

OLD DOMINION FREIGHT LINE INC/VA  
Form 10-Q  
August 07, 2017

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

---

FORM 10-Q

---

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2017

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_ .

Commission File Number: 0-19582

---

OLD DOMINION FREIGHT LINE, INC.  
(Exact name of registrant as specified in its charter)

---

VIRGINIA 56-0751714  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)  
500 Old Dominion Way 27360  
Thomasville, North Carolina  
(Address of principal executive offices) (Zip Code)  
(336) 889-5000  
(Registrant's telephone number, including area code)

---

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act.”

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 2, 2017 there were 82,386,172 shares of the registrant’s Common Stock (\$0.10 par value) outstanding.

---

INDEX

Part I – FINANCIAL INFORMATION

|               |   |           |
|---------------|---|-----------|
| <u>Item 1</u> | <u>Financial Statements</u>   | <u>1</u>  |
|               | <u>Condensed Balance Sheets – June 30, 2017 and December 31, 2016</u>                                 | <u>1</u>  |
|               | <u>Condensed Statements of Operations – For the three and six months ended June 30, 2017 and 2016</u> | <u>3</u>  |
|               | <u>Condensed Statements of Cash Flows – For the six months ended June 30, 2017 and 2016</u>           | <u>4</u>  |
|               | <u>Notes to the Condensed Financial Statements</u>  | <u>5</u>  |
| <u>Item 2</u> | <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>          | <u>9</u>  |
| <u>Item 3</u> | <u>Quantitative and Qualitative Disclosures about Market Risk</u>                                     | <u>17</u> |
| <u>Item 4</u> | <u>Controls and Procedures</u>  | <u>17</u> |

Part II – OTHER INFORMATION

|                |  |           |
|----------------|--|-----------|
| <u>Item 1</u>  | <u>Legal Proceedings</u>   | <u>19</u> |
| <u>Item 1A</u> | <u>Risk Factors</u>  | <u>19</u> |
| <u>Item 2</u>  | <u>Unregistered Sales of Equity Securities and Use of Proceeds</u> | <u>19</u> |
| <u>Item 6</u>  | <u>Exhibits</u>  | <u>20</u> |
|                | <u>Signatures</u>  | <u>21</u> |
|                | <u>Exhibit Index</u>   | <u>22</u> |

---

## PART I. FINANCIAL INFORMATION

## Item 1. Financial Statements

OLD DOMINION FREIGHT LINE, INC.  
CONDENSED BALANCE SHEETS

| (In thousands, except share and per share data)                            | June 30,<br>2017<br>(Unaudited) | December 31,<br>2016 |
|--|---------------------------------|----------------------|
| <b>ASSETS</b>  |                                 |                      |
| Current assets:  |                                 |                      |
| Cash and cash equivalents  | \$33,833                        | \$ 10,171            |
| Customer receivables, less allowances of \$8,443 and \$8,346, respectively | 363,807                         | 320,087              |
| Other receivables  | 6,393                           | 14,402               |
| Prepaid expenses and other current assets                                  | 40,579                          | 37,962               |
| Total current assets   | 444,612                         | 382,622              |
| Property and equipment:  |                                 |                      |
| Revenue equipment  | 1,573,352                       | 1,496,697            |
| Land and structures  | 1,445,188                       | 1,377,106            |
| Other fixed assets   | 419,188                         | 402,482              |
| Leasehold improvements   | 8,617                           | 8,699                |
| Total property and equipment   | 3,446,345                       | 3,284,984            |
| Accumulated depreciation   | (1,125,102 )                    | (1,043,582 )         |
| Net property and equipment   | 2,321,243                       | 2,241,402            |
| Goodwill   | 19,463                          | 19,463               |
| Other assets   | 54,880                          | 52,760               |
| Total assets   | \$2,840,198                     | \$ 2,696,247         |

Note: The Condensed Balance Sheet at December 31, 2016 has been derived from the audited financial statements at that date, but does not include all of the information and notes required by U.S. generally accepted accounting principles for complete financial statements.

The accompanying notes are an integral part of these condensed financial statements.

1

---

OLD DOMINION FREIGHT LINE, INC.  
 CONDENSED BALANCE SHEETS  
 (CONTINUED)

|   | June 30,<br>2017<br>(Unaudited) | December 31,<br>2016 |
|---|---------------------------------|----------------------|
| (In thousands, except share and per share data)   |                                 |                      |
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>   |                                 |                      |
| Current liabilities:  |                                 |                      |
| Accounts payable  | \$ 54,234                       | \$ 89,216            |
| Compensation and benefits   | 145,760                         | 129,170              |
| Claims and insurance accruals   | 47,897                          | 47,417               |
| Other accrued liabilities   | 25,841                          | 22,833               |
| Income taxes payable  | 20,678                          | —                    |
| Current maturities of long-term debt  | 50,000                          | —                    |
| Total current liabilities   | 344,410                         | 288,636              |
| Long-term liabilities:  |                                 |                      |
| Long-term debt  | 45,000                          | 104,975              |
| Other non-current liabilities   | 185,198                         | 178,879              |
| Deferred income taxes   | 272,599                         | 272,599              |
| Total long-term liabilities   | 502,797                         | 556,453              |
| Total liabilities   | 847,207                         | 845,089              |
| Commitments and contingent liabilities  |                                 |                      |
| Shareholders' equity:   |                                 |                      |
| Common stock - \$0.10 par value, 140,000,000 shares authorized, 82,387,823 and 82,416,657 shares outstanding at June 30, 2017 and December 31, 2016, respectively | 8,239                           | 8,242                |
| Capital in excess of par value  | 136,707                         | 135,466              |
| Retained earnings   | 1,848,045                       | 1,707,450            |
| Total shareholders' equity  | 1,992,991                       | 1,851,158            |
| Total liabilities and shareholders' equity  | \$ 2,840,198                    | \$ 2,696,247         |

Note: The Condensed Balance Sheet at December 31, 2016 has been derived from the audited financial statements at that date, but does not include all of the information and notes required by U.S. generally accepted accounting principles for complete financial statements.

The accompanying notes are an integral part of these condensed financial statements.



