel and related benefits expenses increased to 19.5% for 2015, compared to 17.5% for 2014. The percentage is derived on an aggregate basis from both existing and new programs and from customer operations at various stages in their lifecycles. Individual operations may be impacted by additional production shifts or by overtime at selected operations. While generalizations about the impact of personnel and related benefits costs as a percentage of total operating revenues are difficult, we manage compensation and staffing levels, including the use of contract labor, to maintain target economics based on near-term projections of demand for our services. As a percentage of total operating revenues, value-added services totaled 25.3% in 2015 compared to 23.9% in 2014. We employed an average of 4,397 people in the United States, Mexico, Canada and Colombia in 2015 compared to 4,219 during 2014. We also engaged, on average, the full-time equivalency of 1,606 people on a contract basis compared to 1,528 in 2014.

*Commission expense.* Commission expense for 2015 decreased by \$6.1 million, or 13.9%, to \$37.8 million from \$43.9 million for 2014. The absolute decrease was primarily due to the decrease in our operating revenues from transportation services. Commission expense generally increases or decreases in proportion to our transportation and intermodal revenues, excluding where we generate a higher proportion of our revenues at company-managed terminals. As a percentage of operating revenues, commission expense decreased to 3.4% for 2015 compared to 3.7% for 2014. As a percentage of operating revenues, the decrease in commission expense is due to a shift in the mix of revenues generated by company-managed locations and in value-added services where no commissions are paid.

*Operating expenses.* Operating expenses decreased \$8.1 million, or 6.9%, to \$108.5 million for 2015, compared to \$116.6 million for 2014. As a percentage of operating revenues, operating expenses decreased to 9.6% for 2015 from 9.8% for 2014. These expenses include items such as fuel, maintenance, cost of materials, insurance, communications, utilities and other general expenses, and generally relate to fluctuations in customer demand. The decrease in operating expenses was primarily due to decreases in fuel expense on company-owned equipment of \$9.4 million and \$1.3 million in repair and maintenance expense. These decreases were partially offset by increases of \$0.7 million in licensing and permit costs, \$1.3 million in other operating expenses and \$0.6 million in highway use and fuel taxes.

*Occupancy expense.* Occupancy expense for 2015 increased by \$1.9 million, or 7.6%, to \$27.0 million from \$25.1 million for 2014. As a percentage of operating revenues, occupancy expense increased to 2.4% for 2015 compared to 2.1% for 2014. The absolute increase was primarily attributable to the increase in the number of company-leased value added service facilities. At December 31, 2015, we leased 32 value-added service locations compared to 30 at December 31, 2014.

*Selling, general and administrative.* Selling, general and administrative expense for 2015 decreased by \$4.7 million, or 11.1%, to \$37.5 million from \$42.2 million for 2014. As a percentage of operating revenues, selling, general and administrative expense

decreased to 3.3% for 2015 compared to 3.5% for 2014. The absolute decrease was primarily due to a decrease in salaries, wage and benefits costs of \$3.5 million, which is the largest component of selling, general and administrative expense. Additional decreases include \$3.6 million decrease in other selling, general and administrative costs and a \$0.5 million decrease in bad debt expense. These decreases were partially offset by an increase in professional services of \$2.9 million. Minor fluctuations in other expense categories reflect our efforts to maintain stable overhead expenditures while expanding the business. The overall decrease in selling, general and administrative costs also impacted our reportable segments, where the rate of allocated charges from the parent company was higher than the actual spend, thus resulting in a favorable impact on income from operations not directly attributable to our transportation segment or our logistics segment.

*Insurance and claims.* Insurance and claims expense for 2015 decreased by \$4.6 million, or 17.7%, to \$21.4 million from \$26.0 million for 2014. As a percentage of operating revenues, insurance and claims decreased to 1.9% for 2015 compared to 2.2% for 2014. The absolute decrease was primarily the result of decreases in our cargo and service claims expense of \$2.4 million and in our auto liability insurance premiums and claims expense of \$2.1 million.

*Depreciation and amortization.* Depreciation and amortization expense for 2015 increased by \$1.8 million, or 5.4%, to \$34.9 million from \$33.1 million for 2014. The absolute increase is primarily the result of increases in capital investments throughout 2014 compared to historic trends. These increases were partially offset by decreases in certain other intangible assets becoming fully amortized.

*Interest expense, net.* Net interest expense was \$9.2 million for 2015 compared to \$8.2 million for 2014. At December 31, 2015, we had outstanding borrowings totaling \$234.9 million compared to \$235.3 million outstanding at December 31, 2014. In connection with our December 2015 debt refinance, approximately \$1.3 million of capitalized financing costs were included as additional interest expense.

*Other non-operating income.* Other non-operating income was \$0.8 million for 2015 compared to \$0.4 million for 2014. Included in other non-operating income were \$0.3 million of gains on the sale of marketable securities, which were partially offset by realized losses from other-than-temporary impairments of marketable securities totaling \$0.2 million.

*Provision for income taxes.* Provision for income taxes for 2015 was \$25.0 million compared to \$27.7 million for 2014, based on effective tax rates of 38.5% and 37.9%, respectively.

## **Liquidity and Capital Resources**

Our primary sources of liquidity are funds generated by operations, our availability to borrow under the \$120 million revolver that is part of our asset-based loan facility (“ABL Facility”), the \$20 million revolver that is part of our Westport Facility, on margin against our marketable securities, from installment notes, and proceeds from the sales of marketable securities. Additionally, our ABL Facility includes an accordion feature which would allow us to increase availability by up to \$30 million upon our request. Beginning in December 2015, we use secured asset lending to fund a substantial portion of purchases of tractors, trailers and selected warehouse equipment.

We employ an asset-light operating strategy which we believe lowers our capital expenditure requirements. In general, our facilities used in our value-added services are leased on terms that are either substantially matched to our customer’s contracts, are month-to-month or are provided to us by our customers. We also utilize owner-operators and third-party carriers to provide a significant portion of our transportation and specialized services. A significant portion of the tractors and trailers used in our business are provided by our owner-operators. In addition, our use of agents reduces our overall need for large terminals. As a result, our capital expenditure requirements are limited in comparison to most large transportation and logistics service providers, which maintain significant properties and sizable fleets of owned tractors and trailers.

In 2016, our capital expenditures totaled \$101.0 million. These expenditures primarily consisted of transportation equipment, strategic real estate and investments in support of our value-added service operations. Our asset-light business model depends somewhat on the customized solutions we implement for specific customers. As a result, our capital expenditures will depend on specific new contracts and the overall age and condition of our owned transportation equipment. In 2017, exclusive of acquisitions of businesses, we expect our capital expenditures to be in the range of 4.0% to 5.5% of operating revenues. We expect to make these capital expenditures for the acquisition of transportation equipment to support our more dynamic approach to fleet management, to support our new and existing value-added service operations, and for the acquisition of real property and improvements to our existing terminal yard and container facilities.

We have a cash dividend policy which anticipates a total annual dividend of \$0.28 per share of common stock, payable in quarterly increments of \$0.07 per share of common stock. We paid \$0.28 per common share, or \$8.0 million, during the year ended December 31, 2016. On February 23, 2017, our Board of Directors declared a quarterly cash dividend of \$0.07 per share of common stock,

which is payable to shareholders of record at the close of business on March 6, 2017 and is expected to be paid on March 16, 2017. Future dividend policy and the payment of dividends, if any, will be determined by the Board of Directors in light of circumstances then existing, including our earnings, financial condition and other factors deemed relevant by the Board of Directors.

We expect that our cash flow from operations, working capital and available borrowings will be sufficient to meet our capital commitments, to fund our operational needs for at least the next twelve months, and to fund mandatory debt repayments. Based on the availability of borrowings under our credit facilities, against our marketable security portfolio and other financing sources, and assuming the continuation of our current level of profitability, we do not expect that we will experience any liquidity constraints in the foreseeable future.

We continue to evaluate business development opportunities, including potential acquisitions that fit our strategic plans. There can be no assurance that we will identify any opportunities that fit our strategic plans or will be able to execute any such opportunities on terms acceptable to us. Depending on prospective consideration to be paid for an acquisition, any such opportunities would be financed first from available cash and cash equivalents and availability of borrowings under our credit facilities.

### ***Revolving Credit, Promissory Notes and Term Loan Agreements***

Our ABL Facility provides for maximum borrowings of \$120 million at a variable rate of interest based on LIBOR or a base rate and matures on December 23, 2020. The ABL Facility, which is secured by cash, deposits and accounts receivable of our borrowing subsidiaries, includes customary affirmative and negative covenants and events of default, as well as financial covenants requiring a minimum fixed charge coverage ratio to be maintained after a triggering event. Interest on base rate advances is payable quarterly, and interest on each LIBOR-based advance is payable on the last day of the applicable interest period. At December 31, 2016, we were in compliance with all covenants under the ABL Facility, and \$22.9 million was available for borrowing.

One of our wholly-owned subsidiaries, Westport Axle Corporation, has a secured credit facility (the “Westport Facility”) that allows maximum borrowings of \$60 million in the form of a \$40 million term loan and a \$20 million revolver. Borrowings under the Westport Facility, which matures on December 23, 2020, accrue interest at a variable interest rate based on LIBOR or a base rate and are secured by all of Westport’s assets. Universal becomes a guarantor upon the occurrence of certain events specified in the Westport Facility. Borrowings are repaid in part quarterly with the balance due at maturity. Interest on base rate advances is payable quarterly, and interest on each LIBOR-based advance is payable on the last day of the applicable interest period. The Westport Facility includes customary affirmative and negative covenants and events of default. At December 31, 2016, we were in compliance with all covenants, and \$7.4 million was available for borrowing.

A wholly-owned subsidiary issued a series of promissory notes in order to finance transportation equipment (the “Equipment Financing”). The notes issued in connection with the Equipment Financing, which are secured by liens on selected titled vehicles, include certain affirmative and negative covenants, are generally payable in 60 monthly installments and bear interest at fixed rates ranging from 3.18% to 4.11%. At December 31, 2016, we were in compliance with all covenants.

A wholly-owned subsidiary issued a series of promissory notes in order to finance certain purchases of real property (the “Real Estate Financing”). The promissory notes issued in connection with the Real Estate Financing require monthly payments of principal and accrued interest until their maturity on June 30, 2026. The notes are secured by first mortgages and assignment of leases on specific parcels of real estate and improvements included in a collateral pool specified in the security documents. The Real Estate Financing includes an additional promissory note that is secured by other real property and improvements and matures on September 5, 2026. Each of the notes bears interest at LIBOR plus 2.25%. At December 31, 2016, we were in compliance with all covenants.

We also maintain a short-term line of credit secured by our portfolio of marketable securities (the “Margin Facility”). It bears interest at LIBOR plus 1.10%. The amount available under the Margin Facility is based on a percentage of the market value of the underlying securities. We did not have any amounts outstanding under the Margin Facility at December 31, 2016 or 2015, and the maximum available borrowings were \$7.0 million and \$7.4 million, respectively.

### ***Discussion of Cash Flows***

At December 31, 2016, we had cash and cash equivalents of \$1.8 million compared to \$12.9 million at December 31, 2015. Net cash provided by operating activities was \$68.6 million and \$14.1 million was provided by financing activities, while we used \$94.1 million in investing activities.

The \$68.6 million in net cash provided by operations was primarily attributed to \$24.2 million of net income which reflects non-cash depreciation and amortization, gains on the sales of marketable securities, losses on the sales property and equipment, amortization of debt issuance costs, stock-based compensation, provisions for doubtful accounts and a change in deferred income taxes totaling \$47.0 million, net. Net cash provided by operating activities also reflects an aggregate increase in net working capital totaling \$2.7 million. The increase in the working capital position is primarily the result of an increase in accounts receivable and in prepaid expenses and other assets and a decrease in other long-term liabilities. The increase in working capital was partially offset by increases in accounts

payable, accrued expenses, insurance and claims accruals and other current liabilities. Also included in the change in working capital were affiliate transactions consisting of an increase in receivable from affiliates of \$0.6 million and an increase in accounts payable to affiliates of \$1.2 million.

The \$94.1 million in net cash used in investing activities consisted primarily of \$97.4 million of capital expenditures for transportation equipment, strategic real estate and investments in support of our value-added service operations. These expenditures were partially offset by \$2.4 million in proceeds from the sale of property and equipment and \$0.9 million in proceeds from the sale of marketable securities.

Financing activities provided \$14.1 million in net cash. We had outstanding borrowings totaling \$262.8 million at December 31, 2016, compared to \$234.9 million at December 31, 2015. During 2016, cash borrowings totaled \$320.2 million and we made \$295.9 million in principal repayments. We also paid cash dividends of \$8.0 million, made \$1.8 million in payments on capital lease obligations and paid \$0.4 million in capitalized financing costs.

### Contractual Obligations

The following summarizes our contractual obligations at December 31, 2016, and the effect such obligations are expected to have on our liquidity and cash flow in future periods (in thousands):

	Total	Payments due by period			
		Less Than 1 Year	1 – 3 Years	3 – 5 Years	More Than 5 Years
Long-term debt (1) .....	271,350	38,066	76,308	133,124	23,852
Capital lease obligations.....	201	106	95	—	—
Operating lease obligations (2).....	72,111	21,985	24,564	12,980	12,582
Purchase obligations.....	5,789	5,789	—	—	—
Total .....	<u>\$ 349,451</u>	<u>\$ 65,946</u>	<u>\$ 100,967</u>	<u>\$ 146,104</u>	<u>\$ 36,434</u>

- (1) Includes interest on our fixed rate Equipment Financing. Interest on variable rate debt is not included.
- (2) Certain operating lease obligations in a currency other than the U.S. dollar will be affected by the exchange rate in effect at the time each cash payment is made.

At December 31, 2016, the total amount of gross unrecognized tax benefits was \$0.4 million. This amount is not included in the above table as the Company cannot reasonably estimate the timing of cash settlements, if any, with taxing authorities. At December 31, 2016, the Company has insurance and claims liabilities of \$19.8 million, of which \$8.7 million are covered by insurance. This amount is not included in the above table as the Company cannot reasonably estimate the timing of cash settlements on these liabilities.

### Off-Balance Sheet Arrangements

None.

