

KNIGHT TRANSPORTATION INC  
Form 8-K  
May 16, 2016

---

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

---

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported):  
May 12, 2016

---

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

Arizona (State or other jurisdiction of incorporation)	001-32396 (Commission File Number)	86-0649974 (IRS Employer Identification No.)
--	--	--

20002 North 19th Avenue, Phoenix, AZ (Address of principal executive offices)	85027 (Zip Code)
--	---------------------

(602) 269-2000  
(Registrant's telephone number, including area code)

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

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



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

On Thursday, May 12, 2016, Knight Transportation, Inc., an Arizona corporation (the “Company”), held its Annual Meeting of Shareholders. The matters voted upon at the Annual Meeting and the results of such voting are set forth below.

Proposal No. 1: The Company's shareholders elected four individuals to the Company's Board of Directors as Class III Directors to serve a term of three years.

	For	Withheld	Broker Non-Votes
Kevin P. Knight	61,695,512	2,342,634	12,992,059
Michael Garnreiter	62,410,365	1,627,781	12,992,059
David A. Jackson	62,601,342	1,436,804	12,992,059
Robert E. Synowicki, Jr.	62,814,644	1,223,502	12,992,059

Proposal No. 2: The Company's shareholders elected one individual to the Company's Board of Directors as a Class I Director to serve the remainder of her term expiring at the 2017 Annual Meeting of Shareholders.

	For	Withheld	Broker Non-Votes
Roberta Roberts Shank	62,606,846	1,431,300	12,992,059

Proposal No. 3: The Company's shareholders approved, on an advisory basis, the compensation of the Company's named executive officers.

	For	Against	Abstentions	Broker Non-Votes
	63,782,648	232,697	22,801	12,992,059

Proposal No. 4: The Company's shareholders ratified the appointment of Grant Thornton LLP as the Company's independent registered public accounting firm for fiscal year 2016.

	For	Against	Abstentions
	76,702,785	304,231	23,189

Proposal No. 5: The Company's shareholders approved management's proxy access proposal.

	For	Against	Abstentions	Broker Non-Votes
	59,993,896	4,005,263	38,987	12,992,059

Proposal No. 6: The Company's shareholders rejected the shareholder proposal regarding proxy access.

	For	Against	Abstentions	Broker Non-Votes
	14,242,488	49,769,362	26,296	12,992,059

---

Item 8.01 Other Events.

On Thursday, May 12, 2016, the Company issued a press release announcing that its Board of Directors has declared a quarterly cash dividend of \$0.06 per share of common stock. The dividend is payable to the Company's shareholders of record as of June 3, 2016, and is expected to be paid on June 24, 2016. A copy of the press release is attached to this report as Exhibit 99.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

EXHIBIT  
NUMBER

EXHIBIT DESCRIPTION

99

Knight Transportation, Inc. press release dated May 12, 2016, announcing quarterly cash dividend

The information contained in Items 8.01 and 9.01 and the exhibit hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

The information in this report and the exhibit hereto may be considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, relating to our declaration of quarterly dividends, and such statements are subject to the safe harbor created by those sections and the Private Securities Litigation Reform Act of 1995, as amended. There can be no assurance that future dividends will be declared. The declaration of future dividends is subject to approval of our Board of Directors and various risks and uncertainties, including, but not limited to: our cash flow and cash needs; compliance with applicable law; restriction on the payment of dividends under existing or future financing arrangements; changes in tax laws relating to corporate dividends; the deterioration in our financial condition or results, and those risks, uncertainties, and other factors identified from time-to-time in our filings with the Securities and Exchange Commission. Please refer to the last paragraph of the press release and various disclosures by the Company in its press releases, shareholder reports, and filings with the Securities and Exchange Commission for information concerning risks, uncertainties, and other factors that may affect future results.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KNIGHT TRANSPORTATION, INC.

Date: May 16, 2016      By:      /s/ Adam W. Miller  
   Adam W. Miller  
   Chief Financial Officer

---

EXHIBIT INDEX

EXHIBIT NUMBER	EXHIBIT DESCRIPTION
<u>99</u>	Knight Transportation, Inc. press release dated May 12, 2016, announcing quarterly cash dividend