OLD DOMINION FREIGHT LINE, INC.  
 CONDENSED STATEMENTS OF OPERATIONS  
 (UNAUDITED)

|   | Three Months Ended |            | Six Months Ended |             |
|---|--------------------|------------|------------------|-------------|
|   | June 30,           | June 30,   | June 30,         | June 30,    |
| (In thousands, except share and per share data) | 2017               | 2016       | 2017             | 2016        |
| Revenue from operations                         | \$839,912          | \$755,435  | \$1,594,008      | \$1,463,168 |
| Operating expenses:                             |                    |            |                  |             |
| Salaries, wages and benefits                    | 441,904            | 408,424    | 858,408          | 809,293     |
| Operating supplies and expenses                 | 88,580             | 80,335     | 179,567          | 155,707     |
| General supplies and expenses                   | 28,283             | 22,778     | 51,155           | 43,920      |
| Operating taxes and licenses                    | 24,961             | 23,466     | 48,983           | 46,654      |
| Insurance and claims                            | 9,314              | 9,363      | 18,104           | 19,607      |
| Communications and utilities                    | 7,022              | 7,327      | 14,455           | 14,332      |
| Depreciation and amortization                   | 50,449             | 46,480     | 100,736          | 91,252      |
| Purchased transportation                        | 20,860             | 18,176     | 38,857           | 36,672      |
| Building and office equipment rents             | 1,982              | 2,164      | 4,096            | 4,437       |
| Miscellaneous expenses, net                     | 6,125              | 3,486      | 11,093           | 8,310       |
| Total operating expenses                        | 679,480            | 621,999    | 1,325,454        | 1,230,184   |
| Operating income                                | 160,432            | 133,436    | 268,554          | 232,984     |
| Non-operating expense (income):                 |                    |            |                  |             |
| Interest expense                                | 642                | 1,064      | 1,237            | 2,247       |
| Interest income                                 | (69)               | (12)       | (104)            | (28)        |
| Other (income) expense, net                     | (431)              | 260        | (22)             | 776         |
| Total non-operating expense                     | 142                | 1,312      | 1,111            | 2,995       |
| Income before income taxes                      | 160,290            | 132,124    | 267,443          | 229,989     |
| Provision for income taxes                      | 61,872             | 50,736     | 103,233          | 88,316      |
| Net income                                      | \$98,418           | \$81,388   | \$164,210        | \$141,673   |
| Earnings per share:                             |                    |            |                  |             |
| Basic   | \$1.20             | \$0.98     | \$1.99           | \$1.69      |
| Diluted   | \$1.19             | \$0.98     | \$1.99           | \$1.69      |
| Weighted average shares outstanding:            |                    |            |                  |             |
| Basic   | 82,318,623         | 83,354,013 | 82,333,739       | 83,668,521  |
| Diluted   | 82,427,975         | 83,381,429 | 82,436,170       | 83,682,228  |
| Dividends declared per share                    | \$0.10             | \$—        | \$0.20           | \$—         |

The accompanying notes are an integral part of these condensed financial statements.



OLD DOMINION FREIGHT LINE, INC.  
 CONDENSED STATEMENTS OF CASH FLOWS  
 (UNAUDITED)

| (In thousands)  | Six Months Ended<br>June 30,<br>2017 | 2016       |
|---|--------------------------------------|------------|
| Cash flows from operating activities:   |                                      |            |
| Net income  | \$ 164,210                           | \$ 141,673 |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                      |            |
| Depreciation and amortization   | 100,736                              | 91,252     |
| Loss on sale of property and equipment  | 485                                  | 466        |
| Share-based compensation  | 1,590                                | 480        |
| Other operating activities, net   | (28,507 )                            | 58,360     |
| Net cash provided by operating activities   | 238,514                              | 292,231    |
| Cash flows from investing activities:   |                                      |            |
| Purchase of property and equipment  | (188,318 )                           | (295,533 ) |
| Proceeds from sale of property and equipment                                      | 7,389                                | 2,997      |
| Net cash used in investing activities   | (180,929 )                           | (292,536 ) |
| Cash flows from financing activities:   |                                      |            |
| Principal payments under long-term debt agreements                                | —                                    | (26,488 )  |
| Net (payments) proceeds on revolving line of credit                               | (9,975 )                             | 111,015    |
| Payments for share repurchases  | (7,135 )                             | (84,683 )  |
| Dividends paid  | (16,469 )                            | —          |
| Other financing activities, net   | (344 )                               | (338 )     |
| Net cash used in financing activities   | (33,923 )                            | (494 )     |

|  |           |           |   |
|--|-----------|-----------|---|
| Increase (decrease) in cash and cash equivalents | 23,662    | (799      | ) |
| Cash and cash equivalents at beginning of period | 10,171    | 11,472    |   |
| Cash and cash equivalents at end of period       | \$ 33,833 | \$ 10,673 |   |

The accompanying notes are an integral part of these condensed financial statements.

## NOTES TO THE CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

## Note 1. Significant Accounting Policies

## Business

We are a leading, less-than-truckload (“LTL”), union-free motor carrier providing regional, inter-regional and national LTL services, which include ground and air expedited transportation and consumer household pickup and delivery, through a single integrated organization. In addition to our core LTL services, we offer a range of value-added services including container drayage, truckload brokerage, supply chain consulting and warehousing. We have one operating segment and the composition of our revenue is summarized below:

|                | Three Months Ended |           | Six Months Ended |             |
|----------------|--------------------|-----------|------------------|-------------|
|                | June 30,           |           | June 30,         |             |
| (In thousands) | 2017               | 2016      | 2017             | 2016        |
| LTL services   | \$826,401          | \$742,255 | \$1,566,587      | \$1,436,787 |
| Other services | 13,511             | 13,180    | 27,421           | 26,381      |
| Total revenue  | \$839,912          | \$755,435 | \$1,594,008      | \$1,463,168 |

## Basis of Presentation

The accompanying unaudited, interim condensed financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”) for interim financial information and, in management’s opinion, contain all adjustments (consisting of normal recurring items) necessary for a fair presentation, in all material respects, of the financial position and results of operations for the periods presented. Accordingly, they do not include all of the information and notes required by U.S. GAAP for complete financial statements.

The preparation of condensed financial statements in accordance with U.S. GAAP requires management to make estimates and assumptions. Such estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the condensed financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Our operating results are subject to seasonal trends; therefore, the results of operations for the interim period ended June 30, 2017 are not necessarily indicative of the results that may be expected for subsequent quarterly periods or the year ending December 31, 2017.

The condensed financial statements should be read in conjunction with the financial statements and related notes, which appear in our Annual Report on Form 10-K for the year ended December 31, 2016. There have been no significant changes in the accounting principles and policies, long-term contracts or estimates inherent in the preparation of the condensed financial statements of Old Dominion Freight Line, Inc. as previously described in our Annual Report on Form 10-K for the year ended December 31, 2016, other than those disclosed in this Form 10-Q.

Certain amounts in prior years have been reclassified to conform prior years’ financial statements to the current presentation.

Unless the context requires otherwise, references in these Notes to “Old Dominion,” the “Company,” “we,” “us” and “our” refer to Old Dominion Freight Line, Inc.

## NOTES TO THE CONDENSED FINANCIAL STATEMENTS (UNAUDITED) (CONTINUED)

## Fair Values of Financial Instruments

The carrying values of financial instruments in current assets and current liabilities approximate their fair value due to the short maturities of these instruments. The carrying value of our revolving credit facility approximates fair value due to the variable interest rates of the facility that correlate with current market rates. The carrying value of our total long-term debt, including current maturities, was \$95.0 million and \$105.0 million at June 30, 2017 and December 31, 2016, respectively. The estimated fair value of our total long-term debt, including current maturities, was \$98.6 million and \$108.3 million at June 30, 2017 and December 31, 2016, respectively. The fair value measurement of our senior notes was determined using a discounted cash flow analysis that factors in current market yields for comparable borrowing arrangements under our credit profile. Since this methodology is based upon market yields for comparable arrangements, the measurement is categorized as Level 2 under the three-level fair value hierarchy as established by the Financial Accounting Standards Board (the "FASB").