### Legal Matters

We are subject to various legal proceedings and other contingencies, the outcomes of which are subject to significant uncertainty. We accrue for estimated losses if it is probable that an asset has been impaired or a liability has been incurred and the amount of the loss can be reasonably estimated. We use judgment and evaluate, with the assistance of legal counsel, whether a loss contingency arising from litigation should be disclosed or recorded. The outcome of legal proceedings is inherently uncertain and so typically a loss cannot be precisely estimated. Accordingly, if the outcome of legal proceedings is different than is anticipated by us, we would have to record the matter at the actual amount at which it was resolved, in the period resolved, impacting our results of operations and financial position for the period.

### Critical Accounting Policies

Our financial statements have been prepared in accordance with U.S. generally accepted accounting principles. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, operating revenues and operating expenses.

Critical accounting policies are those that are both (1) important to the portrayal of our financial condition and results of operations and (2) require management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. As the number of variables and assumptions affecting the possible future resolution of the uncertainties increase, those judgments become even more subjective and complex. In order to provide an understanding about how our management forms its judgments about future events, including the variables and assumptions underlying the estimates, and the sensitivity of those judgments to different circumstances, we have identified our critical accounting policies below.

### ***Revenue Recognition***

We recognize revenue at the time (1) persuasive evidence of an arrangement with our customer exists, (2) services have been rendered, (3) sales price is fixed and determinable, and (4) collectability is reasonably assured. For transportation services, we recognize revenue at the time of delivery to the receiver's location. For service arrangements in general, we recognize revenue after the related services have been rendered. Our customer contracts could involve multiple revenue-generating activities performed for the same customer. When several contracts are entered into with the same customer in a short period of time, we evaluate whether these contracts should be considered as a single, multiple element contract for revenue recognition purposes. Criteria we consider that may result in the aggregation of contracts include whether such contracts are actually entered into within a short period of time, whether services in multiple contracts are interrelated, or if the negotiation and terms of one contract show or include consideration for another contract or contracts. Our current contracts have not been required to be aggregated, as they are negotiated independently on a standalone basis. Our customers typically choose their vendor and award business at the conclusion of a competitive bidding process for each service. As a result, although we evaluate customer purchase orders and agreements for multiple elements and aggregation of individual contracts into a multiple element arrangement, our current contracts do not meet the criteria required for multiple element contract accounting.

We are the primary obligor when rendering transportation, value-added and intermodal services and assume the corresponding credit risk with customers. We have discretion in setting sales prices and, as a result, our earnings may vary. In addition, we have discretion to choose and negotiate terms with our multiple suppliers for the services ordered by our customers. This includes owner-operators with whom we contract to deliver our transportation services.

### ***Allowance for Uncollectible Receivables***

The allowance for potentially uncollectible receivables is based on a combination of historical data, cash payment trends, specific customer issues, write-off trends, general economic conditions and other factors. Management continuously monitors these factors to arrive at the estimate of accounts receivable that may be ultimately uncollectible. The receivables analyzed include trade receivables, as well as loans and advances made to owner-operators. All other balances are reviewed on a pooled basis. This analysis requires us to make significant estimates. Changes in the facts and circumstances that these estimates are based upon and changes in the general economic environment could result in a material change to the allowance for uncollectible receivables. These changes include, but are not limited to, deterioration of customers' financial position, changes in our relationships with our customers, agents and owner-operators and unforeseen issues relating to individual receivables.

### ***Insurance and Claim Costs***

We maintain auto liability, workers compensation and general liability insurance with licensed insurance carriers. We are self-insured for all cargo and equipment damage claims. Insurance and claims expense represents premiums paid by us and the accruals made for claims within our self-insured retention amounts. A liability is recognized for the estimated cost of all self-insured claims including an estimate of incurred but not reported claims based on historical experience and for claims expected to exceed our policy limits. In addition, legal expenses related to auto liability claims are covered under our policy. We are responsible for all other legal expenses related to claims.

We establish reserves for anticipated losses and expenses related to cargo and equipment damage claims and auto liability claims. The reserves consist of specific reserves for all known claims and an estimate for claims incurred but not reported, and losses arising from known claims ultimately settling in excess of insurance coverage using loss development factors based upon industry data and past experience. In determining the reserves, we specifically review all known claims and record a liability based upon our best estimate of the amount to be paid. In making our estimate, we consider the amount and validity of the claim, as well as our past experience with similar claims. In establishing the reserve for claims incurred but not reported, we consider our past claims history, including the length of time it takes for claims to be reported to us. Based on our past experience, the time between when a claim occurs and when it is reported to us is short. As a result, we believe that the number of incurred but not reported claims at any given point in time is small. These reserves are periodically reviewed and adjusted to reflect our experience and updated information relating to specific claims. As of December 31, 2016, we did not have any reserves for workers' compensation or general liability claims. If we experience claims that are not covered by our insurance or that exceed our estimated claim reserve, it could increase the volatility of our earnings and have a materially adverse effect on our financial condition, results of operations or cash flows.

### ***Valuation of Long-Lived Asset, including Goodwill and Intangible Assets***

We are required to test goodwill for impairment annually or more frequently, whenever events occur or circumstances change that would more likely than not reduce the fair value of a reporting unit with goodwill below its carrying amount. We annually test goodwill impairment during the third quarter. Goodwill represents the excess purchase price over the fair value of assets acquired in connection with our acquisitions. We continually assess whether any indicators of impairment exist, which requires a significant amount of judgment. Such indicators may include a sustained significant decline in our share price and market capitalization; a decline in our expected future cash flows; a significant adverse change in legal factors or in the business climate; unanticipated competition; overall weaknesses in our industry; and slower growth rates. Adverse changes in these factors could have a significant impact on the recoverability of goodwill and could have a material impact on our consolidated financial statements. The Company has the option to first assess qualitative factors such as current performance and overall economic conditions to determine whether or not it is necessary to perform a two-step quantitative goodwill impairment test. If the Company chooses that option, we would not be required to perform Step 1 of the test unless we determine that, based on a qualitative assessment, it is more likely than not that the fair value of a reporting unit is less than its carrying value. If we determine that it is more likely than not, or if we choose not to perform a qualitative assessment, we must then proceed with Step 1 of the two-step impairment test. In the two-step quantitative goodwill test, the Company compares the carrying value of a reporting unit to its fair value. If the carrying value of the reporting unit exceeds the estimated fair value, a second step is performed, which compares the implied fair value of goodwill to the carrying value, to determine the amount of impairment. During the third quarter of 2016, we completed our goodwill impairment testing by performing a quantitative assessment. Based on the results of this test, no impairment loss was recognized.

We evaluate the carrying value of long-lived assets, other than goodwill, for impairment by analyzing the operating performance and anticipated future cash flows for those assets, whenever events or changes in circumstances indicate that the carrying amounts of such assets may not be recoverable. We evaluate the need to adjust the carrying value of the underlying assets if the sum of the expected cash flows is less than the carrying value. Our projection of future cash flows, the level of actual cash flows, the methods of estimation used for determining fair values and salvage values can impact impairment. Any changes in management's judgments could result in greater or lesser annual depreciation and amortization expense or impairment charges in the future. Depreciation and amortization of long-lived assets is calculated using the straight-line method over the estimated useful lives of the assets.

### ***Other-than-temporary Impairments***

Periodically, we review all available-for-sale securities for other-than-temporary impairment. An impairment that is an other-than-temporary impairment is a decline in the fair value of a security below its cost basis attributable to factors that indicate the cost basis in the security may not be recoverable in the near term. The determination of an other-than-temporary impairment is a subjective process, and requires judgment and assumptions that could affect the timing of loss realization. We consider several factors including the severity and duration of the decline, the financial condition and near-term prospects of the specific issuers and the industries in which they operate, and our intent and ability to hold these securities for a sufficient period of time to allow for a recovery. If, in our judgment, the impairment is determined to be other-than-temporary, the cost basis of the security is written down to the then-current market value, and the unrealized loss is transferred from accumulated other comprehensive loss as an immediate reduction of current earnings. Gross unrealized holding losses of \$0.6 million as of December 31, 2016 have not been recognized in earnings as these impairments in value were judged to be temporary. We may incur future impairment charges if declines in market values continue or worsen and impairments are no longer considered temporary.

### **Recently Issued Accounting Pronouncements Not Currently Effective**

See Item 8: Note 1(w) to the Consolidated Financial Statements for discussion of new accounting pronouncements.

## **ITEM 7A: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

### **Interest Rate Risk**

Our principal exposure to interest rate risk relates to outstanding borrowing under our ABL Facility, Westport Facility, Real Estate Financing and Margin Facility, all of which charge interest at floating rates. Borrowings under the credit agreements with each of the banks bear interest at LIBOR or a base rate, plus an applicable margin. Our Margin Facility bears interest at a floating rate equal to LIBOR plus 1.10%. As of December 31, 2016, we had total variable interest rate borrowings of \$158.2 million. Assuming variable rate debt levels remain at \$158.2 million for a full year, a 100 basis point increase in interest rates on our variable rate debt would increase interest expense approximately \$1.6 million annually.

In connection with the Westport Facility and the Real Estate Financing, we entered into interest rate swap agreements to fix a portion of the interest rates on our variable rate debt that has a combined notional amount of \$27.7 million at December 31, 2016. Under two of the swap agreements, the Company receives interest at the one-month LIBOR rate plus 2.25%, and pays a fixed rate. The March 2016 swap (swap A) became effective October 2016, has a rate of 4.16% (amortizing notional amount of \$10.0 million) and expires

July 2026, and an additional March 2016 swap (swap B) became effective October 2016, has a rate of 3.83% (amortizing notional amount of \$5.7 million) and expires May 2022. The third interest rate swap agreement (swap C) has a notional amount of \$12.0 million and expires February 2018. Under swap C, the Company receives interest at the one-month LIBOR rate and pays a fixed rate of 0.78%. At December 31, 2016, the fair value of the three swap agreements was an asset of \$0.2 million. Since these swap agreements qualify for hedge accounting, the changes in fair value are recorded in other comprehensive income (loss), net of tax.

Included in cash and cash equivalents is approximately \$4,000 in short-term investment grade instruments. The interest rates on these instruments are adjusted to market rates at least monthly. In addition, we have the ability to put these instruments back to the issuer at any time. Accordingly, any future interest rate risk on these short-term investments would not be material.

### **Commodity Price Risk**

Fluctuations in fuel prices can affect our profitability by affecting our ability to retain or recruit owner-operators. Our owner-operators bear the costs of operating their tractors, including the cost of fuel. The tractors operated by our owner-operators consume large amounts of diesel fuel. Diesel fuel prices fluctuate greatly due to economic, political and other factors beyond our control. To address fluctuations in fuel prices, we seek to impose fuel surcharges on our customers and pass these surcharges on to our owner-operators. Historically, these arrangements have not fully protected our owner-operators from fuel price increases. If costs for fuel escalate significantly it could make it more difficult to attract additional qualified owner-operators and retain our current owner-operators. If we lose the services of a significant number of owner-operators or are unable to attract additional owner-operators, it could have a materially adverse effect on our financial condition, results of operations and cash flows.

Exposure to market risk for fluctuations in fuel prices also relates to a small portion of our transportation service contracts for which the cost of fuel is integral to service delivery and the service contract does not have a mechanism to adjust for increases in fuel prices. Increases and decreases in the price of fuel are generally passed on to our customers for which we realize minimal changes in profitability during periods of steady market fuel prices. However, profitability may be positively or negatively impacted by sudden increases or decreases in market fuel prices during a short period of time as customer pricing for fuel services is established based on market fuel costs. We believe the exposure to fuel price fluctuations would not materially impact our results of operations, cash flows or financial position.

Included in operating revenues are fuel surcharges, where separately identifiable, of \$50.9 million in 2016 compared to \$75.7 million in 2015.

### **Equity Securities Risk**

The Company from time to time invests cash in excess of its current needs in marketable securities, much of which is held in equity securities, which are actively traded on public exchanges. It is the philosophy of the Company to minimize the risk of capital loss without foregoing the potential for capital appreciation through investing in value-and-income oriented investments. However, holding equity securities subjects the Company to fluctuations in the market value of its investment portfolio based on current market prices. A drop in market prices or other unstable market conditions could cause a loss in the value of the Company's marketable securities classified as available-for-sale.

Marketable securities are carried at fair value and are marked to market at the end of each quarter, with the unrealized gains and losses, net of tax, included as a component of accumulated other comprehensive income, unless the declines in value are judged to be other-than-temporary, in which case an impairment charge would be included in the determination of net income. Gross unrealized holding losses of \$0.6 million as of December 31, 2016 have not been recognized in earnings as these impairments in value were judged to be temporary. We may incur future impairment charges if declines in market values continue or worsen and impairments are no longer considered temporary. See Item 8, Note 1(e) to the Consolidated Financial Statements.

As of December 31, 2016, the fair value of equity securities was \$14.4 million compared to \$13.4 million at December 31, 2015. The increase during 2016 represents net realized and unrealized holding gains of \$1.8 million and proceeds from sales of securities totaling \$0.9 million. Realized gains during 2016 were \$0.4 million. A 10% decrease in the market price of our marketable equity securities would cause a corresponding 10% decrease in the carrying amounts of these securities, or approximately \$1.4 million.

### **Foreign Exchange Risk**

For the year ended December 31, 2016, 3.1% of our revenues were derived from services provided outside the United States, principally in Mexico, Canada and Colombia. Exposure to market risk for changes in foreign currency exchange rates relates primarily to selling services and incurring costs in currencies other than the local currency and to the carrying value of net investments in foreign subsidiaries. As a result, we are exposed to foreign currency exchange rate risk due primarily due to translation of the accounts of our Mexican, Canadian and Colombian operations from their local currencies into U.S. dollars and also to the extent we engage in cross-border transactions. The majority of our exposure to fluctuations in the Mexican peso, Canadian dollar, and Colombian peso is



naturally hedged, since a substantial portion of our revenues and operating costs are denominated in each country's local currency. Historically, we have not entered into financial instruments for trading or speculative purposes. Short-term exposures to fluctuating foreign currency exchange rates are related primarily to intercompany transactions. The duration of these exposures is minimized by ongoing settlement of intercompany trading obligations.

The net investments in our Mexican, Canadian and Colombian operations are exposed to foreign currency translation gains and losses, which are included as a component of accumulated other comprehensive income in our statement of shareholders' equity. Adjustments from the translation of the net investment in these operations decreased equity by approximately \$1.2 million for the year ended December 31, 2016.

