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): April 29, 2021

FORWARD AIR CORPORATION

(Exact name of registrant as specified in its charter)

		TN		62-1120025				
(State	or other jurisdiction	of incorporation)		(I.R.S. Employer Identification No.)				
1915 Snapps Ferry Road	Building N	Greeneville	TN	37745				
(Add	dress of principal exe	ecutive offices)		(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
Common Stock, \$0.01 par value	FWRD	NASDAQ

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 \Box

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. \Box

SECTION 2. FINANCIAL INFORMATION.

Item 2.02. Results of Operations and Financial Condition.

Attached as Exhibit 99.1 and incorporated herein by reference is a copy of a press release, dated April 29, 2021, announcing the financial results of Forward Air Corporation for the three months ended March 31, 2021.

The information in this Item 2.02, including Exhibit 99.1 attached hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

SECTION 8. OTHER EVENTS.

Item 8.01. Other Events.

The Company's Board of Directors has declared a quarterly cash dividend of \$0.21 per share of common stock. The dividend is payable to the Company's shareholders of record at the close of business on May 27, 2021, and is expected to be paid on June 14, 2021.

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.

No.	Exhibit
99.1	Press Release of Forward Air Corporation, dated April 29, 2021
104	Cover Page Interactive File (the cover page tags are embedded within the Inline XBRL document)

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: April 29, 2021

FORWARD AIR CORPORATION

By: <u>/s/ Thomas Schmitt</u>

Thomas Schmitt President and Chief Executive Officer



NEWS RELEASE

FORWARD AIR CORPORATION REPORTS FIRST QUARTER 2021 RESULTS

Reports record first quarter revenue

Guides for record second quarter net income per diluted share

GREENEVILLE, Tenn.- (BUSINESS WIRE) - April 29, 2021 - Forward Air Corporation (NASDAQ:FWRD) (the "Company", "we", "our", or "us") today reported financial results for the three months ended March 31, 2021 as presented in the tables below on a continuing operations basis (Pool Distribution is being reported as a discontinued operation).

Tom Schmitt, Chairman, President and CEO, commenting on first quarter results from continuing operations said, "Our growth strategies drove our record first quarter revenue, which came in above the high end of our guidance range. Business momentum continued during the quarter and accelerated in March, when our LTL business achieved an operating margin higher than in March of peak economy year 2018."

"Our net income per diluted share of \$0.60 exceeded the high end of our guidance range. This guidance included approximately \$0.07 of anticipated professional fees related to cybersecurity and shareholder engagement activities. However, during the first quarter these fees were approximately \$0.20 (driven predominately by shareholder engagement activities that resulted in us entering into a cooperation agreement), all of which was recorded in Other Operations. We also experienced an estimated \$0.06 impact in February from adverse weather (which had a \$0.04 impact on our Expedited Freight segment and a \$0.02 impact on our Intermodal segment). When adjusting for this approximate \$0.26 total impact, we believe the underlying performance of our business during the first quarter greatly exceeded what we expected in our first quarter guidance."

Regarding the Company's second quarter 2021 continuing operations guidance, Mr. Schmitt said, "We expect our year-over-year revenue growth will be 35% to 40%, and our net income per diluted share to be between \$0.96 to \$1.00, compared to \$0.33 in the second quarter of 2020 and, more meaningfully compared to \$0.79 in the second quarter of 2018."

In closing, Mr. Schmitt said, "The first quarter was all about a determined focus of the entire team. In the midst of a tight market and winter storms, our teammates and independent contractors went above and beyond to keep our customer commitments. We feel very strongly about our momentum which we will further enhance over the next few months and years. As the country continues its vaccine rollout, we will continue to bring back business together with our customers who were directly impacted by the pandemic such as cruise lines, conferences and trade shows."