## Recent Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers" (Topic 606). This ASU supersedes the previous revenue recognition requirements in ASC Topic 605-Revenue Recognition. The FASB issued ASU 2015-14, "Revenue from Contracts with Customers", which deferred the effective date for ASU 2014-09 by one year to fiscal years beginning after December 15, 2017, while providing the option to early adopt for fiscal years beginning after December 15, 2016. Transition methods under ASU 2014-09 must be through either (i) retrospective application to each prior reporting period presented, or (ii) retrospective application with a cumulative effect adjustment at the date of initial application.

We are continuing to evaluate the impact of this new standard on our financial reporting and disclosures, including but not limited to our accounting policies, internal controls and processes. We expect to complete our evaluation and finalize our transition method during the second half of 2017 and intend to adopt the new standard effective January 1, 2018. Based on our current assessment, we do not anticipate the new standard to have a material impact on our financial statements.

## Note 2. Earnings Per Share

Basic earnings per share of the Company is computed by dividing net income by the daily weighted average number of shares of common stock outstanding for the period, excluding unvested restricted stock. Unvested restricted stock is included in common shares outstanding in the balance sheets. Diluted earnings per share is computed using the treasury stock method and includes the impact of shares of unvested restricted stock.

The following table provides a reconciliation of the number of common shares used in computing basic and diluted earnings per share:

|   | Three Months Ended |            | Six Months Ended |            |
|---|--------------------|------------|------------------|------------|
|   | June 30,           |            | June 30,         |            |
|   | 2017               | 2016       | 2017             | 2016       |
| Weighted average shares outstanding - basic   | 82,318,623         | 83,354,013 | 82,333,739       | 83,668,521 |
| Dilutive effect of share-based awards         | 109,352            | 27,416     | 102,431          | 13,707     |
| Weighted average shares outstanding - diluted | 82,427,975         | 83,381,429 | 82,436,170       | 83,682,228 |

## Note 3. Shareholders' Equity

Stock Repurchase Program

During the second quarter of 2016, we completed our stock repurchase program, previously announced on November 10, 2014, to repurchase up to an aggregate of \$200.0 million of our outstanding common stock. On May 23, 2016, we announced that our Board of Directors had approved a new two-year stock repurchase program authorizing us to repurchase up to an aggregate of \$250.0 million of our outstanding common stock (the “2016

6

---

## NOTES TO THE CONDENSED FINANCIAL STATEMENTS (UNAUDITED) (CONTINUED)

Repurchase Program"). Under the 2016 Repurchase Program, we may repurchase shares from time to time in open market purchases or through privately negotiated transactions. Shares of our common stock repurchased under our repurchase program are canceled at the time of repurchase and are classified as authorized but unissued shares of our common stock.

During the three months ended June 30, 2017, we repurchased 82,016 shares of our common stock for \$7.1 million and during the six months ended June 30, 2017 we repurchased 82,616 shares of our common stock for \$7.1 million. As of June 30, 2017, we had \$192.8 million remaining authorized under the 2016 Repurchase Program.

## Dividends

On February 2, 2017, we announced that our Board of Directors had declared a quarterly cash dividend of \$0.10 per share, which was paid on March 20, 2017 to shareholders of record at the close of business on March 6, 2017. On May 17, 2017, we announced that our Board of Directors had declared a quarterly cash dividend of \$0.10 per share, which was paid on June 20, 2017 to shareholders of record at the close of business on June 6, 2017.

## Note 4. Long-Term Debt

Long-term debt consisted of the following:

| (In thousands)                      | June 30,<br>2017 | December 31,<br>2016 |
|-------------------------------------|------------------|----------------------|
| Senior notes                        | \$95,000         | \$ 95,000            |
| Revolving credit facility           | —                | 9,975                |
| Total long-term debt                | 95,000           | 104,975              |
| Less: Current maturities            | (50,000 )        | —                    |
| Total maturities due after one year | \$45,000         | \$ 104,975           |

We had one unsecured senior note agreement with an amount outstanding of \$95.0 million at each of June 30, 2017 and December 31, 2016. Our unsecured senior note agreement calls for two scheduled principal payments of \$50.0 million and \$45.0 million on January 3, 2018 and January 3, 2021, respectively. Interest rates on the January 3, 2018 and January 3, 2021 scheduled principal payments are 4.00% and 4.79%, respectively. The effective average interest rate on our outstanding senior note agreement was 4.37% at each of June 30, 2017 and December 31, 2016.

On December 15, 2015, we entered into an amended and restated credit agreement with Wells Fargo Bank, National Association ("Wells Fargo") serving as administrative agent for the lenders (the "Credit Agreement"). The Credit Agreement originally provided for a five-year, \$250.0 million senior unsecured revolving line of credit and a \$100.0 million accordion feature, which if fully exercised and approved, would expand the total borrowing capacity up to an aggregate of \$350.0 million.

On September 9, 2016, we exercised a portion of the accordion feature and entered into an amendment to the Credit Agreement to increase the aggregate commitments from existing lenders by \$50.0 million to an aggregate of \$300.0 million. Of the \$300.0 million line of credit commitments under the Credit Agreement, as amended, up to \$100.0 million may be used for letters of credit and \$30.0 million may be used for borrowings under the Wells Fargo Sweep Plus Loan Program (the "Sweep Program"). We utilize the Sweep Program to manage our daily cash needs, as it automatically initiates borrowings to cover overnight cash requirements primarily for working capital needs.

At our option, borrowings under the Credit Agreement bear interest at either: (i) LIBOR plus an applicable margin (based on our ratio of net debt-to-total capitalization) that ranges from 1.0% to 1.50%; or (ii) a Base Rate plus an applicable margin (based on our ratio of net debt-to-total capitalization) that ranges from 0.0% to 0.5%. Loans under the Sweep Program bear interest at the LIBOR plus applicable margin rate. Letter of credit fees equal to the applicable margin for LIBOR loans are charged quarterly in arrears on the daily average aggregate stated amount of all letters of credit outstanding during the quarter. Commitment fees ranging from 0.125% to 0.2% (based

7

---

NOTES TO THE CONDENSED FINANCIAL STATEMENTS (UNAUDITED) (CONTINUED)

upon the ratio of net debt-to-total capitalization) are charged quarterly in arrears on the aggregate unutilized portion of the Credit Agreement. Wells Fargo, as administrative agent, also receives an annual fee for providing administrative services.

