

THAYER EQUITY INVESTORS V LP

Form 4

May 06, 2013

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**THAYER EQUITY INVESTORS V  
LP**

(Last) (First) (Middle)

1730 PENNSYLVANIA  
AVENUE, SUITE 525

(Street)

WASHINGTON, DC 20006

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

Roadrunner Transportation Systems,  
Inc. [RRTS]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

3. Date of Earliest Transaction  
(Month/Day/Year)

05/02/2013

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/02/2013		S	V Amount 1,000,000 (1)	(A) or (D) Price \$ 22.46 (2)	13,246,625 (3)	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
THAYER EQUITY INVESTORS V LP 1730 PENNSYLVANIA AVENUE SUITE 525 WASHINGTON, DC 20006		X		
TC Roadrunner-Dawes Holdings, L.L.C. 1730 PENNSYLVANIA AVENUE SUITE 525 WASHINGTON, DC 20006		X		
HCI EQUITY PARTNERS III, L.P. 1730 PENNSYLVANIA AVENUE SUITE 525 WASHINGTON, DC 20006		X		
TC Sargent Holdings, L.L.C. 1730 PENNSYLVANIA AVENUE SUITE 525 WASHINGTON, DC 20006		X		
HCI CO-INVESTORS III, L.P. 1730 PENNSYLVANIA AVENUE SUITE 525 WASHINGTON, DC 20006		X		
TC Co-Investors V, LLC 1730 PENNSYLVANIA AVENUE SUITE 525 WASHINGTON, DC 20006		X		
HC EQUITY PARTNERS V, L.L.C. 1730 PENNSYLVANIA AVENUE SUITE 525		X		

WASHINGTON, DC 20006

HCI EQUITY MANAGEMENT, L.P.

1730 PENNSYLVANIA AVENUE

SUITE 525

X

WASHINGTON, DC 20006

HCI EQUITY PARTNERS, L.L.C.

1730 PENNSYLVANIA AVENUE

SUITE 525

X

WASHINGTON, DC 20006

HCI MANAGEMENT III, L.P.

1730 PENNSYLVANIA AVENUE

SUITE 525

X

WASHINGTON, DC 20006

## Signatures

Thayer Equity Investors V, L.P. - /s/ Lisa Costello, CFO

05/06/2013

\*\*Signature of Reporting Person

Date

TC Roadrunner-Dawes Holdings, L.L.C. - /s/ Lisa Costello,  
CFO

05/06/2013

\*\*Signature of Reporting Person

Date

HCI Equity Partners III, L.P. - /s/ Lisa Costello, CFO

05/06/2013

\*\*Signature of Reporting Person

Date

TC Sargent Holdings, L.L.C. - /s/ Lisa Costello, CFO

05/06/2013

\*\*Signature of Reporting Person

Date

HCI Co-Investors III, L.P. - /s/ Lisa Costello, CFO

05/06/2013

\*\*Signature of Reporting Person

Date

TC Co-Investors V, LLC - /s/ Lisa Costello, CFO

05/06/2013

\*\*Signature of Reporting Person

Date

HC Equity Partners V, L.L.C. - /s/ Lisa Costello, CFO

05/06/2013

\*\*Signature of Reporting Person

Date

HCI Equity Management, L.P. - /s/ Lisa Costello, CFO

05/06/2013

\*\*Signature of Reporting Person

Date

HCI Management III, L.P. - /s/ Lisa Costello, CFO

05/06/2013

\*\*Signature of Reporting Person

Date

HCI Equity Partners, L.L.C. - /s/ Lisa Costello, CFO

05/06/2013

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents 816,487 shares sold by Thayer Equity Investors V, L.P. ("Thayer"); 1,711 shares sold by TC Roadrunner-Dawes Holdings, L.L.C. ("TC Roadrunner"); 1,717 shares sold by TC Sargent Holdings, L.L.C. ("TC Sargent"); 177,512 shares sold by HCI Equity Partners III, L.P. (f/k/a Thayer | Hidden Creek Partners II, L.P. ) ("Partners III"); and 2,573 shares sold by HCI Co-Investors III, L.P.

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(f/k/a THC Co-Investors II, L.P.) ("Co-Investors III"). HC Equity Partners V, L.L.C. ("HC Equity") is the general partner of Thayer; HCI Equity Management, L.P. ("HCI") is the sole manager of TC Co-Investors V, L.L.C. ("Co-Investors"), the managing member of TC Sargent and TC Roadrunner; HCI Management III, L.P. ("HCI Management III") is the general partner of Partners III and Co-Investors III. HCI Equity Partners, L.L.C. ("HCI Equity Partners") is the managing member/general partner of HC Equity, HCI and HCI Management III.

- (2) Represents 10,815,705 shares held by Thayer; 22,658 shares held by TC Roadrunner; 22,738 shares held by TC Sargent; 2,351,435 shares held by Partners III; and 34,089 shares held by Co-Investors III.

HC Equity, HCI, Co-Investors, HCI Management III and HCI Equity Partners may be deemed to be beneficial owners of the shares reported in Table I. Each of HC Equity, HCI, Co-Investors, HCI Management III, and HCI Equity Partners expressly disclaims beneficial

- (3) ownership of the shares reported in Table I except to the extent of any pecuniary interest therein. The filing of this form should not be deemed an admission that HC Equity, HCI, Co-Investors, HCI Management III or HCI Equity Partners is, for Section 16 purposes or otherwise, the beneficial owner of such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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