## **ITEM 8: FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

### **Report of Independent Registered Public Accounting Firm**

Board of Directors and Shareholders  
Universal Logistics Holdings, Inc.  
Warren, Michigan

We have audited the accompanying consolidated balance sheets of Universal Logistics Holdings, Inc. as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2016. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Universal Logistics Holdings, Inc. at December 31, 2016 and 2015, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Universal Logistics Holdings, Inc.'s internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 15, 2017 expressed an unqualified opinion thereon.

/s/ BDO USA, LLP

Troy, Michigan  
March 15, 2017

**UNIVERSAL LOGISTICS HOLDINGS, INC.**

Consolidated Balance Sheets  
December 31, 2016 and 2015  
(In thousands, except share data)

Assets	2016	2015
Current assets:		
Cash and cash equivalents.....	\$ 1,755	\$ 12,930
Marketable securities.....	14,359	13,431
Accounts receivable – net of allowance for doubtful accounts of \$1,613 and \$5,173, respectively.....	144,712	141,275
Other receivables.....	15,438	15,422
Due from affiliates.....	2,513	1,924
Prepaid income taxes.....	11,300	—
Prepaid expenses and other.....	17,374	17,858
Total current assets.....	<u>207,451</u>	<u>202,840</u>
Property and equipment, net.....	246,277	177,189
Goodwill.....	74,484	74,484
Intangible assets – net of accumulated amortization of \$50,971 and \$43,495, respectively.....	37,189	44,665
Deferred income taxes.....	164	83
Other assets.....	4,892	3,894
Total assets.....	<u>\$ 570,457</u>	<u>\$ 503,155</u>
<b>Liabilities and Shareholders' Equity</b>		
Current liabilities:		
Accounts payable.....	\$ 65,945	\$ 46,347
Due to affiliates.....	4,597	3,413
Accrued expenses and other current liabilities.....	19,665	18,989
Insurance and claims.....	19,754	21,906
Income taxes payable.....	—	1,045
Current portion of long-term debt.....	34,455	61,224
Current maturities of capital lease obligations.....	100	916
Total current liabilities.....	<u>144,516</u>	<u>153,840</u>
Long-term liabilities:		
Long-term debt, net of current portion.....	226,812	172,190
Capital lease obligations, net of current maturities.....	92	1,065
Deferred income taxes.....	47,819	40,496
Other long-term liabilities.....	3,486	4,483
Total long-term liabilities.....	<u>278,209</u>	<u>218,234</u>
Shareholders' equity:		
Common stock, no par value. Authorized 100,000,000 shares; 30,917,952 and 30,884,727 shares issued; 28,430,394 and 28,398,900 shares outstanding, respectively.....	30,919	30,885
Paid-in capital.....	3,451	2,914
Treasury stock, at cost; 2,487,558 and 2,485,827 shares, respectively.....	(50,044)	(50,018)
Retained earnings.....	166,033	149,743
Accumulated other comprehensive income (loss):		
Unrealized holding gain on available-for-sale securities, net of income taxes of \$1,512 and \$1,015, respectively.....	2,679	1,801
Interest rate swaps, net of income taxes of \$62 and \$0, respectively.....	99	—
Foreign currency translation adjustments.....	(5,405)	(4,244)
Total shareholders' equity.....	<u>147,732</u>	<u>131,081</u>
Total liabilities and shareholders' equity.....	<u>\$ 570,457</u>	<u>\$ 503,155</u>

**See accompanying notes to consolidated financial statements.**

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Consolidated Statements of Income  
Years ended December 31, 2016, 2015 and 2014  
(In thousands, except per share data)

	2016	2015	2014
Operating revenues:			
Transportation services, including related party amounts of \$1,090, \$400 and \$138, respectively .....	\$ 629,192	\$ 696,134	\$ 769,308
Value-added services .....	302,225	285,258	284,496
Intermodal services, including related party amounts of \$0, \$0 and \$170, respectively .....	141,334	147,381	137,717
Total operating revenues .....	1,072,751	1,128,773	1,191,521
Operating expenses:			
Purchased transportation and equipment rent, including related party amounts of \$233, \$3,347 and \$930, respectively.....	509,775	567,558	615,327
Direct personnel and related benefits, including related party amounts of \$26,267, \$23,792 and \$16,623, respectively.....	262,659	220,653	208,505
Commission expense.....	32,350	37,844	43,922
Operating expenses, including related party amounts of \$2,656, \$1,983 and \$1,233, respectively.....	96,612	108,523	116,611
Occupancy expense, including related party amounts of \$17,174, \$13,174 and \$10,472, respectively.....	31,923	27,004	25,063
Selling, general, and administrative, including related party amounts of \$5,557, \$6,418 and \$3,736, respectively.....	38,426	37,510	42,214
Insurance and claims, including related party amounts of \$15,362, \$17,360 and \$18,102, respectively.....	17,724	21,413	25,991
Depreciation and amortization .....	36,702	34,873	33,053
Total operating expenses .....	1,026,171	1,055,378	1,110,686
Income from operations.....	46,580	73,395	80,835
Interest income .....	157	55	46
Interest expense .....	(8,266)	(9,235)	(8,229)
Other non-operating income.....	934	790	447
Income before provision for income taxes .....	39,405	65,005	73,099
Provision for income taxes .....	15,161	25,004	27,729
Net income.....	\$ 24,244	\$ 40,001	\$ 45,370
Earnings per common share:			
Basic.....	\$ 0.85	\$ 1.37	\$ 1.51
Diluted.....	\$ 0.85	\$ 1.37	\$ 1.51
Weighted average number of common shares outstanding:			
Basic.....	28,411	29,233	30,013
Diluted.....	28,411	29,235	30,044
Dividends declared per common share.....	\$ 0.28	\$ 0.28	\$ 0.28

**See accompanying notes to consolidated financial statements.**

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Consolidated Statements of Comprehensive Income  
Years ended December 31, 2016, 2015 and 2014  
(In thousands, except per share data)

	<b>2016</b>	<b>2015</b>	<b>2014</b>
Net Income .....	\$ 24,244	\$ 40,001	\$ 45,370
Other comprehensive income (loss):			
Unrealized holding gains (losses) on available-for-sale securities arising during the period, net of income taxes .....	1,142	(1,015)	412
Realized gains on available-for-sale securities reclassified into income, net of income taxes .....	(264)	(72)	—
Unrealized changes in fair value of interest rate swaps, net of income taxes .....	99	—	—
Foreign currency translation adjustments .....	(1,161)	(2,252)	(1,631)
Total other comprehensive (loss) .....	(184)	(3,339)	(1,219)
Total comprehensive income .....	\$ 24,060	\$ 36,662	\$ 44,151

**See accompanying notes to consolidated financial statements.**

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Consolidated Statements of Cash Flows  
Years ended December 31, 2016, 2015 and 2014  
(In thousands)

	2016	2015	2014
Cash flows from operating activities:			
Net income .....	\$ 24,244	\$ 40,001	\$ 45,370
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization .....	36,702	34,873	33,053
Gain on sale of marketable equity securities .....	(412)	(347)	—
Other-than-temporary impairment of marketable securities .....	—	230	—
Loss on disposal of property and equipment .....	161	239	233
Amortization of debt issuance costs .....	312	648	693
Write-off of debt issuance costs .....	—	1,272	—
Stock-based compensation .....	571	494	1,485
Provision for doubtful accounts .....	3,099	3,004	3,504
Deferred income taxes .....	6,610	478	1,433
Change in assets and liabilities:			
Trade and other accounts receivable .....	(7,510)	4,424	(19,857)
Prepaid income taxes, prepaid expenses and other assets .....	(12,748)	4,347	984
Accounts payable, accrued expenses, insurance and claims and other current liabilities .....	18,003	(11,695)	13,027
Due to/from affiliates, net .....	595	83	(1)
Other long-term liabilities .....	(998)	253	(532)
Net cash provided by operating activities .....	68,629	78,304	79,392
Cash flows from investing activities:			
Capital expenditures .....	(97,351)	(26,257)	(59,784)
Proceeds from the sale of property and equipment .....	2,426	816	1,326
Purchases of marketable securities .....	(17)	(1,159)	(2,063)
Proceeds from sale of marketable securities .....	866	441	—
Acquisitions of businesses .....	—	—	(2,648)
Net cash used in investing activities .....	(94,076)	(26,159)	(63,169)
Cash flows from financing activities:			
Proceeds from borrowing - revolving debt .....	220,633	172,758	135,019
Repayments of debt - revolving debt .....	(217,368)	(161,293)	(135,149)
Proceeds from borrowing - term debt .....	99,534	163,578	2,500
Repayments of debt - term debt .....	(78,520)	(175,428)	(4,572)
Dividends paid .....	(7,954)	(8,171)	(8,409)
Payment of capital lease obligations .....	(1,789)	(1,050)	(1,349)
Purchases of treasury stock .....	(26)	(35,065)	(5,631)
Capitalized financing costs .....	(396)	(1,499)	—
Net cash provided by (used in) financing activities .....	14,114	(46,170)	(17,591)
Effect of exchange rate changes on cash and cash equivalents .....	158	(1,046)	(854)
Net (decrease) increase in cash .....	(11,175)	4,929	(2,222)
Cash and cash equivalents – January 1 .....	12,930	8,001	10,223
Cash and cash equivalents – December 31 .....	\$ 1,755	\$ 12,930	\$ 8,001

**See accompanying notes to consolidated financial statements.**

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Consolidated Statements of Cash Flows - Continued  
Years ended December 31, 2016, 2015 and 2014  
(In thousands)

	2016	2015	2014
<b>Supplemental cash flow information:</b>			
Cash paid for interest.....	\$ 7,802	\$ 7,649	\$ 7,379
Cash paid for income taxes.....	\$ 20,896	\$ 21,541	\$ 20,833
<b>Acquisition of businesses:</b>			
Fair value of assets acquired, net of cash.....	\$ —	\$ —	\$ 1,270
Payment of acquisition obligations.....	—	—	1,378
Net cash paid for acquisition of businesses.....	\$ —	\$ —	\$ 2,648

**Non-cash investing and financing activities (Note 8):**

During the year ended December 31, 2016, the Company made \$3.7 million of non-cash capital expenditures pursuant to a promissory note.

**See accompanying notes to consolidated financial statements.**

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Consolidated Statements of Shareholders' Equity  
Years ended December 31, 2016, 2015 and 2014  
(In thousands)

	<u>Common stock</u>	<u>Paid-in capital</u>	<u>Treasury stock</u>	<u>Retained earnings</u>	<u>Accumulated other comprehensive income (loss)</u>	<u>Total</u>
Balances – December 31, 2013 .....	\$ 30,746	\$ 1,074	\$ (9,322)	\$ 80,952	\$ 2,115	\$ 105,565
Net income .....	—	—	—	45,370	—	45,370
Comprehensive income .....	—	—	—	—	(1,219)	(1,219)
Dividends paid (\$0.28 per share) .....	—	—	—	(8,409)	—	(8,409)
Issuance of common stock .....	20	(20)	—	—	—	—
Stock based compensation .....	91	1,394	—	—	—	1,485
Purchases of treasury stock .....	—	—	(5,631)	—	—	(5,631)
Balances – December 31, 2014 .....	<u>\$ 30,857</u>	<u>\$ 2,448</u>	<u>\$ (14,953)</u>	<u>\$ 117,913</u>	<u>\$ 896</u>	<u>\$ 137,161</u>
Net income .....	—	—	—	40,001	—	40,001
Comprehensive loss .....	—	—	—	—	(3,339)	(3,339)
Dividends paid (\$0.28 per share) .....	—	—	—	(8,171)	—	(8,171)
Stock based compensation .....	28	466	—	—	—	494
Purchases of treasury stock .....	—	—	(35,065)	—	—	(35,065)
Balances – December 31, 2015 .....	<u>\$ 30,885</u>	<u>\$ 2,914</u>	<u>\$ (50,018)</u>	<u>\$ 149,743</u>	<u>\$ (2,443)</u>	<u>\$ 131,081</u>
Net income .....	—	—	—	24,244	—	24,244
Comprehensive loss .....	—	—	—	—	(184)	(184)
Dividends paid (\$0.28 per share) .....	—	—	—	(7,954)	—	(7,954)
Stock based compensation .....	34	537	—	—	—	571
Purchases of treasury stock .....	—	—	(26)	—	—	(26)
Balances – December 31, 2016 .....	<u>\$ 30,919</u>	<u>\$ 3,451</u>	<u>\$ (50,044)</u>	<u>\$ 166,033</u>	<u>\$ (2,627)</u>	<u>\$ 147,732</u>

**See accompanying notes to consolidated financial statements.**



## UNIVERSAL LOGISTICS HOLDINGS, INC.

Notes to Consolidated Financial Statements

December 31, 2016, 2015 and 2014

### (1) Summary of Significant Accounting Policies

#### *(a) Business*

Universal Logistics Holdings, Inc. (“Universal” or the “Company”), through its subsidiaries, is a leading asset-light provider of customized transportation and logistics solutions throughout the United States, and in Mexico, Canada and Colombia. Formerly known as Universal Truckload Services, Inc., we provide our customers with supply chain solutions that can be scaled to meet their changing demands. We offer our customers with a broad array of services across their entire supply chain, including transportation, value-added, and intermodal services. Our customized solutions and flexible business model are designed to provide us with a highly variable cost.

#### *(b) Basis of Presentation*

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany accounts and transactions relating to these entities have been eliminated.

Our fiscal year consists of four quarters, each with thirteen weeks.

Certain immaterial reclassifications have been made to the prior financial statements in order for them to conform to the December 31, 2016 presentation.

#### *(c) Use of Estimates*

The preparation of the consolidated financial statements requires management of the Company to make a number of estimates and assumptions related to the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the period.

Significant items subject to such estimates and assumptions include the fair value of assets and liabilities acquired in business combinations; carrying amounts of property and equipment and intangible assets; marketable securities; valuation allowances for receivables; and liabilities related to insurance and claim costs. Actual results could differ from those estimates.

#### *(d) Cash and Cash Equivalents*

We consider all highly liquid investments, purchased with a maturity of three months or less, to be cash equivalents. Accounts at banks with an aggregate excess of the amount of checks issued over cash balances are included as accounts payable in current liabilities in the consolidated balance sheets, and changes in such accounts are reported as cash flows from operating activities in the consolidated statements of cash flows.