For each of the three and six-month periods ended June 30, 2017 and 2016, the applicable margin on LIBOR loans was 1.0% and commitment fees were 0.125% under the Credit Agreement. There were \$71.4 million and \$74.6 million of outstanding letters of credit at June 30, 2017 and December 31, 2016, respectively. Letter of credit fees remained at 1.0% during each of the three and six-month periods ended June 30, 2017 and 2016.

Note 5. Commitments and Contingencies

We are involved in or addressing various legal proceedings and claims, governmental inquiries, notices and investigations that have arisen in the ordinary course of our business and have not been fully adjudicated, some of which are covered in whole or in part by insurance. Certain of these matters include class-action allegations. We do not believe that the resolution of any of these matters will have a material adverse effect upon our financial position, results of operations or cash flows.



## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Overview

We are a leading, less-than-truckload (“LTL”), union-free motor carrier providing regional, inter-regional and national LTL services, which include ground and air expedited transportation and consumer household pickup and delivery through a single integrated organization. In addition to our core LTL services, we offer a range of value-added services including container drayage, truckload brokerage, supply chain consulting and warehousing. More than 97% of our revenue has historically been derived from transporting LTL shipments for our customers, whose demand for our services is generally tied to industrial production and the overall health of the U.S. domestic economy.

In analyzing the components of our revenue, we monitor changes and trends in our LTL services using the following key metrics, which exclude certain transportation and logistics services where pricing is generally not determined by weight, commodity or distance:

**LTL Revenue Per Hundredweight** - This measurement reflects the application of our pricing policies to the services we provide, which are influenced by competitive market conditions and our growth objectives. Generally, freight is rated by a class system, which is established by the National Motor Freight Traffic Association, Inc. Light, bulky freight typically has a higher class and is priced at higher revenue per hundredweight than dense, heavy freight. Fuel surcharges, accessorial charges, revenue adjustments and revenue for undelivered freight are included in this measurement. Revenue for undelivered freight is deferred for financial statement purposes in accordance with our revenue recognition policy; however, we believe including it in our revenue per hundredweight metrics results in a better indicator of changes in this metric by matching total billed revenue with the corresponding weight of those shipments.

Revenue per hundredweight is a commonly-used indicator of pricing trends, but this metric can be influenced by many other factors, such as changes in fuel surcharges, weight per shipment, length of haul and the class, or mix, of our freight. As a result, changes in revenue per hundredweight do not necessarily indicate actual changes in underlying base rates.

**LTL Weight Per Shipment** - Fluctuations in weight per shipment can indicate changes in the mix of freight we receive from our customers, as well as changes in the number of units included in a shipment. Generally, increases in weight per shipment indicate higher demand for our customers' products and overall increased economic activity. Changes in weight per shipment can also be influenced by shifts between LTL and other modes of transportation, such as truckload and intermodal, in response to capacity, service and pricing issues. Fluctuations in weight per shipment generally have an inverse effect on our revenue per hundredweight, as a decrease in weight per shipment will typically cause an increase in revenue per hundredweight.

**Average Length of Haul** - We consider lengths of haul less than 500 miles to be regional traffic, lengths of haul between 500 miles and 1,000 miles to be inter-regional traffic, and lengths of haul in excess of 1,000 miles to be national traffic. This metric is used to analyze our tonnage and pricing trends for shipments with similar characteristics, and also allows for comparison with other transportation providers serving specific markets. By analyzing this metric, we can determine the success and growth potential of our service products in these markets. Changes in length of haul generally have a direct effect on our revenue per hundredweight, as an increase in length of haul will typically cause an increase in revenue per hundredweight.

Our primary revenue focus is to increase density, which is shipment and tonnage growth within our existing infrastructure. Increases in density allow us to maximize our asset utilization and labor productivity, which we measure over many different functional areas of our operations including linehaul load factor, pickup and delivery

("P&D") stops per hour, P&D shipments per hour, platform pounds handled per hour and platform shipments per hour. In addition to our focus on density and operating efficiencies, it is critical for us to obtain an appropriate yield, which is measured as revenue per hundredweight, on the shipments we handle. We are committed to a disciplined yield management process that focuses on individual account profitability. We believe yield management and improvements in efficiency are key components in our ability to produce profitable growth.

Our primary cost elements are direct wages and benefits associated with the movement of freight, operating supplies and expenses, which include diesel fuel, and depreciation of our equipment fleet and service center facilities. We gauge our overall success in managing costs by monitoring our operating ratio, a measure of profitability calculated by dividing total operating expenses by revenue, which also allows for industry-wide comparisons with our competition.

We continually upgrade our technological capabilities to improve our customer service and lower our operating costs. Our technology provides our customers with visibility of their shipments throughout our network, increases the productivity of our workforce and provides key metrics that we use to monitor and enhance our processes.

The following table sets forth, for the periods indicated, expenses and other items as a percentage of revenue from operations:

|                                     | Three Months<br>Ended<br>June 30,<br>2017 |        | Six Months<br>Ended<br>June 30,<br>2016 |        |
|-------------------------------------|---|--------|---|--------|
|                                     | 2017                                      | 2016   | 2017                                    | 2016   |
| Revenue from operations             | 100.0 %                                   | 100.0% | 100.0 %                                 | 100.0% |
| Operating expenses:                 |   |        |   |        |
| Salaries, wages and benefits        | 52.6                                      | 54.1   | 53.9                                    | 55.3   |
| Operating supplies and expenses     | 10.6                                      | 10.6   | 11.3                                    | 10.7   |
| General supplies and expenses       | 3.4                                       | 3.0    | 3.2                                     | 3.0    |
| Operating taxes and licenses        | 3.0                                       | 3.1    | 3.1                                     | 3.2    |
| Insurance and claims                | 1.1                                       | 1.2    | 1.1                                     | 1.3    |
| Communications and utilities        | 0.8                                       | 1.0    | 0.9                                     | 1.0    |
| Depreciation and amortization       | 6.0                                       | 6.1    | 6.3                                     | 6.2    |
| Purchased transportation            | 2.5                                       | 2.4    | 2.4                                     | 2.5    |
| Building and office equipment rents | 0.2                                       | 0.3    | 0.3                                     | 0.3    |
| Miscellaneous expenses, net         | 0.7                                       | 0.5    | 0.7                                     | 0.6    |
| Total operating expenses            | 80.9                                      | 82.3   | 83.2                                    | 84.1   |
| Operating income                    | 19.1                                      | 17.7   | 16.8                                    | 15.9   |
| Interest expense, net *             | 0.1                                       | 0.2    | 0.1                                     | 0.1    |
| Other (income) expense, net         | (0.1 )                                    | 0.0    | (0.0 )                                  | 0.1    |
| Income before income taxes          | 19.1                                      | 17.5   | 16.7                                    | 15.7   |
| Provision for income taxes          | 7.4                                       | 6.7    | 6.4                                     | 6.0    |
| Net income                          | 11.7 %                                    | 10.8 % | 10.3 %                                  | 9.7 %  |

\*For the purpose of this table, interest expense is presented net of interest income.