Continuing Operations	Three Months Ended									
(in thousands, except per share data)	March 31, 2021 ¹		I	March 31, 2020		Change	Percent Change			
Operating revenue	\$	362,202	\$	305,557	\$	56,645	18.5 %			
Income from operations	\$	22,724	\$	15,772	\$	6,952	44.1 %			
Operating margin		6.3 %		5.2 %		110 bps				
Net income	\$	16,714	\$	11,415	\$	5,299	46.4 %			
Net income per diluted share	\$	0.60	\$	0.41	\$	0.19	46.3 %			
Cash provided by operating activities	\$	16,913	\$	30,828	\$	(13,915)	(45.1)%			
Non-GAAP Financial Measures: ²										
EBITDA	\$	31,961	\$	25,106	\$	6,855	27.3 %			
Free cash flow ¹ Results for the three months ended Marc	\$	14,883	\$	28,897	\$	(14,014)	(48.5)%			

¹Results for the three months ended March 31, 2021 includes a \$7.0 million charge for professional fees related to cyber security and shareholder engagement activities.

 2 EBITDA and free cash flow are non-GAAP financial measures and reconciliations of these non-GAAP financial measures are provided in the below financial tables.

On April 26, 2021, our Board of Directors declared a quarterly cash dividend of \$0.21 per share of common stock. The dividend is payable to shareholders of record at the close of business on May 27, 2021 and is expected to be paid on June 14, 2021. This quarterly dividend is made pursuant to a cash dividend policy approved by the Board of Directors, which anticipates a total annual dividend of \$0.84 for the full year 2021, payable in quarterly increments of \$0.21 per share of common stock. The actual declaration of future cash dividends, and the establishment of record and payment dates, is subject to final determination by the Board of Directors each quarter after its review of the Company's financial performance and position.

The Board approved a strategy to divest the Pool Distribution business ("Pool") on April 23, 2020, and the sale of Pool was completed on February 12, 2021. Accordingly, the results of operations and cash flows for Pool have been presented as a discontinued operation and have been excluded from continuing operations in this release for all periods presented. In addition, Pool assets and liabilities were reflected as "held for sale" on the Condensed Consolidated Balance Sheets in this press release for the prior period.

Review of Financial Results

Forward Air will hold a conference call to discuss first quarter 2021 results on Friday, April 30, 2021 at 9:00 a.m. EDT. The Company's conference call will be available online on the Investor Relations portion of the Company's website at <u>www.forwardaircorp.com</u>, or by dialing (844) 867-6169, Access Code: 6464581.

A replay of the conference call will be available on the Investor Relations portion of the Company's website at <u>www.forwardaircorp.com</u>, which we use as a primary mechanism to communicate with our investors. Investors are urged to monitor the Investors Relations portion of the Company's website to easily find or navigate to current and pertinent information about us.

About Forward Air Corporation

Forward Air is a leading asset-light freight and logistics company that provides services across the United States and Canada. We provide expedited less-than-truckload ("LTL") services, including local pick-up and delivery, shipment consolidation/deconsolidation, warehousing, and customs brokerage by utilizing a comprehensive national network of terminals; final mile services, including delivery of heavy-bulky freight; truckload brokerage services, including dedicated fleet services, high-security and temperature-controlled logistics services; intermodal 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 services, including high-frequency handling and distribution of time sensitive product to numerous destinations within a specific geographic region. For more information, visit our website at <u>www.forwardaircorp.com</u>.



Forward Air Corporation Condensed Consolidated Statements of Comprehensive Income (Unaudited, in thousands, except per share data)

