

RADIANT LOGISTICS, INC  
Form 4  
May 20, 2016

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HARRINGTON STEPHEN P

2. Issuer Name and Ticker or Trading Symbol  
RADIANT LOGISTICS, INC  
[RLGT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
03/04/2016

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

600 WEST GERMANTOWN PIKE, SUITE 400

(Street)

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

PLYMOUTH, PA 19462

(City) (State) (Zip)

**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) |             |           |   |                           |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------|-----------|---|---------------------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)  | Price \$    |           |   |                           |
| Common Stock                    | 03/04/2016                           |  | S                              |   | 5,000   | D  |   | 3.25<br>(1) | 1,137,333 | I | SPH Investments, Inc. (2) |
| Common Stock                    | 03/07/2016                           |  | S                              |   | 5,000   | D  |   | 3.27<br>(3) | 1,132,333 | I | SPH Investments, Inc. (2) |
| Common Stock                    | 03/08/2016                           |  | S                              |   | 5,000   | D  |   | 3.31<br>(4) | 1,127,333 | I | SPH Investments, Inc. (2) |
| Common                          | 03/10/2016                           |  | S                              |   | 5,000   | D  |   | \$ 3.3      | 1,122,333 | I | SPH                       |

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| Stock           |            |   |        |   | <u>(5)</u>        |      |           |   | Investments,<br>Inc. <u>(2)</u>        |
|-----------------|------------|---|--------|---|-------------------|------|-----------|---|--|
| Common<br>Stock | 03/18/2016 | S | 5,000  | D | \$<br><u>(6)</u>  | 3.58 | 1,117,333 | I | SPH<br>Investments,<br>Inc. <u>(2)</u> |
| Common<br>Stock | 03/29/2016 | S | 5,000  | D | \$<br><u>(7)</u>  | 3.68 | 1,112,333 | I | SPH<br>Investments,<br>Inc. <u>(2)</u> |
| Common<br>Stock | 03/31/2016 | S | 5,000  | D | \$<br>3.61        |      | 1,107,333 | I | SPH<br>Investments,<br>Inc. <u>(2)</u> |
| Common<br>Stock | 04/19/2016 | S | 5,000  | D | \$<br><u>(8)</u>  | 3.91 | 1,102,333 | I | SPH<br>Investments,<br>Inc. <u>(2)</u> |
| Common<br>Stock | 04/20/2016 | S | 8,000  | D | \$<br><u>(9)</u>  | 4.06 | 1,094,333 | I | SPH<br>Investments,<br>Inc. <u>(2)</u> |
| Common<br>Stock | 04/21/2016 | S | 9,000  | D | \$<br><u>(10)</u> | 3.97 | 1,085,333 | I | SPH<br>Investments,<br>Inc. <u>(2)</u> |
| Common<br>Stock | 04/22/2016 | S | 11,000 | D | \$<br><u>(11)</u> | 4.11 | 1,074,333 | I | SPH<br>Investments,<br>Inc. <u>(2)</u> |
| Common<br>Stock | 04/25/2016 | S | 11,000 | D | \$<br><u>(12)</u> | 4.08 | 1,063,333 | I | SPH<br>Investments,<br>Inc. <u>(2)</u> |
| Common<br>Stock | 04/26/2016 | S | 6,000  | D | \$<br>4.15        |      | 1,057,333 | I | SPH<br>Investments,<br>Inc. <u>(2)</u> |

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

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(9-02)

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

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

of (D)  
(Instr. 3,  
4, and 5)

(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HARRINGTON STEPHEN P<br>600 WEST GERMANTOWN PIKE<br>SUITE 400<br>PLYMOUTH, PA 19462 | X             |           |         |       |

## Signatures

/s/ Stephen P.  
Harrington

05/09/2016

\*\*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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.24 to \$3.27, inclusive. The reporting person undertakes to provide to the Issuer, any of the Issuer's security holders, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnotes (1) and (3) through (12) of this Form 4.
  - (2) The shares are owned directly by SPH Investments, Inc., a corporation owned entirely by the Reporting Person.
  - (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.267 to \$3.275, inclusive.
  - (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.29 to \$3.33, inclusive.
  - (5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.30 to \$3.31, inclusive.
  - (6) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.57 to \$3.595, inclusive.
  - (7) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.672 to \$3.68, inclusive.
  - (8) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.90 to \$3.93, inclusive.
  - (9) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.04 to \$4.09, inclusive.
  - (10) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.933 to \$4.00, inclusive.

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- (11) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.065 to \$4.172, inclusive.
- (12) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.00 to \$4.15, inclusive.

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.