## Results of Operations

Key financial and operating metrics for the three- and six-month periods ended June 30, 2017 and 2016 are presented below:

|                                | Three Months Ended<br>June 30, |           |             | Six Months Ended<br>June 30, |             |             |
|--------------------------------|--------------------------------|-----------|-------------|------------------------------|-------------|-------------|
|                                | 2017                           | 2016      | %<br>Change | 2017                         | 2016        | %<br>Change |
| Work days                      | 64                             | 64        | — %         | 128                          | 128         | — %         |
| Revenue (in thousands)         | \$839,912                      | \$755,435 | 11.2 %      | \$1,594,008                  | \$1,463,168 | 8.9 %       |
| Operating ratio                | 80.9 %                         | 82.3 %    |             | 83.2 %                       | 84.1 %      |             |
| Net income (in thousands)      | \$98,418                       | \$81,388  | 20.9 %      | \$164,210                    | \$141,673   | 15.9 %      |
| Diluted earnings per share     | \$1.19                         | \$0.98    | 21.4 %      | \$1.99                       | \$1.69      | 17.8 %      |
| LTL tons (in thousands)        | 2,148                          | 2,025     | 6.1 %       | 4,118                        | 3,948       | 4.3 %       |
| LTL shipments (in thousands)   | 2,742                          | 2,597     | 5.6 %       | 5,265                        | 5,086       | 3.5 %       |
| LTL weight per shipment (lbs.) | 1,567                          | 1,559     | 0.5 %       | 1,564                        | 1,553       | 0.7 %       |
| LTL revenue per hundredweight  | \$19.31                        | \$18.37   | 5.1 %       | \$19.18                      | \$18.26     | 5.0 %       |
| LTL revenue per shipment       | \$302.51                       | \$286.51  | 5.6 %       | \$299.93                     | \$283.49    | 5.8 %       |
| Average length of haul (miles) | 917                            | 929       | (1.3) %     | 918                          | 932         | (1.5) %     |

Our financial results for the second quarter and first half of 2017 reflect significant growth in revenue, net income and diluted earnings per share as compared to the second quarter and first half of 2016. These were the highest quarterly growth rates for each metric since the first quarter of 2015. Our revenue growth of 11.2% and 8.9% for the second quarter and year-to-date period, respectively, was driven by increased tonnage and yield that we believe reflects an improving macroeconomic environment and increased market share. The increases in density and yield, when combined with our continued focus on managing our variable costs, led to 140 and 90 basis-point improvements in our operating ratio for the second quarter and first half of 2017, respectively. As a result, our net income and diluted earnings per share for the periods presented both increased by double-digit percentages over the second quarter and first half of 2016.

## Revenue

Our revenue increased \$84.5 million and \$130.8 million in the second quarter and first half of 2017, respectively, as compared to the same periods of 2016, primarily due to increases in LTL tonnage and LTL revenue per hundredweight. Growth in LTL tons accelerated throughout the second quarter of 2017, increasing 6.1% over the prior-year comparable quarter due to a 5.6% increase in LTL shipments and a 0.5% increase in LTL weight per shipment. LTL tons for the first half of 2017 increased 4.3% over the prior-year comparable period due to a 3.5% increase in shipments and a 0.7% increase in LTL weight per shipment. We believe these increases were driven by an improving economic environment and increased demand for the superior service that we continue to provide our customers.

LTL revenue per hundredweight increased 5.1% and 5.0% in the second quarter and first half of 2017, respectively, as compared to the second quarter and first half of 2016, despite the downward pressure on these metrics created by the increase in our LTL weight per shipment and the decline in our average length of haul. We believe these increases in LTL revenue per hundredweight reflect our focus on yield management during an improving pricing environment and an increase in our fuel surcharges that reflected higher average diesel fuel prices for the periods compared. Excluding fuel surcharges, LTL revenue per hundredweight increased 3.8% and 3.1% in the second quarter and first half of 2017, respectively, as compared to the same periods in 2016.

Most of our tariffs and contracts provide for a fuel surcharge that is generally indexed to the diesel fuel prices published by the U.S. Department of Energy ("DOE") that reset each week. Our fuel surcharges are designed to offset fluctuations in the cost of petroleum-based products and are one of the many components included in the overall negotiated price we charge for our services. As a percent of revenue, fuel surcharges increased to 10.6% and 10.8% for the second quarter and first half of 2017, respectively, as compared to 9.5% and 9.1% for the

respective periods of 2016. These increases were due primarily to an increase in the average price per gallon for diesel fuel during the second quarter and first half of 2017. We regularly monitor the components of our pricing, including base freight rates and fuel surcharges. We also address any individual account profitability issues with our customers as part of our effort to minimize the negative impact on our profitability that would likely result from a rapid and significant change in any of our operating expenses.

### Third Quarter 2017 Update

LTL tons per day increased 7.2% in July 2017 primarily due to a 6.1% increase in LTL shipments per day and a 1.0% increase in LTL weight per shipment as compared to July 2016. For July 2017, LTL revenue per hundredweight increased approximately 3.9% as compared to the same month last year.

### Operating Costs and Other Expenses

Salaries, wages and benefits for the second quarter of 2017 increased \$33.5 million, or 8.2%, over the prior-year comparable quarter due to a \$22.9 million increase in the costs attributable to salaries and wages and a \$10.6 million increase in benefit costs. Salaries, wages and benefits for the first half of 2017 increased \$49.1 million, or 6.1%, over the prior-year comparable period due to a \$36.6 million increase in the costs attributable to salaries and wages and a \$12.5 million increase in benefit costs. We intend to hire additional employees during the third quarter of 2017 to support our continued growth, which is expected to drive additional increases in employee-related costs.

The increase in the costs attributable to salaries and wages for both the second quarter and first half of 2017 was due primarily to the annual wage increase provided to employees in September 2016 and additional labor necessary to support higher freight volumes in the second quarter of 2017. These increases in our salaries and wages, however, were partially offset by improvements in productivity. Our aggregate productive labor costs as a percent of revenue improved to 27.7% and 28.2% of revenue in the second quarter and first half of 2017, respectively, from 28.6% and 29.1% of revenue for the same periods of 2016, respectively.

The increase in the costs attributable to employee benefits for both the second quarter and first half of 2017 was primarily due to increases in certain retirement benefit plan costs, as well as higher employer-related payroll taxes and paid time off benefits. As a result, our employee benefit costs, as a percent of salaries and wages, increased to 32.9% and 33.3% for the second quarter and first six months of 2017, respectively, from 31.9% and 33.2% for the comparable periods of 2016.

Operating supplies and expenses increased \$8.2 million and \$23.9 million in the second quarter and first half of 2017, respectively, as compared to the same prior-year periods. The cost of diesel fuel, excluding fuel taxes, represents the largest component of operating supplies and expenses, and can vary based on both average price per gallon and consumption. The increase in diesel fuel costs, excluding fuel taxes, was due primarily to an 11.1% and 26.9% increase in our average cost per gallon of diesel fuel as compared to the second quarter and first half of 2016, respectively. In addition, our gallons consumed increased 3.3% and 0.9% in the second quarter and first half of 2017, respectively, as compared to the same prior-year periods due primarily to increases in miles driven. We do not use diesel fuel hedging instruments and our costs are therefore subject to market price fluctuations.

