

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **January 29, 2016 (January 25, 2016)**

**FORWARD AIR CORPORATION**

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(Exact name of registrant as specified in its charter)

**Tennessee**

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(State or other jurisdiction of incorporation)

**000-22490**

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(Commission File Number)

**62-1120025**

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(I.R.S. Employer  
Identification No.)

**430 Airport Road  
Greeneville, Tennessee**

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(Address of principal executive offices)

**37745**

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(Zip Code)

Registrant's telephone number, including area code: **(423) 636-7000**

**Not Applicable**

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(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))
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## **SECTION 5. CORPORATE GOVERNANCE AND MANAGEMENT.**

### **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On January 25, 2016, Forward Air Corporation (the “Company”) amended the Forward Air Corporation Amended and Restated Stock Option and Incentive Plan (the “Stock Plan”) to incorporate certain terms and procedures that reflect the current compensation philosophy of the Company’s Compensation Committee. Specifically, the amendment (the “Amendment”) adds provisions (i) to clarify the definition of a “Change in Control” under the Stock Plan and (ii) for awards granted under the Stock Plan on or after the effective date of the Amendment and except as otherwise set forth in the applicable award agreement, provide for double-trigger vesting acceleration upon a Change in Control. The foregoing summary of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the period ending March 31, 2016.

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## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 29, 2016

FORWARD AIR CORPORATION  
By: /s/ Rodney L. Bell  
Rodney L. Bell  
Chief Financial Officer, Senior Vice President and Treasurer