#### *(e) Marketable Securities*

At December 31, 2016 and 2015, marketable securities, all of which are available-for-sale, consist of common and preferred stocks. Marketable securities are carried at fair value, with unrealized gains and losses, net of related income taxes, reported as accumulated other comprehensive income (loss), except for losses from impairments which are determined to be other-than-temporary. Realized gains and losses, and declines in value judged to be other-than-temporary on available-for-sale securities are included in the determination of net income and are included in other non-operating income (expense), at which time the average cost basis of these securities are adjusted to fair value. Fair values are based on quoted market prices at the reporting date. Interest and dividends on available-for-sale securities are included in other non-operating income (expense). During the years ended December 31, 2016 and 2015, we received proceeds of \$0.9 million and \$0.4 million from the sale of marketable securities with a combined cost of \$0.5 million and \$0.1 million resulting in a realized gain of \$0.4 million and \$0.3 million, respectively. The Company did not sell any marketable securities during the year ended December 31, 2014.

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
December 31, 2016, 2015 and 2014

**(1) Summary of Significant Accounting Policies—continued**

**(e) Marketable Securities—continued**

The cost, gross unrealized holding gains, gross unrealized holding losses, and fair value of available-for-sale securities by type were as follows (in thousands):

	Cost	Gross unrealized holding gains	Gross unrealized holding (losses)	Fair Value
At December 31, 2016.....				
Equity Securities .....	\$ 10,168	\$ 4,780	\$ (589)	\$ 14,359
At December 31, 2015.....				
Equity Securities .....	\$ 10,614	\$ 3,958	\$ (1,141)	\$ 13,431

Included in equity securities at December 31, 2016 were securities with a book basis of \$3.5 million and a cumulative loss position of \$0.6 million, the impairment of which we consider to be temporary. We consider several factors in determining as to whether declines in value are judged to be temporary or other-than-temporary, including the severity and duration of the decline, the financial condition and near-term prospects of the specific issuers and the industries in which they operate, and our intent and ability to hold these securities. We may incur future impairment charges if declines in market values continue and/or worsen and impairments are no longer considered temporary.

The fair value and gross unrealized holding losses of our marketable securities that are not deemed to be other-than-temporarily impaired aggregated by type and length of time they have been in a continuous unrealized loss position were as follows (in thousands):

	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
At December 31, 2016.....						
Equity securities .....	\$ 426	\$ 41	\$ 2,438	\$ 548	\$ 2,864	\$ 589
At December 31, 2015.....						
Equity securities .....	\$ 3,099	\$ 987	\$ 345	\$ 154	\$ 3,444	\$ 1,141

At December 31, 2016, our portfolio of equity securities in a continuous loss position, the impairment of which we consider to be temporary, consists primarily of common stocks in the oil and gas, banking, transportation, communication, and pharmaceutical industries. The fair value and unrealized losses are distributed in 27 publicly traded companies, with no single industry or company representing a material or concentrated unrealized loss. We have evaluated the near-term prospects of the various industries, as well as the specific issuers within our portfolio, in relation to the severity and duration of the impairments, and based on that evaluation, and our ability and intent to hold these investments for a reasonable period of time to allow for a recovery of fair value, we do not consider these investments to be other-than-temporarily impaired at December 31, 2016.

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
December 31, 2016, 2015 and 2014

**(1) Summary of Significant Accounting Policies—continued**

**(f) Accounts Receivable**

Accounts receivable are recorded at the net invoiced amount, net of an allowance for doubtful accounts, and do not bear interest. They include unbilled amounts for services rendered in the respective period but not yet billed to the customer until a future date, which typically occurs within one month. In order to reflect customer receivables at their estimated net realizable value, we record charges against revenue based upon current information. These charges generally arise from rate changes, errors, and revenue adjustments that may arise from contract disputes or differences in calculation methods employed by the customer. The allowance for doubtful accounts is our best estimate of the amount of probable credit losses in our existing accounts receivable. We determine the allowance based on historical write-off experience and the aging of our outstanding accounts receivable. Balances are considered past due based on invoiced terms. Account balances are charged off against the allowance after all means of collection have been exhausted and the potential for recovery is considered remote. We do not have any off-balance-sheet credit exposure related to our customers. Accounts receivable from affiliates are shown separately and include trade receivables from the sale of services to affiliates.

**(g) Inventories**

Included in prepaid expenses and other is inventory used in a portion of our value-added service operations. Inventories are stated at the lower of cost or market. Cost is determined using the first-in, first-out method. Provisions for excess and obsolete inventories are based on our assessment of excess and obsolete inventory on a product-by-product basis.

At December 31, inventory consists of the following (in thousands):

	2016	2015
Raw materials and supplies .....	\$ 7,077	\$ 7,660
Finished goods .....	1,540	962
	\$ 8,617	\$ 8,622

**(h) Property and Equipment**

Property and equipment, including leasehold improvements, are carried at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets as follows:

Description	Life in Years
Transportation equipment .....	3 - 15
Other operating assets .....	3 - 15
Information technology equipment .....	3 - 5
Buildings and related assets .....	10 - 39

The amounts recorded for depreciation expense were \$29.2 million, \$25.8 million, and \$23.1 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Tire repairs, replacement tires, replacement batteries, consumable tools used in our logistics services, and routine repairs and maintenance on vehicles are expensed as incurred. Parts and fuel inventories are included in prepaid expenses and other. We capitalize certain costs associated with vehicle repairs and maintenance that materially extend the life or increase the value of the vehicle or pool of vehicles.

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
December 31, 2016, 2015 and 2014

**(1) Summary of Significant Accounting Policies—continued**

**(i) Intangible Assets**

Intangible assets subject to amortization consist of customer contracts and agent and customer relationships that have been acquired in business combinations. These assets are amortized either over the period of economic benefit or on a straight-line basis over the estimated useful lives of the related intangible asset. The estimated useful lives of these intangible assets range from three to nineteen years. The weighted average amortization period for customer contracts is approximately three years, and the weighted average amortization period for agent and customer relationships is approximately fifteen years. Collectively, the weighted average amortization period of assets subject to amortization is approximately twelve years. The useful lives of acquired trademarks are indefinite and, therefore, not subject to amortization.

Our identifiable intangible assets as of December 31, 2016 and 2015 are as follows (in thousands):

	<u>2016</u>	<u>2015</u>
Indefinite Lived Intangibles:		
Trademarks.....	\$ 2,500	\$ 2,500
Definite Lived Intangibles:		
Agent and customer relationships .....	65,060	65,060
Customer contracts.....	20,600	20,600
Less: accumulated amortization .....	<u>(50,971)</u>	<u>(43,495)</u>
Intangible assets, net.....	<u>\$ 34,689</u>	<u>\$ 42,165</u>
Total Identifiable Intangible Assets.....	<u>\$ 37,189</u>	<u>\$ 44,665</u>

Estimated amortization expense by year is as follows (in thousands):

2017.....	\$ 5,995
2018.....	2,517
2019.....	2,265
2020.....	1,970
2021.....	1,959
Thereafter .....	<u>19,983</u>
Total .....	<u>\$ 34,689</u>

The amounts recorded for amortization expense were \$7.5 million, \$9.2 million, and \$9.9 million for the years ended December 31, 2016, 2015 and 2014, respectively.

**(j) Goodwill**

Goodwill represents the excess purchase price over the fair value of assets acquired in connection with the Company's acquisitions. Under FASB Accounting Standards Codification, or ASC, Topic 350 "Intangibles – Goodwill and Other", we are required to test goodwill for impairment annually (in our third fiscal quarter) or more frequently, whenever events occur or circumstances change that would more likely than not reduce the fair value of a reporting unit with goodwill below its carrying amount. We have the option to first assess qualitative factors such as current performance and overall economic conditions to determine whether or not it is necessary to perform a two-step quantitative goodwill impairment test. If we choose that option, we would not be required perform Step 1 of the test unless we determine that, based on a qualitative assessment, it is more likely than not that the fair value of a reporting unit is less than its carrying value. If we determine that it is more likely than not, or if we choose not to perform a qualitative assessment, we may then proceed with Step 1 of the two-step impairment test. In the quantitative goodwill test, a company compares the carrying value of a reporting unit to its fair value. If the carrying value of the reporting unit exceeds the estimated fair value, a second step is performed, which compares the implied fair value of goodwill to the carrying value, to determine the amount of impairment. During the third quarter of 2016, we completed our goodwill impairment testing by performing a quantitative assessment. Based on the results of this test, no impairment loss was recognized.

**(1) Summary of Significant Accounting Policies—continued**

***(j) Goodwill—continued***

At both December 31, 2016 and 2015, the carrying amount of goodwill was \$74.5 million, of which \$18.2 million was recorded in our transportation segment and \$56.3 million in our logistics segment.

***(k) Long-Lived Assets***

Long-lived assets, other than goodwill and indefinite lived intangibles such as property and equipment and purchased intangible assets subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or group may not be recoverable. If circumstances require a long-lived asset to be tested for possible impairment, we first compare the undiscounted cash flows expected to be generated by a long-lived asset or group to its carrying value. If the carrying value of the long-lived asset or group is deemed to not be recoverable on an undiscounted cash flow basis, an impairment charge is recognized to the extent that the carrying value exceeds its fair value. Fair value is determined through various valuation techniques including discounted cash flow models, quoted market prices and independent third-party appraisals. Changes in management's judgment relating to salvage values and/ or estimated useful lives could result in greater or lesser annual depreciation expense or impairment charges in the future. Indefinite lived intangibles are tested for impairment annually by comparing the carrying value of the assets to their fair value.

***(l) Contingent Consideration***

Contingent consideration arrangements granted in connection with a business combination are evaluated to determine whether contingent consideration is, in substance, additional purchase price of an acquired enterprise or compensation for services, use of property or profit sharing. Additional purchase price is added to the fair value of consideration transferred in the business combination and compensation is included in operating expenses in the period it is incurred. Contingent consideration related to additional purchase price is remeasured to fair value at each reporting date until the contingency is resolved.

***(m) Fair Value of Financial Instruments***

For cash equivalents, accounts receivables, accounts payable, and accrued expenses, the carrying amounts are reasonable estimates of fair value as the assets are readily redeemable or short-term in nature and the liabilities are short-term in nature. Marketable securities, consisting of equity securities, are carried at fair market value as determined by quoted market prices. Our revolving credit and term loan agreements consist of variable rate borrowings. The carrying value of these borrowings approximates fair value because the applicable interest rates are adjusted frequently based on short-term market rates. For our equipment promissory notes, the fair values are estimated using discounted cash flow analyses, based on our current incremental borrowing rates for similar types of borrowing arrangements. See Note 7 "Fair Value Measurement and Disclosures" for further information.

***(n) Deferred Compensation***

Deferred compensation relates to our bonus plans. Annual bonuses may be awarded to certain operating, sales and management personnel based on overall Company performance and achievement of specific employee or departmental objectives. Such bonuses are typically paid in annual installments over a five-year period. All bonus amounts earned by and due to employees in the current year are included in accrued expenses and other current liabilities. Those that are payable in subsequent years are included in other long-term liabilities.

**(1) Summary of Significant Accounting Policies—continued**

***(o) Closing Costs***

Our customers may discontinue or alter their business activity in a location earlier than anticipated, prompting us to exit a customer-dedicated facility. We recognize exit costs associated with operations that close or are identified for closure as an accrued liability in the Consolidated Balance Sheets. Such charges include lease termination costs, employee termination charges, asset impairment charges, and other exit-related costs associated with a plan approved by management. If we close an operating facility before its lease expires, costs to terminate a lease are recognized when an early termination provision is exercised, or we record a liability for non-cancellable lease obligations based on the fair value of remaining lease payments, reduced by any existing or prospective sublease rentals. Employee termination costs are recognized in the period that the closure is communicated to affected employees. The recognition of exit and disposal charges requires us to make certain assumptions and estimates as to the amount and timing of such charges. Subsequently, adjustments are made for changes in estimates in the period in which the change becomes known.

***(p) Revenue and Related Expenses***

We are the primary obligor when rendering transportation services, value-added services and intermodal services, and we assume the corresponding credit risk with customers. We have discretion in setting sales prices and, as a result, our earnings may vary. In addition, we have discretion to choose and negotiate terms with our multiple suppliers for the services ordered by our customers. This includes owner-operators with whom we contract to deliver our transportation services. As such, revenue and the related purchased transportation and commissions are recognized on a gross basis when persuasive evidence of an arrangement exists, delivery has occurred at the receiver's location or for service arrangements after the related services have been rendered, the revenue and related expenses are fixed or determinable and collectability is reasonably assured. Fuel surcharges, where separately identifiable, of \$50.9 million, \$75.7 million and \$119.7 million for the years ended December 31, 2016, 2015 and 2014, respectively, are included in operating revenues.

Revenues and associated costs for the sales of axles and machined components are recognized when title has passed and the risks and rewards of ownership are transferred, which is at the time of shipment.

Our customer contracts could involve multiple revenue-generating activities performed for the same customer. When several contracts are entered into with the same customer in a short period of time, we evaluate whether these contracts should be considered as a single, multiple element contract for revenue recognition purposes. Criteria we consider that may result in the aggregation of contracts include whether such contracts are actually entered into within a short period of time, whether services in multiple contracts are interrelated, or if the negotiation and terms of one contract show or include consideration for another contract or contracts. Our current contracts have not been required to be aggregated, as they are negotiated independently on a standalone basis. Our customers typically choose their vendor and award business at the conclusion of a competitive bidding process for each service. As a result, although we evaluate customer purchase orders and agreements for multiple elements and aggregation of individual contracts into a multiple element arrangement, our current contracts do not meet the criteria required for multiple element contract accounting.

***(q) Insurance & Claims***

Insurance and claims expense represents charges for premiums and the accruals made for claims within our self-insured retention amounts. The accruals are primarily related to auto liability, general liability, cargo and equipment damage, and service failure claims. A liability is recognized for the estimated cost of all self-insured claims including an estimate of incurred but not reported claims based on historical experience and for claims expected to exceed our policy limits. We may also make accruals for personal injury and property damage to third parties, and workers' compensation claims if a claim exceeds our insurance coverage. Such accruals are based upon individual cases and estimates of ultimate losses, incurred but not reported losses, and losses arising from known claims ultimately settling in excess of insurance coverage using loss development factors based upon industry data and past experience. Since the reported accrual is an estimate, the ultimate liability may be different from the amount recorded.