	Three Months Ended			
	 March 31, 2021]	March 31, 2020	
Operating revenue:				
Expedited Freight	\$ 304,186	\$	253,625	
Intermodal	58,514		52,460	
Eliminations and other operations	 (498)		(528)	
Operating revenue	362,202		305,557	
Operating expenses:				
Purchased transportation	184,608		150,598	
Salaries, wages and employee benefits	74,897		69,559	
Operating leases	19,167		17,884	
Depreciation and amortization	9,237		9,334	
Insurance and claims	9,741		10,044	
Fuel expense	3,702		4,013	
Other operating expenses	38,126		28,353	
Total operating expenses	339,478		289,785	
Income (loss) from continuing operations:				
Expedited Freight	24,530		15,179	
Intermodal	4,509		3,713	
Other Operations	(6,315)		(3,120)	
Income from continuing operations	 22,724		15,772	
Other expense:				
Interest expense	(1,165)		(853)	
Total other expense	 (1,165)		(853)	
Income before income taxes	 21,559		14,919	
Income tax expense	4,845		3,504	
Net income from continuing operations	 16,714		11,415	
Loss from discontinued operation, net of tax	(5,533)		(3,040)	
Net income and comprehensive income	\$ 11,181	\$	8,375	
Net income per share:				
Basic net income (loss) per share				
Continuing operations	\$ 0.61	\$	0.41	
Discontinued operation	(0.20)		(0.11)	
Net income per share ¹	\$ 0.40	\$	0.30	
Diluted net income (loss) per share				
Continuing operations	\$ 0.60	\$	0.41	
Discontinued operation	(0.20)		(0.11)	
Net income per share	\$ 0.40	\$	0.30	
Dividends per share	\$ 0.21	\$	0.18	
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¹ Rounding may impact summation of amounts.

Expedited Freight Segment Information (In thousands) (Unaudited)

					Three Month	s Ended			
	I	March 31,	Percent of		March 31,	Percent of			Percent
		2021	Revenue		2020	Revenue	•	Change	Change
Operating revenue:				_					
Network ¹	\$	178,627	58.7 %	\$	152,009	59.9 %	\$	26,618	17.5 %
Truckload		52,380	17.2		47,529	18.7		4,851	10.2
Final Mile		62,256	20.5		47,802	18.8		14,454	30.2
Other		10,923	3.6		6,285	2.5		4,638	73.8
Total operating revenue		304,186	100.0	_	253,625	100.0		50,561	19.9
Operating expenses:									
Purchased transportation		164,364	54.0		132,790	52.4		31,574	23.8
Salaries, wages and employee benefits		61,687	20.3		55,435	21.9		6,252	11.3
Operating leases		14,218	4.7		13,602	5.4		616	4.5
Depreciation and amortization		6,798	2.2		6,695	2.6		103	1.5
Insurance and claims		7,611	2.5		6,613	2.6		998	15.1
Fuel expense		1,993	0.7		2,144	0.8		(151)	(7.0)
Other operating expenses		22,985	7.6		21,167	8.3		1,818	8.6
Total operating expenses		279,656	91.9	_	238,446	94.0		41,210	17.3
Income from operations	\$	24,530	8.1 %	\$	15,179	6.0 %	\$	9,351	61.6 %

¹Network revenue is comprised of all revenue, including linehaul, pickup and/or delivery, and fuel surcharge revenue, excluding accessorial, Truckload and Final Mile revenue.

Expedited Freight Operating Statistics									
	Three Months Ended								
	March 31, March 31, 2021 2020		Percent Change						
Business days		63		64	(1.6)%				
Tonnage ^{1,2}									
Total pounds		651,339		569,956	14.3				
Pounds per day		10,339		8,906	16.1				
Shipments ^{1,2}									
Total shipments		1,026		885	15.9				
Shipments per day		16.3		13.8	18.1				
Weight per shipment		635		644	(1.4)				
Revenue per hundredweight ³	\$	27.56	\$	27.16	1.5				
Revenue per hundredweight, ex fuel ³	\$	23.86	\$	23.09	3.3				
Revenue per shipment ³	\$	174	\$	172	1.2				
Revenue per shipment, ex fuel ³	\$	151	\$	145	4.1				
Network revenue from door-to-door shipments as a									
percentage of network revenue ^{3,4}		48.4 %		44.3 %	9.3				
Network gross margin ⁵		51.9 %		53.4 %	(2.8)%				

¹ In thousands

² Excludes accessorial, Truckload and Final Mile products

³ Includes intercompany revenue between the Network and Truckload revenue streams

⁴ Door-to-door shipments include all shipments with a pickup and/or delivery

⁵ Network revenue less Network purchased transportation as a percentage of Network revenue

