

**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 22, 2019

**FORWARD AIR CORPORATION**

(Exact name of registrant as specified in its charter)

**TN**

(State or other jurisdiction of incorporation)

**1915 Snapps Ferry Road Building N Greenville TN**

(Address of principal executive offices)

**62-1120025**

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

**37745**

(Zip Code)

**000-22490**

(Commission File Number)

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

**Not Applicable**

(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))

**Securities registered pursuant to Section 12(b) of the Act:**

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$0.01 par value</b>	<b>FWRD</b>	<b>NASDAQ</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. ☐

## 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 October 22, 2019, the Board of Directors (the “Board”) of Forward Air Corporation (the “Company”) elected Laurie A. Tucker to the Board, effective October 22, 2019. Mrs. Tucker will serve until the next annual meeting of the Company’s shareholders. The Board also appointed Mrs. Tucker to serve as a member of the Audit Committee of the Board.

Mrs. Tucker, 62, has served as the Founder and Chief Strategy Officer of Calade Partners LLC since January 2014. She previously served as the Senior Vice President, Corporate Marketing of FedEx Services, Inc., a subsidiary of FedEx Corporation, from 2000 until she retired in December 2013. She was employed by FedEx in various capacities of increasing experience and responsibilities since 1978. Mrs. Tucker has served as a director of Alliance Data Systems (NYSE:ADS), since May 2015. From May 2007 to May 2014, she served as a director of Iron Mountain Incorporated (NYSE:IRM). Mrs. Tucker holds a B.B.A. in Accountancy and an M.B.A. in Finance from the University of Memphis.

The Board has determined that Mrs. Tucker is an independent director under applicable Nasdaq rules. There are no arrangements between Mrs. Tucker and any other persons with respect to her appointment as director. Neither Mrs. Tucker nor any immediate family member of Mrs. Tucker has been a participant in any transaction or currently proposed transaction with the Company that is reportable under Item 404(a) of Regulation S-K.

Mrs. Tucker will receive compensation for her services as a member of the Board in accordance with the Company’s standard compensation program for non-management directors. In connection with her appointment to the Board and pursuant to the Company’s Amended and Restated Non-Employee Director Stock Plan, the Company will grant Mrs. Tucker 1,083 restricted shares effective October 22, 2019 that will vest on the earlier of: (i) the day immediately prior to the first annual meeting of the Company’s shareholders that occurs after the grant date or (ii) October 22, 2020.

## SECTION 9. FINANCIAL STATEMENTS AND EXHIBITS.

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being furnished as part of this Report.

<u>No.</u>	<u>Exhibit</u>
99.1	<a href="#"><u>Press Release of Forward Air Corporation, dated October 22, 2019</u></a>

---

**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: October 22, 2019

FORWARD AIR CORPORATION

By: /s/ Michael J. Morris

Michael J. Morris

Chief Financial Officer and Treasurer



NEWS RELEASE

**FORWARD AIR CORPORATION ANNOUNCES ELECTION OF LAURIE A. TUCKER AS NEW INDEPENDENT DIRECTOR**

GREENEVILLE, Tenn. - (BUSINESS WIRE) - Forward Air Corporation (NASDAQ:FWRD) (the "Company") today announced the election of Laurie A. Tucker as an independent director of its Board of Directors (the "Board") effective October 22, 2019. Following her election, the Company's Board will consist of ten directors, nine of whom are independent directors.

Mrs. Tucker, 62, has served as the Founder and Chief Strategy Officer of Calade Partners LLC since January 2014. She previously served as the Senior Vice President, Corporate Marketing of FedEx Services, Inc., a subsidiary of FedEx Corporation, from 2000 until she retired in December 2013. She was employed by FedEx in various capacities of increasing experience and responsibilities since 1978. Mrs. Tucker has served as a director of Alliance Data Systems (NYSE:ADS) since May 2015. From May 2007 to May 2014, she served as a director of Iron Mountain Incorporated (NYSE:IRM). Mrs. Tucker holds a B.B.A. in Accountancy and an M.B.A. in Finance from the University of Memphis.

Tom Schmitt, Chairman, President and CEO of the Company, commented, "I am pleased to welcome Laurie Tucker to our Board. She is an experienced professional with deep marketing and digital experience, which will complement the skill set on our Board perfectly and prove very valuable as Forward Air continues its profitable growth path."

**About Forward Air Corporation**

Forward Air keeps your business moving forward by providing services within four business segments: Expedited LTL (provides expedited regional, inter-regional and national LTL services, including local pick-up and delivery, shipment consolidation/deconsolidation, warehousing, and customs brokerage by utilizing a comprehensive national network of terminals); Truckload Premium Services (provides expedited truckload brokerage, dedicated fleet services, as well as high-security and temperature-controlled logistics services); Intermodal (provides first-and last-mile high-value drayage services both to and from seaports and railheads, dedicated contract and Container Freight Station warehouse and handling services); and Pool Distribution (provides high-frequency handling and distribution of time sensitive product to numerous destinations within a specific geographic region). For more information, visit our website at <https://www.forwardaircorp.com>.

This press release may contain statements that might be considered as forward-looking statements or predictions of future operations including with respect the successful management transition and future operational performance. Such statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and are based on management's belief or interpretation of information currently available. These statements and assumptions involve certain risks and uncertainties. Actual events may differ from these expectations as specified from time to time in filings with the Securities and Exchange Commission. We assume no duty to update these statements as of any future date.

**CONTACT:**

Forward Air Corporation  
Michael J. Morris, 404-362-8933  
[mmorris@forwardair.com](mailto:mmorris@forwardair.com)