If adjustments to previously established accruals are required, such amounts are included in operating expenses in the current period. We maintain insurance with licensed insurance carriers. Legal expenses related to auto liability claims are covered under our insurance policy. We are responsible for all other legal expenses related to claims.

**(1) Summary of Significant Accounting Policies—continued**

***(q) Insurance & Claims—continued***

In brokerage arrangements, our exposure to liability associated with accidents incurred by other third-party carriers, who haul freight on our behalf, is reduced by various factors including the extent to which the third party providers maintain their own insurance coverage.

Our insurance expense varies primarily based upon the frequency and severity of our accident experience, insurance rates, coverage limits, and self-insured retention amounts.

***(r) Stock Based Compensation***

We record compensation expense for the grant of stock based awards. Compensation expense is measured at the grant date, based on the calculated fair value of the award, and recognized as an expense over the requisite service period (generally the vesting period of the grant). See Note 13 “Stock Based Compensation” for further information.

***(s) Income Taxes***

Deferred income taxes are provided for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. During 2016, we adopted Accounting Standards Update 2015-17 – *Balance Sheet Classification of Deferred Taxes* (“ASU 2015-17”), which requires an entity to present deferred tax assets and deferred tax liabilities as noncurrent in a classified balance sheet. Deferred tax assets in the prior period presented have been reclassified to conform to the current year presentation. See Note 9, Income Taxes, for further information.

We are no longer subject to U.S. federal income tax examinations by tax authorities for years before 2012. In addition, we file income tax returns in various state, local and foreign jurisdictions. Historically, we have been responsible for filing separate state, local and foreign income tax returns for our self and our subsidiaries. We are no longer subject to state or foreign jurisdiction income tax examinations for years before 2011 and 2010, respectively.

We recognize the effect of income tax positions only if those positions are more likely than not of being sustained. Recognized income tax positions are measured at the largest amount that is greater than 50% likely of being realized. Changes in recognition or measurement are reflected in the period in which the change in judgment occurs. We recognize interest related to unrecognized tax benefits in income tax expense and penalties in other operating expenses.

***(t) Foreign Currency Translation***

The financial statements of the Company’s subsidiaries operating in Mexico, Canada and Colombia are prepared to conform to U.S. GAAP and translated into U.S. Dollars by applying a current exchange rate. The local currency has been determined to be the functional currency. Items appearing in the Consolidated Statements of Income are translated using average exchange rates during each period. Assets and liabilities of international operations are translated at period-end exchange rates. Translation gains and losses are reported in accumulated other comprehensive income (loss) as a component of shareholders’ equity.

***(u) Segment Information***

We report our financial results in two reportable segments, the transportation segment and the logistics segment, based on the nature of the underlying customer commitment and the types of investments required to support these commitments. This presentation reflects the manner in which management evaluates our operating segments, including an evaluation of economic characteristics and applicable aggregation criteria.

Operations aggregated in our transportation segment are associated with individual freight shipments coordinated by our agents, company-managed terminals and specialized services operations. In contrast, operations aggregated in our logistics segment deliver value-added services or transportation services to specific customers on a dedicated basis, generally pursuant to contract terms of one year or longer. Other non-reportable operating segments are comprised of the Company’s subsidiaries that provide support services to other subsidiaries and to owner-operators, including shop maintenance and equipment leasing.

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
December 31, 2016, 2015 and 2014

**(1) Summary of Significant Accounting Policies—continued**

***(v) Concentrations of Credit Risk***

Financial instruments, which potentially subject us to concentrations of credit risk, consist principally of cash and cash equivalents, marketable securities and accounts receivable. We maintain our cash and cash equivalents and marketable securities with high quality financial institutions. We perform ongoing credit evaluations of our customers and generally do not require collateral. Our customers are generally concentrated in the automotive, wind energy, building materials, machinery and metals industries. During the fiscal years ended December 31, 2016, 2015 and 2014, aggregate sales in the automotive industry totaled 42.5%, 37.3% and 36.5% of revenue, respectively. In 2016, 2015 and 2014, General Motors accounted for approximately 17.9%, 11.4% and 9.7% of our total operating revenues, respectively. In 2016, sales to our top 10 customers, including General Motors, totaled 40.9%.

***(w) Recent Accounting Pronouncements***

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers. ASU 2014-09 is a comprehensive revenue recognition model requiring a company to recognize revenue to depict the transfer of goods or services to a customer at an amount reflecting the consideration it expects to receive in exchange for those goods or services. In applying the new guidance, an entity will (1) identify the contract(s) with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the contract's performance obligations; and (5) recognize revenue when (or as) the entity satisfies a performance obligation. In July 2015, the FASB approved deferring the effective date by one year to December 15, 2017 for annual reporting periods beginning after that date. The FASB also approved permitting early adoption of the standard, but not before the original effective date of December 15, 2016. We do not plan to adopt the standard early and have not yet determined which transition method will be used. We are currently evaluating the effects of this standard. We have performed an initial assessment by reviewing our current revenue recognition practices to those required by the new standard. The adoption of ASU 2014-09 is not expected to have a material impact on the Company's financial statements.

In April 2015, the FASB issued ASU 2015-03, Interest—Imputation of Interest. On January 1, 2016, the Company adopted this ASU on a retrospective basis. Adoption resulted in a reclassification in the Company's current prepaid expenses and other, and noncurrent other assets in its consolidated balance sheet as of December 31, 2015 of \$0.3 million and \$1.2 million, respectively. The corresponding decreases were in the net presentation of the Company's debt liability to the current portions of long-term debt and noncurrent long-term debt, respectively. See Note 4, Debt, for further information.

In November 2015, the FASB issued ASU 2015-17, Balance Sheet Classification of Deferred Taxes, which is intended to simplify the presentation of deferred income taxes. During 2016, the Company adopted this ASU. Deferred tax assets in the prior period presented have been reclassified to conform to the current year presentation. See Note 9, Income Taxes, for further information.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities. Among other things, the ASU requires equity investments, with certain exceptions, to be measured at fair value with changes in fair value recognized in net income; simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements; and clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities. The amendments are to be applied by means of a cumulative-effect adjustment to the balance sheet and are effective for interim and annual periods beginning after December 15, 2017. With certain exceptions, early adoption is not permitted. We are currently evaluating the effects ASU 2016-01 will have on our consolidated financial statements and related disclosures. We currently disclose approximately \$4.8 million in gross unrealized holdings gains and \$0.6 million in gross unrealized holdings losses in Note 1(e), Marketable Securities.



**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
December 31, 2016, 2015 and 2014

**(1) Summary of Significant Accounting Policies—continued**

***(w) Recent Accounting Pronouncements - continued***

In February 2016, the FASB issued ASU 2016-02, Leases. The objective of the new standard is to establish principles for lessees and lessors to report information about the amount, timing, and uncertainty of cash flows arising from a lease. The ASU will require a lessee to recognize the assets and liabilities that arise from leases, including operating leases. Under the new requirements, a lessee will recognize in the statement of financial position a liability to make lease payments (the lease liability) and the right-of-use asset representing the right to the underlying asset for the lease term. For leases with a term of 12 months or less, the lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. The standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application of the amendment is permitted. We are currently evaluating the effects ASU 2016-02 will have on our consolidated financial statements and related disclosures. We currently disclose approximately \$72.1 million in operating lease obligations in Note 10, Leases. We will evaluate those contracts as well as other existing arrangements to determine if they qualify for lease accounting under the new standard. Upon adoption, we would expect the amount recognized for the right-of-use assets and lease liabilities to be material. We do not plan to early adopt the new standard.

In January 2017, the FASB issued ASU 2017-04, Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. This update simplifies the accounting for goodwill impairments by eliminating step 2 from the goodwill impairment test. Instead, if the carrying amount of a reporting unit exceeds its fair value, and impairment loss shall be recognized in an amount equal to that excess, limited to the total amount of goodwill allocated to that reporting unit. The ASU is effective for annual and any interim impairment tests for periods beginning after December 15, 2019. We have not yet selected a transition date nor have we determined the effect of the standard on our ongoing financial reporting.

**(2) Business Combinations**

In September 2014, we acquired certain assets of Bull’s-Eye Express, Inc. and its affiliates (collectively, “Bull’s-Eye”), based in Albany, Missouri for \$1.6 million. Bull’s-Eye is a regional provider of industrial equipment transportation and freight consolidation services and is strategically positioned to service customers in the Midwest. As of December 31, 2014, \$1.3 million of the purchase price was paid in cash and the remaining \$0.3 million consisted of partial forgiveness of a debt due to us. Following the acquisition, Bull’s-Eye operates as part of Universal Truckload, Inc.

The pro forma effect of this acquisition has been omitted, as the effect is immaterial to the Company’s results of operations, financial position and cash flows. The allocation of the purchase price was as follows (in thousands):

Intangible assets.....	\$	1,007
Property and equipment.....		400
Goodwill (tax deductible).....		163
	<u>\$</u>	<u>1,570</u>

The intangible assets, which represent Bull’s-Eye’s customer relationships, are being amortized over a period of seven years.

The operating results of Bull’s-Eye have been included in the Consolidated Statements of Income since its acquisition date; however, such operating results have not been separately disclosed as it is deemed immaterial.

Goodwill represents the excess of the purchase price over the estimated fair value assigned to the net tangible and identifiable intangible assets acquired by Universal, and the expected synergies to be achieved through the integration of Bull’s-Eye into Universal.

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
December 31, 2016, 2015 and 2014

**(3) Accounts Receivable**

Accounts receivable amounts appearing in the financial statements include both billed and unbilled receivables. We bill customers in accordance with contract terms, which may result in a brief timing difference between when revenue is recognized and when invoices are rendered. Unbilled receivables, which usually are billed within one month, totaled \$16.4 million and \$11.8 million at December 31, 2016 and 2015, respectively.

Accounts receivable are presented net of an allowance for doubtful accounts. Following is a summary of the activity in the allowance for doubtful accounts for the years ended December 31 (in thousands):

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Balance at beginning of year.....	\$ 5,173	\$ 5,207	\$ 2,688
Provision for doubtful accounts.....	3,099	3,004	3,504
Uncollectible accounts written off.....	(6,659)	(3,038)	(985)
Balance at end of year.....	<u>\$ 1,613</u>	<u>\$ 5,173</u>	<u>\$ 5,207</u>

**(4) Property and Equipment**

Property and equipment at December 31 consists of the following (in thousands):

	<u>2016</u>	<u>2015</u>
Transportation equipment.....	\$ 214,046	\$ 185,351
Land, buildings and related assets.....	96,549	73,096
Other operating assets.....	77,252	66,290
Information technology equipment.....	19,520	18,660
Construction in process.....	20,204	5,607
	427,571	349,004
Less accumulated depreciation.....	(181,294)	(171,815)
Total.....	<u>\$ 246,277</u>	<u>\$ 177,189</u>

**(5) Accrued Expenses and Other Current Liabilities**

Accrued expenses consist of the following items at December 31 (in thousands):

	<u>2016</u>	<u>2015</u>
Payroll related items.....	\$ 8,379	\$ 6,833
Driver escrow liabilities.....	7,601	4,486
Commissions, taxes and other.....	3,685	7,670
Total.....	<u>\$ 19,665</u>	<u>\$ 18,989</u>

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
December 31, 2016, 2015 and 2014

**(6) Debt**

Debt is comprised of the following (in thousands):

	Interest Rates at December 31, 2016	December 31,	
		2016	2015
Outstanding Debt:			
ABL Facility (1) .....	2.27% to 4.25%	\$ 71,600	\$ 59,569
Westport Facility (2).....			
Term Loan.....	3.26%	34,000	40,000
Revolver.....	2.76%	3,000	11,766
Equipment Financing (3).....	3.18% to 4.11%	104,607	83,578
Real Estate Financing (4) .....	3.00%	49,643	—
Margin Facility (5).....	1.86%	—	—
Unsecured Loan.....	NA	—	40,000
Unamortized debt issuance costs.....		(1,583)	(1,499)
		<u>261,267</u>	<u>233,414</u>
Less current portion of long-term debt.....		34,455	61,224
Total long-term debt, net of current portion.....		<u>\$ 226,812</u>	<u>\$ 172,190</u>

(1) The ABL Facility provides for maximum borrowings of \$120 million at a variable rate of interest based on LIBOR or a base rate, and matures on December 23, 2020. The facility, which is secured by cash, deposits and accounts receivable of the borrowing subsidiaries, includes customary affirmative and negative covenants and events of default, as well as financial covenants requiring a minimum fixed charge coverage ratio to be maintained after a triggering event. Interest on base rate advances is payable quarterly, and interest on each LIBOR-based advance is payable on the last day of the applicable interest period. At December 31, 2016, we were in compliance with all covenants under the Facility, and \$22.9 million was available for borrowing.

(2) The Westport Facility provides our subsidiary, Westport Axle Corporation, with maximum borrowings of \$60 million in the form of a \$40 million term loan and a \$20 million revolver. Borrowings under the Westport Facility, which matures on December 23, 2020, accrue interest at a variable interest rate based on LIBOR or a base rate, and are secured by all of Westport's assets. The Company becomes a guarantor upon the occurrence of certain events specified in the Westport Facility. Borrowings are repaid in part quarterly with the balance due at maturity. Interest on base rate advances is payable quarterly, and interest on each LIBOR-based advance is payable on the last day of the applicable interest period. The Westport Facility includes customary affirmative and negative covenants and events of default. At December 31, 2016, we were in compliance with all covenants, and \$7.4 million was available for borrowing.

(3) The Equipment Financing consists of a series of promissory notes issued by a wholly-owned subsidiary in order to finance transportation equipment. The equipment notes, which are secured by liens on selected titled vehicles, include certain affirmative and negative covenants, are generally payable in 60 monthly installments and bear interest at fixed rates ranging from 3.18% to 4.11%. At December 31, 2016, we were in compliance with all covenants.

(4) The Real Estate Financing consists of a series of promissory notes issued by a wholly-owned subsidiary in order to finance certain purchases of real property and refinance a portion of existing indebtedness pursuant to a \$40 million unsecured loan. The promissory notes require monthly payments of principal and accrued interest until their maturity on June 30, 2026. The notes are secured by first mortgages and assignment of leases on specific parcels of real estate and improvements included in a collateral pool specified in the security documents. The Real Estate Financing includes an additional promissory note that is secured by other real property and improvements and matures on September 5, 2026. Each of the notes bears interest at LIBOR plus 2.25%. At December 31, 2016, we were in compliance with all covenants.