General supplies and expenses increased \$5.5 million and \$7.2 million in the second quarter and first half of 2017, respectively, as compared to the same prior-year periods. These increases were primarily due to higher costs for technology and related support as well as an increase in our advertising and marketing costs.

Depreciation and amortization increased \$4.0 million and \$9.5 million in the second quarter and first six months of 2017, respectively, as compared to the same prior-year periods due primarily to the assets acquired as part of our 2016 and 2017 capital expenditure plans. We believe depreciation will continue to increase in future periods as we execute

upon the remainder of our 2017 capital expenditure program. While our investments in real estate, equipment and technology can increase our costs in the short-term, we believe these investments are necessary to support our continued growth and strategic initiatives.

Our effective tax rate for both the second quarter and first half of 2017 was 38.6% as compared to 38.4% for each of the same prior-year periods. Our effective tax rate generally exceeds the federal statutory rate of 35% due to the impact of state taxes, and to a lesser extent, certain other non-deductible items.

## Liquidity and Capital Resources

A summary of our cash flows is presented below:

| (In thousands)                                   | Six Months Ended |           |
|--|------------------|-----------|
|  | June 30,         |           |
|  | 2017             | 2016      |
| Cash and cash equivalents at beginning of period | \$10,171         | \$11,472  |
| Cash flows provided by (used in):                |                  |           |
| Operating activities                             | 238,514          | 292,231   |
| Investing activities                             | (180,929)        | (292,536) |
| Financing activities                             | (33,923 )        | (494 )    |
| Increase (decrease) in cash and cash equivalents | 23,662           | (799 )    |
| Cash and cash equivalents at end of period       | \$33,833         | \$10,673  |

Cash flows provided by operating activities decreased during the first six months of 2017 as compared to 2016 due primarily to fluctuations in accounts payable, accounts receivable and other working capital accounts. The change in cash flows from these fluctuations was partially offset by the increase in net income.

The change in cash flows used in investing activities during the first six months of 2017 as compared to 2016 was due to the timing of equipment purchases under our capital expenditure plans. Changes in our capital expenditures are more fully described below in "Capital Expenditures."

The change in cash flows used in financing activities during the first six months of 2017 as compared to 2016 was due primarily to fluctuations in our senior unsecured revolving line of credit, repurchases of common stock under our share repurchase program and the timing of scheduled principal payments under our long-term debt agreements. Additionally, in the first six months of 2017 our Board declared and we distributed \$16.5 million in dividends to our shareholders. Our repurchases of common stock and dividend payments are more fully described below under "Stock Repurchase Program" and "Dividends to Shareholders," respectively.

We have three primary sources of available liquidity: cash and cash equivalents, cash flows from operations and available borrowings under our senior unsecured revolving credit agreement, which are described below. We believe we also have sufficient access to debt and equity markets to provide other sources of liquidity, if needed.

## Capital Expenditures

The table below sets forth our net capital expenditures for property and equipment, including capital assets obtained through capital leases, for the six-month period ended June 30, 2017 and the years ended December 31, 2016, 2015 and 2014:

| (In thousands)             | June 30,  |           | December 31, |           |
|----------------------------|-----------|-----------|--------------|-----------|
|                            | 2017      | 2016      | 2015         | 2014      |
| Land and structures        | \$70,263  | \$161,646 | \$153,460    | \$117,487 |
| Tractors                   | 72,522    | 114,166   | 128,911      | 91,750    |
| Trailers                   | 20,771    | 94,040    | 114,209      | 80,853    |
| Technology                 | 7,283     | 18,428    | 32,044       | 38,264    |
| Other equipment and assets | 17,479    | 29,661    | 36,987       | 39,326    |
| Proceeds from sales        | (7,389 )  | (10,541 ) | (24,442 )    | (21,866 ) |
| Total                      | \$180,929 | \$407,400 | \$441,169    | \$345,814 |

Our capital expenditures varied based upon the projected increase in the number and size of our service center facilities necessary to support our plan for long-term growth, our planned tractor and trailer replacement cycle and



forecasted tonnage and shipment growth. Expenditures for land and structures can be dependent upon

13

---

the availability of land in the geographic areas where we are looking to expand. We expect to continue to maintain a high level of capital expenditures in order to support our long-term plan for market share growth.

We currently estimate capital expenditures will be approximately \$400 million for the year ending December 31, 2017. Approximately \$185 million is allocated for the purchase of service center facilities, construction of new service center facilities or expansion of existing service center facilities, subject to the availability of suitable real estate and the timing of construction projects; approximately \$170 million is allocated for the purchase of tractors and trailers; and approximately \$45 million is allocated for investments in technology and other assets. We expect to fund these capital expenditures primarily through cash flows from operations, our existing cash and cash equivalents and the use of our senior unsecured revolving credit facility. We believe our current sources of liquidity will be sufficient to satisfy our expected capital expenditures.

#### Dividends to Shareholders

On February 2, 2017, we announced that our Board of Directors had declared a quarterly cash dividend of \$0.10 per share, which was paid on March 20, 2017 to shareholders of record at the close of business on March 6, 2017. On May 17, 2017, we announced that our Board of Directors had declared a quarterly cash dividend of \$0.10 per share, which was paid on June 20, 2017 to shareholders of record at the close of business on June 6, 2017. Although we intend to pay a quarterly cash dividend on our common stock for the foreseeable future, the declaration of any future dividend is subject to approval by our Board of Directors, and is restricted by applicable state law limitations on distributions to shareholders, as well as certain covenants under our revolving credit facility. We anticipate that any future quarterly cash dividends will be funded through cash flows from operations and, if needed, borrowings under our revolving credit facility. We did not declare or pay a dividend on our common stock in 2016 or 2015.

#### Stock Repurchase Program

During the second quarter of 2016, we completed our stock repurchase program, previously announced on November 10, 2014, to repurchase up to an aggregate of \$200.0 million of our outstanding common stock. On May 23, 2016, we announced that our Board of Directors had approved a new two-year stock repurchase program authorizing us to repurchase up to an aggregate of \$250.0 million of our outstanding common stock (the "2016 Repurchase Program"). Under the 2016 Repurchase Program, we may repurchase shares from time to time in open market purchases or through privately negotiated transactions. Shares of our common stock repurchased under our repurchase program are canceled at the time of repurchase and are classified as authorized but unissued shares of our common stock. As of June 30, 2017, we had \$192.8 million remaining authorized under the 2016 Repurchase Program.

