

KNIGHT TRANSPORTATION INC
Form 8-K
May 20, 2013

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 16, 2013

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

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

| | |
|--|------------|
| 5601 W. Buckeye Road, Phoenix, AZ | 85043 |
| (Address of principal executive offices) | (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 16, 2013, 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 The Company's shareholders elected three individuals to the Company's Board of
 No. 1 : Directors as Class III Directors to serve a term of three years.

| | For | Withheld | Broker Non-Votes |
|-----------------------|------------|------------|---------------------|
| Kevin P. Knight | 58,054,909 | 12,902,502 | 6,010,682 |
| Randy Knight | 53,036,133 | 17,921,278 | 6,010,682 |
| Michael Garnreiter | 55,175,753 | 15,781,658 | 6,010,682 |

Proposal The Company's shareholders elected Richard C. Kraemer to the Company's Board of
 No. 2 : Directors to serve the remainder of his term as a Class I Director.

| | For | Withheld | Broker Non-Votes |
|--------------------|------------|------------|------------------|
| Richard C. Kraemer | 55,147,607 | 15,809,804 | 6,010,682 |

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

| For | Against | Abstentions | Broker Non-Votes |
|------------|-----------|-------------|------------------|
| 69,475,767 | 1,286,201 | 195,443 | 6,010,682 |

Proposal The Company's shareholders ratified the appointment of Grant Thornton LLP as the
 No. 4 : Company's independent registered public accounting firm for fiscal year 2013.

| For | Against | Abstentions | Broker Non-Votes |
|------------|---------|-------------|------------------|
| 76,769,784 | 6,968 | 191,341 | NA |

Item Other Events.
8.01

On Thursday, May 16, 2013, 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 7, 2013, and is expected to be paid on June 28, 2013. A copy of the press release is attached to this report as Exhibit 99.

Item Financial Statements and Exhibits.
9.01

(d) Exhibits.

| EXHIBIT NUMBER | EXHIBIT DESCRIPTION |
|-------------------|--|
| <u>99</u> | Knight Transportation, Inc. press release dated May 16, 2013, 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 contains 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 quarterly dividend. There can be no assurance that future dividends will be declared. The declaration of future dividends is also subject to approval of our Board of Directors each quarter after its review of our financial performance and cash needs. Declaration of future dividends is also subject to various risks and uncertainties, including: 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.

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, 2013

By: /s/ David A. Jackson
David A. Jackson
President

EXHIBIT INDEX

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