(5) The Margin Facility is a short-term line of credit secured by our portfolio of marketable securities. It bears interest at LIBOR plus 1.10%. The amount available under the line of credit is based on a percentage of the market value of the underlying securities. We did not have any amounts outstanding under our line of credit at December 31, 2016 or 2015, and the maximum available borrowings under the line of credit were \$7.0 million and \$7.4 million, respectively.

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
December 31, 2016, 2015 and 2014

**(6) Debt—continued**

The following table reflects the maturities of our principal repayment obligations as of December 31, 2016 (in thousands):

Years Ending December 31	ABL Facility	Westport Facility - Term Loan	Westport Facility - Revolver	Equipment Financing	Real Estate Financing	Total
2017.....	\$ —	\$ 6,000	\$ —	\$ 23,525	\$ 5,176	\$ 34,701
2018.....	—	6,000	—	24,440	5,176	35,616
2019.....	—	6,000	—	25,312	5,176	36,488
2020.....	71,600	16,000	3,000	26,217	5,176	121,993
2021.....	—	—	—	5,025	5,175	10,200
Thereafter.....	—	—	—	88	23,764	23,852
Total.....	<u>\$ 71,600</u>	<u>\$ 34,000</u>	<u>\$ 3,000</u>	<u>\$ 104,607</u>	<u>\$ 49,643</u>	<u>\$ 262,850</u>

The Company is also party to three interest rate swap agreements that qualify for hedge accounting. The swap agreements were executed to fix a portion of the interest rates on its variable rate debt that have a combined notional amount of \$27.7 million at December 31, 2016. Under two of the swap agreements, the Company receives interest at the one-month LIBOR rate plus 2.25%, and pays a fixed rate. The March 2016 swap (swap A) became effective October 2016, has a rate of 4.16% (amortizing notional amount of \$10.0 million) and expires July 2026, and an additional March 2016 swap (swap B) became effective October 2016, has a rate of 3.83% (amortizing notional amount of \$5.7 million) and expires May 2022. The third interest rate swap agreement (swap C) has a notional amount of \$12.0 million and expires February 2018. Under swap C, the Company receives interest at the one-month LIBOR rate, and pays a fixed rate of 0.78%. At December 31, 2016, the fair value of the three swap agreements was an asset of \$0.2 million. Since these swap agreements qualify for hedge accounting, the changes in fair value are recorded in other comprehensive income (loss), net of tax. See Note 7 for additional information pertaining to interest rate swaps.

**(7) Fair Value Measurement and Disclosures**

ASC Topic 820, “Fair Value Measurements and Disclosures”, defines fair value as the exchange price that would be received for an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date and expanded disclosures with respect to fair value measurements.

ASC Topic 820 also establishes a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

- Level 1 — Quoted prices in active markets for identical assets or liabilities.
- Level 2 — Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes certain pricing models, discounted cash flow methodologies and similar techniques that use significant unobservable inputs.

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
December 31, 2016, 2015 and 2014

**(7) Fair Value Measurement and Disclosures—continued**

We have segregated all financial assets that are measured at fair value on a recurring basis into the most appropriate level within the fair value hierarchy based on the inputs used to determine the fair value at the measurement date in the tables below (in thousands):

	December 31, 2016			Fair Value Measurement
	Level 1	Level 2	Level 3	
Assets .....				
Cash equivalents .....	\$ 4	\$ —	\$ —	\$ 4
Marketable securities .....	14,359	—	—	14,359
Interest rate swaps .....	—	161	—	161
Total Assets .....	<u>\$ 14,363</u>	<u>\$ 161</u>	<u>\$ —</u>	<u>\$ 14,524</u>

	December 31, 2015			Fair Value Measurement
	Level 1	Level 2	Level 3	
Assets .....				
Cash equivalents .....	\$ 96	\$ —	\$ —	\$ 96
Marketable securities .....	13,431	—	—	13,431
Total Assets .....	<u>\$ 13,527</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 13,527</u>

The valuation techniques used to measure fair value for the items in the tables above are as follows:

- Cash equivalents – This category consists of money market funds which are listed as Level 1 assets and measured at fair value based on quoted prices for identical instruments in active markets.
- Marketable securities – Marketable securities represent equity securities, which consist of common and preferred stocks, are actively traded on public exchanges and are listed as Level 1 assets. Fair value was measured based on quoted prices for these securities in active markets.
- Interest rate swaps - The fair value of our interest rate swaps, as provided by a third party service provider, is determined using a methodology of netting the discounted future fixed cash payments (or receipts) and the discounted expected variable cash receipts (or payments). The variable cash receipts (or payments) are based on the expectation of future interest rates (forward curves) derived from observed market interest rate curves. The fair value measurement also incorporates credit valuation adjustments to appropriately reflect both the Company's nonperformance risk and the respective counterparty's nonperformance risk.

Our revolving credit and term loan agreements and our real estate promissory notes all consists of variable rate borrowings. We categorize borrowings under these credit agreements as Level 2 in the fair value hierarchy. The carrying value of these borrowings approximate fair value because the applicable interest rates are adjusted frequently based on short-term market rates.

For our equipment promissory notes with fixed rates, the fair values are estimated using discounted cash flow analyses, based on our current incremental borrowing rates for similar types of borrowing arrangements. We categorize borrowings under this credit agreement as Level 2 in the fair value hierarchy. The carrying values and estimated fair values of these promissory notes at December 31, 2016 is summarized as follows:

	2016	
	Carrying Value	Estimated Fair Value
Equipment promissory notes .....	\$ 104,607	\$ 104,433

We have not elected the fair value option for any of our financial instruments.

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
December 31, 2016, 2015 and 2014

**(8) Transactions with Affiliates**

CenTra, Inc., an affiliate of the Company, provides administrative support services to Universal in the ordinary course of business, including legal, human resources, tax, and IT infrastructure and related services. The cost of these services is based on the actual or estimated utilization of the specific service.

Universal also purchases other services from affiliates. Following is a schedule of cost incurred and included in operating expenses for services provided by affiliates for the years ended December 31 (in thousands):

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Administrative support services .....	\$ 2,638	\$ 3,234	\$ 2,459
Truck fuel, tolls and maintenance .....	2,656	2,523	1,320
Real estate rent and related costs .....	17,174	13,174	10,472
Insurance and employee benefit plans .....	44,548	46,173	36,073
Contracted transportation services .....	233	969	930
Total .....	<u>\$ 67,249</u>	<u>\$ 66,073</u>	<u>\$ 51,254</u>

We pay CenTra the direct variable cost of maintenance, fueling and other operational support costs for services delivered at our affiliate’s trucking terminals that are geographically remote from our own facilities. Such costs are billed when incurred, paid on a routine basis, and reflect actual labor utilization, repair parts costs or quantities of fuel purchased. In connection with our transportation services, we also pay tolls and other fees for international bridge crossings to certain related entities which are under common control with CenTra.

A significant number of our operating locations are located in facilities leased from affiliates. At 36 facilities, occupancy is based on either month-to-month or contractual, multi-year lease arrangements which are billed and paid monthly. Leasing properties provided by an affiliate that owns a substantial commercial property portfolio affords us significant operating flexibility. However, we are not limited to such arrangements. See Note 10, “Leases” for further information regarding the cost of leased properties.

We purchase workers’ compensation, property and casualty, cargo, warehousing and other general liability insurance from an insurance company controlled by our majority shareholders. Our employee health care benefits and 401(k) programs are also provided by this affiliate.

Other services from affiliates, including contracted transportation services, are delivered to us on a per-transaction-basis or pursuant to separate contractual arrangements provided in the ordinary course of business. At December 31, 2016 and 2015, amounts due to affiliates were \$4.6 million and \$3.4 million, respectively. In our Consolidated Balance Sheets, we record our insured claims liability and the related recovery from an affiliate insurance provider in insurance and claims, and other receivables. At December 31, 2016 and 2015, there were \$8.7 million and \$11.5 million, respectively, included in each of these accounts for insured claims.

We contracted with an affiliate to provide real property improvements to us totaling \$1.0 million during 2016. We also purchased from an affiliate \$2.3 million of wheels and tires for new trailering equipment and an additional \$0.2 million in revenue equipment components during the same period. During 2015, we purchased used snow removal equipment from an affiliate for \$18,000.

We periodically use the law firm of Sullivan Hincks & Conway to provide legal services. Daniel C. Sullivan, a member of our Board, is a partner at Sullivan Hincks & Conway. Not included in the table above are amounts paid for legal services during 2015 and 2014 were \$1,500 and \$92,000, respectively. No amounts were paid for legal services during 2016.

Effective August 4, 2016, we exercised our right of first refusal to acquire 1,600 shares of restricted stock from our former CFO, David A. Crittenden, for \$23,856 based on the closing market price on the effective date of the transaction.

On August 8, 2016, we purchased from a subsidiary of CenTra, Crown Enterprises, Inc., for a multi-building, cross-dock logistics terminal located in Romulus, Michigan. The purchase price, which was established by an independent third party appraisal, was \$22.5 million payable pursuant to a promissory note issued to Crown. At December 31, 2016, the promissory note was fully repaid.

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
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**(8) Transactions with Affiliates—continued**

*Services provided by Universal to Affiliates*

We periodically assist our affiliates by providing selected transportation and logistics services in connection with their specific customer contracts or purchase orders. Truck fueling and administrative expenses are presented net in operating expense. Following is a schedule of services provided to CenTra and affiliates for the years ended December 31 (in thousands):

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Purchased transportation and equipment rent .....	\$ 1,090	\$ 400	\$ 308
Fueling, maintenance and other support services .....	—	—	158
Total .....	<u>\$ 1,090</u>	<u>\$ 400</u>	<u>\$ 466</u>

At December 31, 2016 and 2015, amounts due from affiliates were \$2.5 million and \$1.9 million, respectively.

**(9) Income Taxes**

A summary of income (loss) related to U.S. and non-U.S. operations are as follows (in thousands):

	<u>Year Ended December 31,</u>		
	<u>2016</u>	<u>2015</u>	<u>2014</u>
Operations .....			
U.S. Domestic .....	\$ 40,172	\$ 62,781	\$ 70,079
Foreign .....	(767)	2,224	3,020
Total pre-tax income .....	<u>\$ 39,405</u>	<u>\$ 65,005</u>	<u>\$ 73,099</u>

The provision for income taxes attributable to income from continuing operations for the years ended December 31 consists of the following (in thousands):

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Current:			
U.S. Federal .....	\$ 7,432	\$ 19,544	\$ 20,822
State .....	748	4,469	4,838
Foreign .....	284	449	590
	<u>8,464</u>	<u>24,462</u>	<u>26,250</u>
Deferred:			
U.S. Federal .....	6,521	1,183	489
State .....	140	(730)	891
Foreign .....	36	89	99
	<u>6,697</u>	<u>542</u>	<u>1,479</u>
Total .....	<u>\$ 15,161</u>	<u>\$ 25,004</u>	<u>\$ 27,729</u>

During 2016, the Company adopted Accounting Standards Update 2015-17 – Balance Sheet Classification of Deferred Taxes (“ASU 2015-17”), which requires an entity to present deferred tax assets and deferred tax liabilities as noncurrent in a classified balance sheet. As a result of the adoption, the Company reclassified \$6.3 million of current deferred tax assets to noncurrent deferred income tax liabilities, and additional \$0.1 million of current deferred tax assets to noncurrent deferred assets to conform to the current year presentation.

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
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**(9) Income Taxes—continued**

Deferred income tax assets and liabilities at December 31 consist of the following (in thousands):

	2016	2015
Domestic deferred tax assets:		
Allowance for doubtful accounts .....	\$ 633	\$ 1,809
Other assets .....	2,792	4,434
Accrued expenses .....	5,384	4,868
Total domestic deferred tax assets .....	\$ 8,809	\$ 11,111
Domestic deferred tax liabilities:		
Prepaid expenses .....	\$ 144	\$ 383
Marketable securities .....	1,613	1,060
Intangible assets .....	13,341	15,987
Property and equipment .....	41,530	34,177
Total domestic deferred tax liabilities .....	\$ 56,628	\$ 51,607
Net domestic deferred tax liabilities .....	\$ 47,819	\$ 40,496
Foreign deferred tax asset .....		
Other assets .....	\$ 571	\$ 489
Valuation allowance - foreign .....	(407)	(406)
Total foreign deferred tax asset .....	\$ 164	\$ 83
Net deferred tax liability .....	\$ 47,655	\$ 40,413

In assessing whether deferred tax assets may be realized in the future, management considers whether it is more likely than not that some portion of such tax assets will not be realized. The deferred tax assets and liabilities were reviewed separately by jurisdictions when measuring the need for valuation allowances. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income (both ordinary income and taxable capital gains) during the periods in which those temporary differences reverse. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Valuation allowances are established when necessary to reduce deferred tax assets when it is more likely than not that a portion or all of the deferred tax assets will not be realized. Based upon the level of historical taxable income, reversal of existing taxable temporary differences, projections for future taxable income over the periods in which the domestic deferred tax assets are expected to reverse, and our ability to generate future capital gains, management believes it is more likely than not that we will realize the benefits of these deductible differences. Thus, no valuation allowance has been established for the domestic deferred tax assets. Based on the anticipated earnings projections of the foreign subsidiaries, management has recorded a full valuation allowance for the deferred tax assets associated with a German subsidiary.

We have not provided for U.S. income taxes on foreign subsidiaries undistributed earnings since they are expected to be reinvested indefinitely outside the U.S. It is not possible to predict the amount of U.S. income taxes that might be payable if these earnings are eventually repatriated. As of December 31, 2016, the undistributed earnings of foreign subsidiaries were approximately \$8.7 million.

