

THAYER EQUITY INVESTORS V LP

Form 4

February 15, 2019

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

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(Print or Type Responses)

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

2. Issuer Name **and** Ticker or Trading
Symbol
**Roadrunner Transportation Systems,
Inc. [RRTS]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

**1730 PENNSYLVANIA
AVENUE, SUITE 525**

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2019

____ Director ____ ☒ 10% Owner
____ Officer (give title below) ____ Other (specify below)

WASHINGTON, DC 20006

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____ ☒ 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	02/14/2019		S	(A) or (D) D	Amount 2,000,000 (1) Price \$ 0.4797 (2)	D (3) (4) (5)	

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
displays a currently valid OMB control
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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Subscription Rights (right to buy)	\$ 0.5	02/14/2019		S	2,500,000 (6)	02/01/2019	02/19/2019	Common Stock	5,000,000
Subscription Rights (right to buy)	\$ 0.5	02/15/2019		S	287,763 (8)	02/01/2019	02/19/2019	Common Stock	6,000,000

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		X		

SUITE 525

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

02/15/2019

Signature of Reporting Person

Date

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

02/15/2019

Signature of Reporting Person

Date

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

02/15/2019

Signature of Reporting Person

Date

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

02/15/2019

Signature of Reporting Person

Date

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

02/15/2019

Signature of Reporting Person

Date

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

02/15/2019

Signature of Reporting Person

Date

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

02/15/2019

Signature of Reporting Person

Date

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

02/15/2019

Signature of Reporting Person

Date

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

02/15/2019

Signature of Reporting Person

Date

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

02/15/2019

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)

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Represents 1,632,975 shares sold by Thayer Equity Investors V, L.P. ("Thayer"); 3,421 shares sold by TC Roadrunner-Dawes Holdings, L.L.C. ("TC Roadrunner"); 3,433 shares sold by TC Sargent Holdings, L.L.C. ("TC Sargent"); 355,024 shares sold by HCI Equity Partners III, L.P. (f/k/a Thayer Hidden Creek Partners II, L.P.) ("Partners III"); and 5,147 shares sold by HCI Co-Investors III, L.P. (f/k/a THC Co-Investors II, L.P.) ("Co-Investors III").

- (2) Represents 4,736,955 shares held by Thayer; 9,924 shares held by TC Roadrunner; 9,959 shares held by TC Sargent; 1,029,858 shares held by Partners III; and 14,929 shares held by Co-Investors III.

- (3) HC Equity Partners V, L.L.C. ("HC Equity") is the general partner of Thayer and HCI Equity Partners, L.L.C. ("HCI Equity Partners") is the managing member of HC Equity. TC Co-Investors V, L.L.C. ("Investors") is the managing member of each of TC Sargent and TC Roadrunner. HCI Equity Management, L.P. ("Management") is the sole manager of Investors, and HCI Equity Partners if the general partner of Management. HCI Management III, L.P. ("HI Management III") is the general partner of Partners III and Co-Investors III, and HCI Equity Partners if the general partner of HCI Management III. As such, HC Equity, Investors, Management, HCI Management III, and HCI Equity Partners may be deemed to be beneficial owners of the securities reported in this Form 4. [CONTINUED IN FOOTNOTE 4]

- (4) [CONTINUED FROM FOOTNOTE 3] Each of HC Equity, Investors, Management, HCI Management III, and HCI Equity Partners expressly disclaims beneficial ownership of the securities except to the extent of its pecuniary interest therein. The filing of this form should not be deemed an admission that HCI Equity, Investors, Management, HCI Management III, or HCI Equity Partners is, for Section 16 purposes, the beneficial owner of such securities.

- (5) HC Equity, HCI, Co-Investors, HCI Management III and HCI Equity Partners may be deemed to be beneficial owners of the securities reported in this Form 4. Each of HC Equity, HCI, Co-Investors, HCI Management III, and HCI Equity Partners expressly disclaims beneficial ownership of the securities reported in this Form 4 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 securities.

- (6) On February 1, 2019, Roadrunner Transportation Systems, Inc. (the "Issuer") commenced a registered rights offering, pursuant to which all holders of common stock at 5:00 p.m. on January 30, 2019 received transferrable subscription rights to purchase their pro rata share of an aggregate of 900,000,000 new shares of the Issuer's common stock (the "Subscription Rights"), or 23.1379497159 shares of common stock per Subscription Right. Represents 2,041,219 Subscription Rights sold by Thayer; 4,276 Subscription Rights sold by TC Roadrunner; 4,291 Subscription Rights sold by TC Sargent; 443,780 Subscription Rights sold by Partners III; and 6,434 Subscription Rights sold by Co-Investors III.

- (7) The price reported in Column 8 is a weighted average price. 2,000,000 Subscription Rights were sold at a price of \$0.0003 per right. 500,000 Subscription Rights were sold at a price of \$0.0008 per right.

- (8) Represents 234,955 Subscription Rights sold by Thayer; 492 Subscription Rights sold by TC Roadrunner; 494 Subscription Rights sold by TC Sargent; 51,081 Subscription Rights sold by Partners III; and 741 Subscription Rights sold by Co-Investors III.

- (9) Represents 4,093,756 Subscription Rights held by Thayer; 8,577 Subscription Rights held by TC Roadrunner; 8,607 Subscription Rights held by TC Sargent; 890,021 Subscription Rights held by Partners III; and 12,901 Subscription Rights held by Co-Investors III.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.