Intermodal Segment Information (In thousands) (Unaudited)

					Three Month	s Ended			
	N	1arch 31,	Percent of	N	Aarch 31,	Percent of			Percent
		2021 ¹	Revenue		2020	Revenue	(Change	Change
Operating revenue	\$	58,514	100.0 %	\$	52,460	100.0 %	\$	6,054	11.5 %
Operating expenses:									
Purchased transportation		20,603	35.2		18,166	34.6		2,437	13.4
Salaries, wages and employee benefits		14,063	24.0		12,930	24.6		1,133	8.8
Operating leases		4,837	8.3		4,428	8.4		409	9.2
Depreciation and amortization		2,436	4.2		2,621	5.0		(185)	(7.1)
Insurance and claims		2,402	4.1		1,973	3.8		429	21.7
Fuel expense		1,710	2.9		1,869	3.6		(159)	(8.5)
Other operating expenses		7,954	13.6		6,760	12.9		1,194	17.7
Total operating expenses		54,005	92.3		48,747	92.9		5,258	10.8
Income from operations	\$	4,509	7.7 %	\$	3,713	7.1 %	\$	796	21.4 %

¹ Includes revenues and operating expenses from the acquisition of Proficient Transport, which was acquired in February 2021.

Intermodal Operating Statistics										
		Three Months Ended								
		March 31, 2021		March 31, 2020	Percent Change					
Drayage shipments		89,909		82,474	9.0 %					
Drayage revenue per shipment	\$	553	\$	551	0.4 %					
Number of locations		27		24	12.5 %					

Forward Air Corporation Condensed Consolidated Balance Sheets (In thousands) (Unaudited)