Income tax expense attributable to income from continuing operations differs from the statutory rates as follows:

	2016	2015	2014
Federal statutory rate .....	35%	35%	35%
Non-deductible (benefit) expense .....	0%	0%	-2%
State, net of federal benefit .....	2%	4%	5%
Foreign .....	1%	-1%	0%
Effective tax rate .....	38%	38%	38%



**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
December 31, 2016, 2015 and 2014

**(9) Income Taxes—continued**

As of December 31, 2016, the total amount of unrecognized tax benefit representing uncertainty in certain tax positions was \$0.4 million. These uncertain tax positions are based on recognition thresholds and measurement attributes for the financial statement recognition and measurements of a tax position taken or expected to be taken in a tax return. Any prospective adjustments to our accrual for uncertain tax positions will be recorded as an increase or decrease to the provision for income taxes and would impact our effective tax rate. At December 31, 2016, there are no positions for which it is reasonably possible that the total amounts of unrecognized tax benefits would significantly increase or decrease within 12 months. As of December 31, 2016, the amount of accrued interest and penalties was \$0.1 million and \$0.1 million, respectively.

The changes in our gross unrecognized tax benefits during the years ended December 31 are as follows (in thousands):

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Unrecognized tax benefit – beginning of year .....	\$ 333	\$ 414	\$ 652
Increases related to prior year tax positions .....	24	42	4
Increases related to current year tax positions .....	95	6	13
Decreases related to prior year tax positions .....	(36)	(129)	(255)
Unrecognized tax benefit – end of year .....	<u>\$ 416</u>	<u>\$ 333</u>	<u>\$ 414</u>

**(10) Leases**

We lease office space, warehouses, freight distribution centers, terminal yards and equipment under non-cancelable capital and operating lease arrangements. Except where we deliver services within facilities provided by our customers, we lease warehouse and freight distribution centers used in our logistics operations, often in connection with a specific customer program. Where facilities are substantially dedicated to a single customer and our lease is with an independent property owner, we attempt to align lease terms with the expected duration of the underlying customer program.

In most cases, we expect our facility leases will be renewed or replaced by other leases in the ordinary course of business. Where possible, we contractually secure the recovery of certain occupancy costs, including rent, during the term of a customer program. Future minimum rental payments pursuant to leases that have an initial or remaining non-cancelable lease term in excess of one year as of December 31, 2016 are as follows (in thousands):

<u>Years Ending December 31</u>	<u>Capital Leases</u>	<u>Operating Leases</u>		<u>Total</u>
		<u>With Affiliates</u>	<u>With Third Parties</u>	
2017 .....	\$ 106	\$ 12,831	\$ 9,154	\$ 22,091
2018 .....	95	9,032	5,143	14,270
2019 .....	—	7,513	2,876	10,389
2020 .....	—	5,520	2,162	7,682
2021 .....	—	4,898	400	5,298
Thereafter .....	—	12,582	—	12,582
Total required payments .....	201	<u>\$ 52,376</u>	<u>\$ 19,735</u>	<u>\$ 72,312</u>
Less amounts representing interest (3.8% to 4.0%) .....	9			
Present value of minimum lease payments .....	192			
Less current maturities .....	100			
	<u>\$ 92</u>			

At December 31, 2016 and 2015, assets under capital leases, consisting primarily of vehicles, machinery and equipment, had a cost of approximately \$0.5 million and \$5.4 million, respectively, and accumulated amortization of \$0.3 million and \$1.5 million, respectively. Included in depreciation and amortization expense in the accompanying Consolidated Statements of Income for the years ended December 31, 2016, 2015 and 2014 is amortization expense associated with the capital leases of \$0.1 million, \$0.9 million and \$0.8 million, respectively.

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
December 31, 2016, 2015 and 2014

**(10) Leases—continued**

Rental expense for facilities, vehicles and other equipment leased from third parties under operating leases approximated \$20.2 million, \$19.2 million and \$21.9 million for the years ended December 31, 2016, 2015 and 2014.

**(11) Comprehensive Income**

Comprehensive income includes the following for the years ended December 31 (in thousands):

	<u>2016</u>	<u>2015</u>	<u>2014</u>
Unrealized holding (losses) gains on available-for-sale securities arising during the period:			
Gross amount.....	\$ 1,787	\$ (1,597)	\$ 620
Income tax (expense) benefit.....	(645)	582	(208)
Net of tax amount .....	<u>\$ 1,142</u>	<u>\$ (1,015)</u>	<u>\$ 412</u>
Realized (gains) on available-for-sale securities reclassified into income:			
Realized gains on sales of available-for-sale securities.....	\$ (412)	\$ (347)	\$ —
Other-than-temporary impairment losses .....	—	230	—
Total before tax .....	(412)	(117)	—
Income tax expense .....	148	45	—
Net of tax amount.....	<u>\$ (264)</u>	<u>\$ (72)</u>	<u>\$ —</u>
Unrealized holding gains on interest rate swaps arising during the period:			
Gross amount.....	\$ 161	\$ —	\$ —
Income tax expense .....	(62)	—	—
Net of tax amount.....	<u>\$ 99</u>	<u>\$ —</u>	<u>\$ —</u>
Foreign currency translation adjustments .....	<u>\$ (1,161)</u>	<u>\$ (2,252)</u>	<u>\$ (1,631)</u>

The unrealized holding gains and losses on available-for-sale investments represent mark-to-market adjustments net of related income taxes.

**(12) Retirement Plans**

We offer 401(k) defined contribution plans to our employees. The plans are administered by a company controlled by our principal shareholders and include different matching provisions depending on which subsidiary or affiliate is involved. In the plans available to certain employees not subject to collective bargaining agreements, we matched contributions up to \$600 annually for each employee who is not considered highly compensated through December 31, 2008, after which some matching contributions were suspended as a response to market conditions at certain subsidiaries. Three other 401(k) plans are provided to employees of specific operations and offer matching contributions that range from zero to \$2,080 per participant annually. The total expense for contributions for 401(k) plans, including plans related to collective bargaining agreements, was \$0.5 million, \$0.2 million and \$0.4 million for the years ended December 31, 2016, 2015 and 2014, respectively.

In connection with a collective bargaining agreement that covered 12 Canadian employees at December 31, 2016, we are required to make defined contributions into the Canada Wide Industrial Pension Plan. At December 31, 2016 and 2015, the required contributions totaled approximately \$31,000 and \$38,000, respectively.

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
December 31, 2016, 2015 and 2014

**(13) Stock Based Compensation**

On April 23, 2014, our Board of Directors adopted the 2014 Amended and Restated Stock Incentive Plan, or the Plan. The Plan was approved by our shareholders at the 2014 Annual Meeting and became effective as of the date it was adopted by the Board of Directors. The Plan replaced our 2004 Stock Incentive Plan and carried forward the shares of common stock that remained available for issuance under the 2004 Stock Incentive Plan. The grants may be made in the form of stock options, restricted stock bonuses, restricted stock purchase rights, stock appreciation rights, phantom stock units, restricted stock units or unrestricted common stock. Restricted stock awards currently outstanding under the 2004 Stock Incentive Plan will remain outstanding in accordance with the terms of that plan.

On February 24, 2016, April 29, 2015 and March 5, 2015, the Company granted 10,000, 20,000 and 10,000 shares, respectively, of restricted stock to its Chief Executive Officer. The restricted stock grants have fair values of \$15.55 per share, \$22.03 per share, and \$25.18 per share, respectively, based on the closing price of the Company's stock on each grant date. The shares vested 25% immediately on the grant dates, and an additional 25% will vest in three equal installments with the final vesting on March 5, 2019, subject to continued employment with the company.

On December 23, 2015, the Company granted 50,000 shares of restricted stock to certain of its employees, including 5,000 shares to its Chief Financial Officer. The restricted stock grants have a grant date fair value of \$14.93 per share, based on the closing price of the Company's stock, of which 25% vested immediately, and an additional 25% will vest in three equal increments on each December 20 in 2016, 2017 and 2018.

On December 20, 2012, the Company granted 178,137 shares of restricted stock to certain of its employees. The restricted stock grants had a grant date fair value of \$16.42 per share, based on the closing price of the Company's stock, of which 25% vested immediately and an additional 20% vested on each anniversary of the grant through December 20, 2016.

A grantee's vesting of restricted stock awards may be accelerated under certain conditions, including retirement.

A summary of the status of our non-vested shares as of December 31, 2016, and changes during the year ended December 31, 2016, is presented below:

	<u>Shares</u>	<u>Weighted Average Grant Date Fair Value</u>
Non-vested at January 1, 2016.....	68,225	\$ 17.80
Granted .....	10,000	\$ 15.55
Vested .....	(33,225)	\$ 17.19
Forfeited.....	—	\$ —
Balance at December 31, 2016 .....	<u>45,000</u>	<u>\$ 17.75</u>

During the years ended December 31, 2016, 2015 and 2014, the total grant date fair value of vested shares recognized as compensation cost was \$0.6 million, \$0.5 million and \$1.5 million, respectively. As of December 31, 2016, there was \$0.8 million of total unrecognized compensation cost related to non-vested share-based compensation arrangements granted under the Plan. That cost is expected to be recognized on a straight-line basis over the remaining vesting period. As a result, the Company expects to recognize stock-based compensation costs of \$0.4 million, \$0.3 million, and \$0.1 million during 2017, 2018 and 2019, respectively.

**(14) Commitments and Contingencies**

Our principal commitments relate to long-term real estate leases and payment obligations to equipment vendors.

We are involved in certain claims and pending litigation arising from the ordinary conduct of business. We also provide accruals for claims within our self-insured retention amounts. Based on the knowledge of the facts, and in certain cases, opinions of outside counsel, in the Company's opinion the resolution of these claims and pending litigation will not have a material effect on our financial position, results of operations or cash flows.

At December 31, 2016, approximately 31% of our employees in the United States, Canada and Colombia, and 94% of our employees in Mexico are subject to collective bargaining agreements that are renegotiated periodically, 18% of which are subject to contracts that expire in 2017.

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
December 31, 2016, 2015 and 2014

**(15) Earnings Per Share**

Basic earnings per common share amounts are based on the weighted average number of common shares outstanding, excluding outstanding non-vested restricted stock. Diluted earnings per common share include dilutive common stock equivalents determined by the treasury stock method. For the years ended December 31, 2016, 2015 and 2014, there were zero, 2,273 and 31,230 weighted average non-vested shares of restricted stock, respectively, included in the denominator for the calculation of diluted earnings per share.

For the years ended December 31, 2016 and 2015, 45,000 and 30,725 shares of non-vested restricted stock, respectively, were excluded from the calculation of diluted earnings per share because such shares were anti-dilutive. No shares were excluded from the calculation of diluted earnings per share for the year ended December 31, 2014.

**(16) Quarterly Financial Data (unaudited)**

	2016			
	1 <sup>st</sup> quarter	2 <sup>nd</sup> quarter	3 <sup>rd</sup> quarter	4 <sup>th</sup> quarter
	(in thousands, except per share information)			
Operating revenue .....	\$ 260,394	\$ 276,813	\$ 271,493	\$ 264,051
Operating income .....	13,930	16,774	10,027	5,849
Income before income taxes .....	12,105	14,771	8,119	4,410
Provision for income taxes .....	4,628	5,724	3,122	1,687
Net income .....	<u>\$ 7,477</u>	<u>\$ 9,047</u>	<u>\$ 4,997</u>	<u>\$ 2,723</u>
Earnings per common share:				
Basic .....	\$ 0.26	\$ 0.32	\$ 0.18	\$ 0.10
Diluted .....	\$ 0.26	\$ 0.32	\$ 0.18	\$ 0.10
Weighted average number of common shares outstanding:				
Basic .....	28,402	28,414	28,413	28,415
Diluted .....	28,402	28,414	28,413	28,415
	2015			
	1 <sup>st</sup> quarter	2 <sup>nd</sup> quarter	3 <sup>rd</sup> quarter	4 <sup>th</sup> quarter
	(in thousands, except per share information)			
Operating revenue .....	\$ 263,561	\$ 295,007	\$ 284,214	\$ 285,991
Operating income .....	15,067	22,920	16,944	18,464
Income before income taxes .....	13,332	21,584	15,001	15,088
Provision for income taxes .....	5,168	8,300	5,754	5,782
Net income .....	<u>\$ 8,164</u>	<u>\$ 13,284</u>	<u>\$ 9,247</u>	<u>\$ 9,306</u>
Earnings per common share:				
Basic .....	\$ 0.27	\$ 0.44	\$ 0.32	\$ 0.33
Diluted .....	\$ 0.27	\$ 0.44	\$ 0.32	\$ 0.33
Weighted average number of common shares outstanding:				
Basic .....	29,992	29,979	28,661	28,380
Diluted .....	29,998	29,980	28,661	28,382

**(17) Segment Reporting**

We report our financial results in two reportable segments, the transportation segment and the logistics segment, based on the nature of the underlying customer commitment and the types of investments required to support these commitments. This presentation reflects the manner in which management evaluates our operating segments, including an evaluation of economic characteristics and applicable aggregation criteria.

Operations aggregated in our transportation segment are associated with individual freight shipments coordinated by our agents, company-managed terminals and specialized services operations. In contrast, operations aggregated in our logistics segment deliver value-added services or transportation services to specific customers on a dedicated basis, generally pursuant to contract terms of one year or longer. Other non-reportable operating segments are comprised of the Company's subsidiaries that provide support services to other subsidiaries and to owner-operators, including shop maintenance and equipment leasing.

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
December 31, 2016, 2015 and 2014

**(17) Segment Reporting—continued**

The following tables summarize information about our reportable segments as of and for the fiscal years ended December 31, 2016, 2015 and 2014 (in thousands):

<b>2016</b>	<b>Transportation</b>	<b>Logistics</b>	<b>Other</b>	<b>Total</b>
Operating revenues .....	\$ 656,496	\$ 414,948	\$ 1,307	\$ 1,072,751
Eliminated inter-segment revenues .....	1,896	7,482	—	9,378
Depreciation and amortization .....	13,459	23,064	179	36,702
Income from operations.....	22,399	27,653	(3,472)	46,580
Capital expenditures .....	9,464	91,045	500	101,009
Total assets .....	252,164	292,227	26,066	570,457
<b>2015</b>	<b>Transportation</b>	<b>Logistics</b>	<b>Other</b>	<b>Total</b>
Operating revenues .....	\$ 721,437	\$ 406,822	\$ 514	\$ 1,128,773
Eliminated inter-segment revenues .....	3,659	6,170	—	9,829
Depreciation and amortization .....	11,153	23,565	155	34,873
Income from operations.....	28,683	43,848	864	73,395
Capital expenditures .....	2,034	23,797	426	26,257
Total assets .....	219,759	253,429	29,967	503,155
<b>2014</b>	<b>Transportation</b>	<b>Logistics</b>	<b>Other</b>	<b>Total</b>
Operating revenues .....	\$ 778,603	\$ 412,507	\$ 411	\$ 1,191,521
Eliminated inter-segment revenues .....	5,160	7,473	—	12,633
Depreciation and amortization .....	11,256	21,507	290	33,053
Income from operations.....	34,931	50,892	(4,988)	80,835
Capital expenditures .....	16,444	42,413	927	59,784
Total assets .....	246,190	247,155	35,669	529,014

We provide a portfolio of transportation and logistics services to a wide range of customers throughout the United States and in Mexico, Canada and Colombia. Revenues for selected services as provided to the chief operating decision maker are as follows (in thousands):

	<b>Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
Transportation services .....	\$ 629,192	\$ 696,134	\$ 769,308
Value-added services .....	302,225	285,258	284,496
Intermodal services .....	141,334	147,381	137,717
Total .....	<u>\$ 1,072,751</u>	<u>\$ 1,128,773</u>	<u>\$ 1,191,521</u>

Revenues attributed to geographic areas are as follows (in thousands).