#### Financing Agreements

We had one unsecured senior note agreement with an amount outstanding of \$95.0 million at each of June 30, 2017 and December 31, 2016. Our unsecured senior note agreement calls for two scheduled principal payments of \$50.0 million and \$45.0 million on January 3, 2018 and January 3, 2021, respectively. Interest rates on the January 3, 2018 and January 3, 2021 scheduled principal payments are 4.00% and 4.79%, respectively. The effective average interest rate on our outstanding senior note agreement was 4.37% at each of June 30, 2017 and December 31, 2016.

On December 15, 2015, we entered into an amended and restated credit agreement with Wells Fargo Bank, National Association ("Wells Fargo") serving as administrative agent for the lenders (the "Credit Agreement"). The Credit Agreement originally provided for a five-year, \$250.0 million senior unsecured revolving line of credit and a \$100.0 million accordion feature, which if fully exercised and approved, would expand the total borrowing capacity up to an aggregate of \$350.0 million.

On September 9, 2016, we exercised a portion of the accordion feature and entered into an amendment to the Credit Agreement to increase the aggregate commitments from existing lenders by \$50.0 million to an aggregate of \$300.0 million. Of the \$300.0 million line of credit commitments under the Credit Agreement, as amended, up to \$100.0 million may be used for letters of credit and \$30.0 million may be used for borrowings under the Wells Fargo Sweep Plus Loan Program (the "Sweep Program"). We utilize the Sweep Program to manage our daily cash needs, as it automatically initiates borrowings to cover overnight cash requirements primarily for working capital needs.

The amounts outstanding and available borrowing capacity under the Credit Agreement are presented below:

| (In thousands)                | June 30,<br>2017 | December 31,<br>2016 |
|-------------------------------|------------------|----------------------|
| Facility limit                | \$300,000        | \$ 300,000           |
| Line of credit borrowings     | —                | (9,975 )             |
| Outstanding letters of credit | (71,368 )        | (74,611 )            |
| Available borrowing capacity  | \$228,632        | \$ 215,414           |

With the exception of borrowings pursuant to the Credit Agreement, interest rates are fixed on all of our debt instruments. Therefore, short-term exposure to fluctuations in interest rates is limited to our line of credit facility. We do not currently use interest rate derivative instruments to manage exposure to interest rate changes.

Our senior note agreement and Credit Agreement contain customary covenants, including financial covenants that require us to observe a maximum ratio of debt to total capital and a minimum fixed charge coverage ratio. Any future wholly-owned material domestic subsidiaries of the Company would be required to guarantee payment of all of our obligations under these agreements. The Credit Agreement also includes a provision limiting our ability to make restricted payments, including dividends and payments for share repurchases, unless, among other conditions, no defaults or events of default are ongoing (or would be caused by such restricted payment).

A significant decrease in demand for our services could limit our ability to generate cash flow and affect profitability. Most of our debt agreements have covenants that require stated levels of financial performance, which if not achieved could cause acceleration of the payment schedules. As of June 30, 2017, we were in compliance with these covenants. We do not anticipate a significant decline in business levels or financial performance that would cause us to violate any such covenants in the future, and we believe the combination of our existing Credit Agreement along with our additional borrowing capacity will be sufficient to meet foreseeable seasonal and long-term capital needs.

#### Critical Accounting Policies

In preparing our condensed financial statements, we applied the same critical accounting policies as described in our Annual Report on Form 10-K for the year ended December 31, 2016 that affect judgments and estimates of amounts recorded for certain assets, liabilities, revenue and expenses.

#### Seasonality

Our tonnage levels and revenue mix are subject to seasonal trends common in our industry, although other factors, such as macroeconomic or freight mix changes, could cause variation in these trends. Operating margins in the first and fourth quarters are typically lower than those during the second and third quarters due to fewer shipments during the winter months. Harsh winter weather or natural disasters, such as hurricanes, tornadoes and floods, can also adversely impact our performance by reducing demand and increasing operating expenses. We believe seasonal trends will continue to impact our business.

#### Environmental Regulation

We are subject to various federal, state and local environmental laws and regulations that focus on, among other things: the emission and discharge of hazardous materials or waste into the environment or their presence at our properties or in our vehicles; fuel storage tanks; transportation of certain materials; and the discharge or retention of storm water. Under specific environmental laws, we could also be held responsible for any costs relating to contamination at our past or present facilities and at third-party waste disposal sites, as well as costs associated with clean-up of accidents involving our vehicles. We do not believe that the cost of future compliance with current

environmental laws or regulations will have a material adverse effect on our operations, financial condition, competitive position or capital expenditures for the remainder of 2017 or fiscal year 2018. However, future changes to laws or regulations may adversely affect our operations and could result in unforeseen costs to our business.

Forward-Looking Information

Forward-looking statements appear in this report, including, but not limited to, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” and in other written and oral statements made by or on behalf of us. These forward-looking statements include, but are not limited to, statements relating to our goals, strategies, expectations, competitive environment, regulation, availability of resources, future events and future financial performance. Such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements typically can be identified by such words as “anticipate,” “estimate,” “forecast,” “project,” “intend,” “expect,” “believe,” “should,” “could,” “may” or other similar words or expressions. We caution readers that such forward-looking statements involve risks and uncertainties, including, but not limited to, the risk factors set forth in our Annual Report on Form 10-K for the year ended December 31, 2016 and in other reports and statements that we file with the SEC. Such forward-looking statements involve risks and uncertainties that could cause actual events or results to differ materially from those expressed or implied herein, including, but not limited to, the following:

- the competitive environment with respect to industry capacity and pricing, including the use of fuel surcharges, which could negatively impact our total overall pricing strategy and our ability to cover our operating expenses;
- our ability to collect fuel surcharges and the effectiveness of those fuel surcharges in mitigating the impact of fluctuating prices for diesel fuel and other petroleum-based products;
- the negative impact of any unionization, or the passage of legislation or regulations that could facilitate unionization, of our employees;
- the challenges associated with executing our growth strategy, including our ability to successfully consummate and integrate any acquisitions;
- changes in our goals and strategies, which are subject to change at any time at our discretion;
- various economic factors such as recessions, downturns in the economy, global uncertainty and instability, changes in U.S. social, political, and regulatory conditions or a disruption of financial markets, which may decrease demand for our services;
- increases in driver compensation or difficulties attracting and retaining qualified drivers to meet freight demand;
- our exposure to claims related to cargo loss and damage, property damage, personal injury, workers' compensation, group health and group dental, including increased premiums, adverse loss development, increased self-insured retention levels and claims in excess of insured coverage levels;
- cost increases associated with employee benefits, including costs associated with employee healthcare plans;
- the availability and cost of capital for our significant ongoing cash requirements;
  - the availability and cost of new equipment and replacement parts, including regulatory changes and supply constraints that could impact the cost of these assets;
- decreases in demand for, and the value of, used equipment;
- the availability and cost of diesel fuel;
- the costs and potential liabilities related to compliance with, or violations of, existing or future governmental laws and regulations, including environmental laws, engine emissions standards, hours-of-service for our drivers, driver fitness requirements and new safety standards for drivers and equipment;
- the costs and potential liabilities related to various legal proceedings and claims that have arisen in the ordinary course of our business, some of which include class-action allegations;
- the costs and potential liabilities related to governmental proceedings, inquiries, notices or investigations;
- the costs and potential liabilities related to our international business relationships;
- the costs and potential adverse impact of compliance with, or violations of, current and future rules issued by the Department of Transportation, the Federal Motor Carrier Safety Administration, including its Compliance, Safety, Accountability initiative, and other regulatory agencies;
- seasonal trends in the less-than-truckload industry, including harsh weather conditions and disasters;
- our dependence on key employees;
- the concentration of our stock ownership with the Congdon family;

the costs and potential adverse impact associated with future changes in accounting standards or practices;  
potential costs associated with cyber incidents and other risks, including system failure, security breach, disruption by malware or other damage;  
failure to keep pace with developments in technology, any disruption to our technology infrastructure, or failures of essential services upon which our technology platforms rely, which could cause us to incur costs or result in a loss of business;

