

YEAGER DAVID P

Form 4

January 04, 2019

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
YEAGER DAVID P

(Last) (First) (Middle)

2000 CLEARWATER DRIVE

(Street)

OAK BROOK, IL 60523

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Hub Group, Inc. [HUBG]

3. Date of Earliest Transaction
(Month/Day/Year)
01/02/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chairman & CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-----------------------|------------|---------|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Class A Common Stock | 11/29/2018 | | G | V | 1,000 | D | \$ 0 | 282,410 | D | |
| Class A Common Stock | 01/02/2019 | | A | | 20,000 ⁽¹⁾ | A | \$ 0 | 302,410 | D | |
| Class A Common Stock | 01/02/2019 | | A | | 20,000 ⁽²⁾ | A | \$ 0 | 322,410 | D | |
| Class A Common | 01/02/2019 | | F | | 8,160 | D | \$ 37.2 | 314,250 | D | |

Stock

Class A

Common

Stock

21,454 ⁽⁴⁾

I

By Trust

Class B

Common

Stock

176,276 ⁽³⁾ ⁽⁴⁾

I

By Trust

Class B

Common

Stock

51,624 ⁽³⁾ ⁽⁴⁾

I

By Trust

Class B

Common

Stock

51,624 ⁽³⁾ ⁽⁴⁾

I

By Trust

Class B

Common

Stock

51,624 ⁽³⁾ ⁽⁴⁾

I

By Trust

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| | X | | Chairman & CEO | |

YEAGER DAVID P
2000 CLEARWATER DRIVE
OAK BROOK, IL 60523

Signatures

/s/ Jeffrey L. Wigfield on behalf of David P.
Yeager

01/04/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This award of restricted stock vests over a five year period.

(2) This award of restricted stock cliff vests after three years subject to performance based vesting requirements.

The Yeager family members are parties to stockholders' agreement pursuant to which they have agreed to vote all of their shares of Class
(3) B Common Stock in accordance with the vote of the holders of a majority of such shares, or in the event of a tie, as directed by the independent members of the Board of Directors. Members of the Yeager family own all 662,296 share of Class B Common Stock.

(4) The reporting person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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