	<b>Year Ended December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
United States .....	\$ 1,038,963	\$ 1,090,683	\$ 1,156,875
Mexico .....	20,046	27,676	24,860
Canada.....	12,157	8,577	9,786
Colombia.....	1,585	1,837	—
Total .....	<u>\$ 1,072,751</u>	<u>\$ 1,128,773</u>	<u>\$ 1,191,521</u>

**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
Notes to Consolidated Financial Statements – (Continued)  
December 31, 2016, 2015 and 2014

**(17) Segment Reporting—continued**

Net long-lived property and equipment assets are presented in the table below (in thousands):

	<u>Year Ended December 31,</u>	
	<u>2016</u>	<u>2015</u>
United States .....	\$ 233,644	\$ 173,009
Mexico .....	12,188	3,674
Canada .....	431	500
Colombia .....	14	6
Total .....	<u>\$ 246,277</u>	<u>\$ 177,189</u>

**(18) Subsequent Events**

On February 23, 2017, our Board of Directors declared a quarterly cash dividend of \$0.07 per share of common stock, which is payable to shareholders of record at the close of business on March 6, 2017 and is expected to be paid on March 16, 2017. Declaration of future cash dividends is subject to final determination by the Board of Directors each quarter after its review of our financial condition, results of operations, capital requirements, any legal or contractual restrictions on the payment of dividends and other factors the Board of Directors deems relevant.

## **ITEM 9: CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES**

None.

## **ITEM 9A: CONTROLS AND PROCEDURES**

### **Evaluation of Disclosure Controls and Procedures**

Based on an evaluation under the supervision and with the participation of the Company's management, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act") were effective as of December 31, 2016 to provide reasonable assurance that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

### **Inherent Limitations over Internal Controls**

The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles ("GAAP"). The Company's internal control over financial reporting includes those policies and procedures that:

- (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the Company's assets;
- (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that the Company's receipts and expenditures are being made only in accordance with authorizations of the Company's management and directors; and
- (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Management, including the Company's Chief Executive Officer and Chief Financial Officer, does not expect that the Company's internal controls will prevent or detect all errors and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control 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 control systems, no evaluation of internal controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. Also, any evaluation of the effectiveness of controls in future periods are subject to the risk that those internal controls may become inadequate because of changes in business conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Changes in Internal Control over Financial Reporting**

There were no changes in the Company's internal control over financial reporting during the fourth quarter of 2016, which were identified in connection with management's evaluation required by paragraph (d) of rules 13a-15 and 15d-15 under the Exchange Act, that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

### **Management's Annual Report on Internal Control over Financial Reporting**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act). Management conducted an assessment of the effectiveness of the Company's internal control over financial reporting based on the criteria set forth in *Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework)*. Based on the Company's assessment, management has concluded that its internal control over financial reporting was effective as of December 31, 2016. The Company's independent registered public accounting firm, BDO USA LLP, has issued an audit report on the Company's internal control over financial reporting, which appears below.

## Report of Independent Registered Public Accounting Firm

Board of Directors and Shareholders  
Universal Logistics Holdings, Inc.  
Warren, Michigan

We have audited Universal Logistics Holdings, Inc.'s internal control over financial reporting as of December 31, 2016, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Universal Logistics Holdings, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying "Item 9A, Management's Annual Report on Internal Control Over Financial Reporting". Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Universal Logistics Holdings, Inc. maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Universal Logistics Holdings, Inc. as of December 31, 2016 and 2015, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2016, and our report dated March 15, 2017 expressed an unqualified opinion thereon.

/s/ BDO USA, LLP

Troy, Michigan  
March 15, 2017



**ITEM 9B: OTHER INFORMATION**

None.

### PART III

Portions of the information required by Part III of Form 10-K are, pursuant to General Instruction G (3) of Form 10-K, incorporated by reference from our definitive Proxy Statement to be filed pursuant to Regulation 14A for our Annual Meeting of Shareholders to be held on April 27, 2017. We will, within 120 days of the end of our fiscal year, file with the Securities and Exchange Commission a definitive proxy statement pursuant to Regulation 14A.

#### ITEM 10: DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

The information required by this Item is incorporated herein by reference to the definitive Proxy Statement to be filed pursuant to Regulation 14A for our Annual Meeting of Shareholders to be held on April 27, 2017.

#### ITEM 11: EXECUTIVE COMPENSATION

The information required by this Item is incorporated herein by reference to the definitive Proxy Statement to be filed pursuant to Regulation 14A for our Annual Meeting of Shareholders to be held on April 27, 2017.

#### ITEM 12: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by this Item is incorporated herein by reference to the definitive Proxy Statement to be filed pursuant to Regulation 14A for our Annual Meeting of Shareholders to be held on April 27, 2017.

The following table presents information about equity plans under which equity securities of the Company are authorized for issuance at December 31, 2016:

<u>Plan Category</u>	<u>Number of securities to be issued upon exercise of outstanding options, warrants and rights</u>	<u>Weighted average exercise price of outstanding options, warrants and rights</u>	<u>Number of securities remaining available for future issuance</u>
Equity compensation plans approved by security holders .....	45,000	\$ — (1)	216,880
Equity compensation plans not approved by security holders .....	—	\$ —	—
Total .....	<u>45,000</u>	<u>\$ — (1)</u>	<u>216,880</u>

(1) Reflects shares to be issued under restricted stock bonus awards, which do not have an exercise price. As of December 31, 2016, the Company has no outstanding options, warrants or rights that require payment of an exercise price.

#### ITEM 13: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required by this Item is incorporated herein by reference to the definitive Proxy Statement to be filed pursuant to Regulation 14A for our Annual Meeting of Shareholders to be held on April 27, 2017.

#### ITEM 14: PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by this Item is incorporated herein by reference to the definitive Proxy Statement to be filed pursuant to Regulation 14A for our Annual Meeting of Shareholders to be held on April 27, 2017.

## PART IV

### ITEM 15: EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

#### (1) Financial Statements

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#### (2) Financial Statement Schedules

Financial statement schedules have been omitted since they are either not required, not applicable, or the information is otherwise included elsewhere in this Form 10-K.

#### (3) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 filed on November 15, 2004).
3.2	Amendment to Articles of Incorporation (incorporated by reference to Exhibit 3(i)-1 and 3(i)-2 to the Registrant's Current Report on Form 8-K filed on November 1, 2012).
3.3	Amendment to Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on May 2, 2016).
3.4	Fourth Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on May 2, 2016).
4.1	Amended and Restated Registration Rights Agreement among the Registrant, Matthew T. Moroun, the Manuel J. Moroun Revocable Trust and the M.J. Moroun 2012 Annuity Trust (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed July 26, 2012).
4.2	Specimen Common Share Certificate (incorporated by reference to Exhibit 4.2 to the Registrant's Registration Statement on Form S-1 filed on November 15, 2004).
10.1	Consulting Agreement between the Registrant and Manuel J. Moroun (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on April 26, 2013).
10.2+	Employment Agreement between the Registrant and Jeff Rogers (incorporated by reference to Exhibit 10.3 to the Registrant's Annual Report on Form 10-K filed on March 16, 2015).
10.3	Service Level Agreement between the Registrant and Data System Services, LLC (incorporated by reference to Exhibit 10.7 to the Registrant's Annual Report on Form 10-K filed on March 16, 2015).
10.4+	2014 Amended and Restated Stock Option and Incentive Plan (incorporated by reference to Appendix A to the Registrant's Schedule 14A filed on April 29, 2014).
10.5+	Form of Restricted Stock Bonus Award Agreement under the 2014 Amended and Restated Stock Option and Incentive Plan (incorporated by reference to Appendix B to the Registrant's Schedule 14A filed on April 29, 2014).
10.6+	Severance Agreement between the Registrant and David A. Crittenden (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on April 6, 2016).

Exhibit No.	Description
10.7	Revolving Credit and Security Agreement among Universal Truckload, Inc., Universal Dedicated, Inc., Mason Dixon Intermodal, Inc., Logistics Insight Corp., Universal Logistics Solutions International, Inc., Universal Specialized, Inc., Cavalry Logistics, LLC and Universal Management Services, Inc., and PNC Bank (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on December 29, 2015).
10.8	Credit Agreement between Westport Axle Corp. and Comerica Bank (incorporated by reference to Exhibit 10.15 to the Registrant's Current Report on Form 8-K filed on December 29, 2015).
10.9	Loan and Financing Agreement between the Registrant and Flagstar Bank (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on September 9, 2016).
10.10	Purchase Agreement between UTSI Finance and Crown Enterprises (incorporated by reference to Exhibit 10.5 to the Registrant's Quarterly Report on Form 10-Q filed on August 11, 2016).
10.11	Promissory Note with UTSI Finance and Crown Enterprises (incorporated by reference to Exhibit 10.6 to the Registrant's Quarterly Report on Form 10-Q filed on August 11, 2016).
21.1*	Subsidiaries of the Registrant
23.1*	Consent of BDO USA LLP, independent registered public accounting firm
24*	Powers of Attorney (see signature page)
31.1*	Chief Executive Officer certification, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002
31.2*	Chief Financial Officer certification, as adopted pursuant to section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Chief Executive Officer and Chief Financial Officer certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Schema Document
101.CAL*	XBRL Calculation Linkbase Document
101.DEF*	XBRL Definition Linkbase Document
101.LAB*	XBRL Labels Linkbase Document
101.PRE*	XBRL Presentation Linkbase Document

+ Indicates a management contract, compensatory plan or arrangement.

\* Filed herewith.

\*\* Furnished herewith.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

**Universal Logistics Holdings, Inc.**  
(Registrant)

By: /s/ Jude Beres  
Jude Beres, Chief Financial Officer

Date: March 15, 2017

## POWER OF ATTORNEY

Know all persons by these presents, that each person whose signature appears below constitutes and appoints Jeff Rogers and Jude Beres, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Form 10-K, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Jeff Rogers</u> Jeff Rogers	Chief Executive Officer (Principal Executive Officer)	March 15, 2017
<u>/s/ Jude Beres</u> Jude Beres	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	March 15, 2017
<u>/s/ Matthew T. Moroun</u> Matthew T. Moroun	Chairman of the Board	March 15, 2017
<u>/s/ Manuel J. Moroun</u> Manuel J. Moroun	Director	March 15, 2017
<u>/s/ Grant Belanger</u> Grant Belanger	Director	March 15, 2017
<u>/s/ Frederick P. Calderone</u> Frederick P. Calderone	Director	March 15, 2017
<u>/s/ Joseph J. Casaroll</u> Joseph J. Casaroll	Director	March 15, 2017
<u>/s/ Daniel J. Deane</u> Daniel J. Deane	Director	March 15, 2017
<u>/s/ Michael A. Regan</u> Michael A. Regan	Director	March 15, 2017
<u>/s/ Daniel C. Sullivan</u> Daniel C. Sullivan	Director	March 15, 2017
<u>/s/ Richard P. Urban</u> Richard P. Urban	Director	March 15, 2017
<u>/s/ H.E. "Scott" Wolfe</u> H. E. "Scott" Wolfe	Director	March 15, 2017

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## UNIVERSAL LOGISTICS HOLDINGS, INC.

Universal Logistics Holdings, Inc. is a leading asset-light provider of customized transportation and logistics solutions throughout the United States, and in Mexico, Canada, and Colombia. We provide our customers with supply chain solutions that can be scaled to meet their changing demands and volumes. We offer our customers a broad array of services across their entire supply chain, including transportation, value-added, and intermodal services. Our customized solutions and flexible business model are designed to provide us with a highly variable cost structure.

### CORPORATE INFORMATION

#### Board of Directors

Matthew T. Moroun  
Chairman of the Board,  
Vice Chairman  
CenTra, Inc.

Manuel J. Moroun  
Chief Executive Officer  
CenTra, Inc.

Jeff Rogers  
Chief Executive Officer  
Universal Logistics Holdings,  
Inc.

Grant E. Belanger  
Principal  
G. Belanger Consultants, LLC

Frederick P. Calderone  
Former Vice President  
CenTra, Inc.

Joseph J. Casaroll  
Former Vice President and  
General Manager  
F.C.S., Inc.

Daniel J. Deane  
President  
Nicholson Terminal & Dock  
Company

Michael A. Regan  
Chief Relationship Development  
Officer  
TranzAct Technologies, Inc.

Daniel C. Sullivan  
Partner  
Sullivan Hincks & Conway

Richard P. Urban  
Former Consultant  
Urban Logistics, Inc.

H.E. "Scott" Wolfe  
Former Chief Executive Officer  
Universal Logistics Holdings,  
Inc.

#### Executive Officers

Jeff Rogers  
Chief Executive Officer

Jude Beres  
Chief Financial Officer and  
Treasurer

#### Shareholder Information

Inquiries concerning lost stock certificates, changes of address, account status or other questions regarding your stock should be directed to the Company's Transfer Agent

#### Transfer Agent

Computershare, Inc.  
PO Box 43078  
Providence, RI 02940

**The Company's annual reports on Form 10-K and quarterly reports on Form 10-Q filed with the SEC are available without charge upon request by accessing the Company's website at [www.universallogistics.com](http://www.universallogistics.com) or by contacting:**

#### Investor Relations

Universal Logistics Holdings, Inc.  
12755 E. Nine Mile Road  
Warren, Michigan 48089  
(586) 920-0100