- the costs and potential adverse impact associated with transitional challenges in upgrading or enhancing our technology systems;
- damage to our reputation through unfavorable publicity;
- the costs and potential adverse impact of compliance with anti-terrorism measures on our business;
- dilution to existing shareholders caused by any issuance of additional equity;
- the impact of a quarterly cash dividend or the failure to declare future cash dividends;
- fluctuations in the market value of our common stock;
- the impact of certain provisions in our articles of incorporation, bylaws, and Virginia law that could discourage, delay or prevent a change in control of us or a change in our management; and
- other risks and uncertainties described in our most recent Annual Report on Form 10-K and other filings with the SEC.

Our forward-looking statements are based upon our beliefs and assumptions using information available at the time the statements are made. We caution the reader not to place undue reliance on our forward-looking statements (i) as these statements are neither a prediction nor a guarantee of future events or circumstances and (ii) the assumptions, beliefs, expectations and projections about future events may differ materially from actual results. We undertake no obligation to publicly update any forward-looking statement to reflect developments occurring after the statement is made, except as otherwise required by law.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes to our market risk exposures since our most recent fiscal year end. For a discussion of our exposure to market risk, refer to Item 7A, “Quantitative and Qualitative Disclosures About Market Risk,” contained in our Annual Report on Form 10-K for the fiscal year ended December 31, 2016.

### Item 4. Controls and Procedures

#### a) Evaluation of disclosure controls and procedures

As of the end of the period covered by this quarterly report, our management, with the participation of our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”), conducted an evaluation of the effectiveness of our disclosure controls and procedures in accordance with Rule 13a-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Based on the evaluation of our disclosure controls and procedures as of the end of the period covered by this quarterly report, our CEO and CFO concluded that, as of such date, our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is (a) accumulated and communicated to our management, including our



CEO and CFO, as appropriate to allow timely decisions regarding required disclosure, and (b) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

b) Changes in internal control over financial reporting

There were no changes in our internal control over financial reporting that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II. OTHER INFORMATION

## Item 1. Legal Proceedings

We are involved in or addressing various legal proceedings and claims, governmental inquiries, notices and investigations that have arisen in the ordinary course of our business and have not been fully adjudicated, some of which are covered in whole or in part by insurance. Certain of these matters include class-action allegations. We do not believe that the resolution of any of these matters will have a material adverse effect upon our financial position, results of operations or cash flows.

## Item 1A. Risk Factors

In addition to the other information set forth in this report and in our other reports and statements that we file with the SEC, including our quarterly reports on Form 10-Q, careful consideration should be given to the factors discussed in Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2016, which could materially affect our business, financial condition and future results. The risks described in our Annual Report on Form 10-K are not the only risks facing our Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and operating results.

## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information regarding our repurchases of our common stock during the second quarter of 2017:

## ISSUER PURCHASES OF EQUITY SECURITIES

|                  | Total Number of Shares Purchased | Average Price Paid per Share | Total Number of Shares Purchased as Part of Publicly Announced Programs | Approximate Dollar Value of Shares that May Yet Be Purchased Under the Programs |
|------------------|----------------------------------|------------------------------|---|---|
| April 1-30, 2017 | 31,811                           | \$ 82.79                     | 31,811  | \$ 197,288,810  |
| May 1-31, 2017   | 32,350 <sup>(1)</sup>            | \$ 85.12                     | 26,808  | \$ 194,986,302  |
| June 1-30, 2017  | 23,397                           | \$ 91.86                     | 23,397  | \$ 192,837,065  |
| Total            | 87,558                           | \$ 86.07                     | 82,016  |   |

<sup>(1)</sup> This amount includes 5,542 shares of our common stock surrendered by employees to satisfy tax withholding obligations in connection with the vesting of employee restricted stock awards granted under our 2016 Stock Incentive Plan.

On May 23, 2016, we announced that our Board of Directors had approved a two-year stock repurchase program authorizing us to repurchase up to an aggregate of \$250.0 million of our outstanding common stock (the “2016 Repurchase Program”). Under the 2016 Repurchase Program, we may repurchase shares from time to time in open market purchases or through privately negotiated transactions. Shares of our common stock repurchased under our repurchase program are canceled at the time of repurchase and are authorized but unissued shares of our common stock.



Item 6. Exhibits

Exhibit No. Description

31.1 Certification Pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification Pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

101 The following financial information from our Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed on August 7, 2017, formatted in XBRL (eXtensible Business Reporting Language) includes: (i) the Condensed Balance Sheets at June 30, 2017 and December 31, 2016, (ii) the Condensed Statements of Operations for the three and six months ended June 30, 2017 and 2016, (iii) the Condensed Statements of Cash Flows for the six months ended June 30, 2017 and 2016, and (iv) the Notes to the Condensed Financial Statements

Our SEC file number reference for documents filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended, is 0-19582.

SIGNATURES

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 thereunto duly authorized.

OLD DOMINION FREIGHT LINE, INC.

DATE: August 7, 2017 /s/ ADAM N. SATTERFIELD  
Adam N. Satterfield  
Senior Vice President - Finance and Chief Financial Officer  
(Principal Financial Officer)

DATE: August 7, 2017 /s/ KIMBERLY S. MAREADY  
Kimberly S. Maready  
Vice President - Accounting and Finance  
(Principal Accounting Officer)

EXHIBIT INDEX  
TO QUARTERLY REPORT ON FORM 10-Q  
Exhibit No. Description

- 31.1 Certification Pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification Pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101 The following financial information from our Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed on August 7, 2017, formatted in XBRL (eXtensible Business Reporting Language) includes: (i) the Condensed Balance Sheets at June 30, 2017 and December 31, 2016, (ii) the Condensed Statements of Operations for the three and six months ended June 30, 2017 and 2016, (iii) the Condensed Statements of Cash Flows for the six months ended June 30, 2017 and 2016, and (iv) the Notes to the Condensed Financial Statements

Our SEC file number reference for documents filed with the SEC pursuant to the Securities Exchange Act of 1934, as amended, is 0-19582.