

QUALITY DISTRIBUTION INC
Form 8-K
October 26, 2010

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): October 26, 2010

Quality Distribution, Inc.

(Exact name of Registrant as specified in its charter)

Florida
(State of Incorporation)

000-24180
(Commission File Number)
4041 Park Oaks Blvd., Suite 200

59-3239073
(I.R.S. Employer Identification Number)

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Tampa, Florida 33610

(Address of principal executive offices) (Zip Code)

(813) 630-5826

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

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 7.01 Regulation FD Disclosure

On October 26, 2010, Quality Distribution, LLC (Quality Distribution) and QD Capital Corporation (QD Capital) and, together with Quality Distribution, the Issuers) announced that they intend to offer through a private placement up to \$225,000,000 aggregate principal amount of second-priority senior secured notes due 2018 (the Notes), subject to market and other conditions.

The Issuers are disclosing under Item 7.01 of this Current Report on Form 8-K the information attached to this Report as Exhibit 99.1. This information, which has not been previously reported, is excerpted from a Preliminary Confidential Offering Circular that is being disseminated in connection with the Notes offering described above.

The Issuers are furnishing the information in Exhibit 99.1 to this Current Report on Form 8-K to comply with Regulation FD. Such information shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Issuers filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date hereof and regardless of any general incorporation language in such filings, except to the extent expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being filed herewith, and are furnished solely for the purposes of Item 7.01 of this Form 8-K:

99.1 Disclosure regarding the Issuers in connection with the distribution of the Preliminary Confidential Offering Memorandum for the Notes.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized this 26th day of October, 2010.

QUALITY DISTRIBUTION, INC.

By: /s/ Gary R. Enzor
Gary R. Enzor
Chief Executive Officer

Date: October 26, 2010

EXHIBIT INDEX

Exhibit

Number

Description

99.1 Disclosure regarding the Issuers in connection with the distribution of the Preliminary Confidential Offering Circular for the Notes.