Current assets: S 24,396 \$ 40,254 Accounts receivable, net 186,504 156,490 Other receivables 16,847 — Other receivables 20,239 28,150 Current assets 20,239 28,150 Current assets 20,239 28,150 Current assets 247,986 245,896 Property and equipment 379,566 380,519 Less accumulated depreciation and amortization 192,622 190,652 Total property and equipment, net 186,944 189,867 Operating lease right-of-use assets 130,859 123,338 Goodwill 250,736 244,982 Other acquired intangibles, net of accumulated amortization 147,668 145,032 Other assets 51,070 \$ 1,047,393 \$ 1,015,901 \$ 1,047,393 Total assets \$ 40,676 \$ 38,371 Accrued expenses 74,625 51,264 Other current liabilities \$ 40,676 \$ 38,371 Accrued expenses 1,098 1,801 Current portio	(Unauditeu)		March 31, 2021	D	ecember 31, 2020	
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Other current assets $20,239$ $28,150$ Current assets $247,986$ $245,886$ Property and equipment $379,566$ $380,519$ Less accumulated depreciation and amortization $192,622$ $190,652$ Total property and equipment, net $186,944$ $189,867$ Operating lease right-of-use assets $130,859$ $123,338$ Other acquired intangibles, net of accumulated amortization $147,668$ $145,032$ Other assets $51,708$ $45,181$ Noncurrent assets held for sale	Accounts receivable, net		186,504		156,490	
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Less accumulated depreciation and amortization192,622190,652Total property and equipment, net186,944189,867Operating lease right-of-use assets130,859123,338Goodwill250,736244,982Other acquired intangibles, net of accumulated amortization147,668145,032Other assets51,70845,181Noncurrent assets held for sale—53,097Total assets $$ 1,015,901$ $$ 1,047,393$ $$ 1,047,393$ Liabilities and Shareholders' EquityCurrent liabilities:Accounts payable $$ 40,676$ $$ 38,371$ Accured expenses74,62551,264Other current liabilities6,81710,580Current portion of debt and finance lease obligations1,9081,801Current portion of debt and finance lease obligations19,0981,71,620Debt and finance lease obligations, less current portion169,133171,620Other accurent liabilities169,133171,620Debt and finance lease obligations, less current portion86,21280,346Other acgue table for sale—34,575Shareholders' equity:Common stock273273Additional paid-in capital247,678242,916Retained carnings296,780304,140Total current liabilities held for sale—34,575 <td c<="" td=""><td></td><td></td><td></td><td></td><td></td></td>	<td></td> <td></td> <td></td> <td></td> <td></td>					
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Operating lease right-of-use assets130,859123,338Goodwill250,736244,982Other acquired intangibles, net of accumulated amortization147,668145,032Other assets $51,708$ 45,181Noncurrent assets held for sale— $53,097$ Total assets $$1,015,901$ $$1,047,393$ Liabilities and Shareholders' EquityCurrent liabilities:Accounts payable $$40,676$ $$38,371$ Accrued expenses $74,625$ $51,264$ Other current liabilities $6,817$ 10,580Current portion of debt and finance lease obligations1,9081,801Current portion of debt and finance lease obligations1,9081,801Current liabilities $45,107$ 43,680Current liabilities $45,107$ 43,680Current liabilities held for sale—25,924Total current liabilities169,133171,620Debt and finance lease obligations, less current portion117,156117,408Operating lease liabilities57,13154,129Deferred income taxes41,53841,986Noncurrent liabilities held for sale—34,575Shareholders' equity:Common stock273273Additional paid-in capital247,678242,916Retained earnings296,780304,140Total shareholders' equity544,731547,329	Less accumulated depreciation and amortization		192,622		190,652	
Goodwill $250,736$ $244,982$ Other acquired intangibles, net of accumulated amortization $147,668$ $145,032$ Other assets $51,708$ $45,181$ Noncurrent assets held for sale— $53,097$ Total assets $$1,015,901$ $$1,047,393$ Liabilities and Shareholders' EquityCurrent liabilities:Accounts payable $$40,676$ $$38,371$ Accrued expenses $74,625$ $51,264$ Other current liabilities $6,817$ $10,580$ Current portion of debt and finance lease obligations $1,908$ $1,801$ Current portion of operating lease liabilities $45,107$ $43,680$ Current liabilities $$ $25,924$ Total current liabilities $169,133$ $171,620$ Debt and finance lease obligations, less current portion $117,156$ $117,408$ Operating lease liabilities $57,131$ $54,129$ Deferred income taxes $41,538$ $41,986$ Noncurrent liabilities held for sale— $34,575$ Shareholders' equity:— 273 273 Additional paid-in capital $247,678$ $242,916$ Retained earnings $296,780$ $304,140$ Total shareholders' equity $544,731$ $547,329$	Total property and equipment, net		186,944		189,867	
Other acquired intangibles, net of accumulated amortization $147,668$ $145,032$ Other assets $51,708$ $45,181$ Noncurrent assets held for sale— $53,097$ Total assets $$1,015,901$ $$1,047,393$ Liabilities and Shareholders' EquityCurrent liabilities:Accounts payable $$40,676$ $$38,371$ Accrued expenses $74,625$ $51,264$ Other current liabilities $6,817$ $10,580$ Current portion of debt and finance lease obligations $1,908$ $1,801$ Current portion of operating lease liabilities $45,107$ $43,680$ Current liabilities $45,107$ $43,680$ Current liabilities $6,817$ $10,580$ Current liabilities $45,107$ $43,680$ Current liabilities $45,107$ $43,680$ Current liabilities $6,817$ $10,580$ Current liabilities $6,817$ $10,580$ Current liabilities $45,107$ $43,680$ Current liabilities $45,107$ $43,680$ Current liabilities $169,133$ $171,620$ Debt and finance lease obligations, less current portion $117,156$ $117,408$ Operating lease liabilities, less current portion $8,212$ $80,346$ Other long-term liabilities $57,131$ $54,129$ Deferred income taxes $41,538$ $41,986$ Noncurrent liabilities held for sale— $-34,575$ Shareholders' equity: $ 247,678$ $242,916$ Reta	Operating lease right-of-use assets		130,859		123,338	
Other assets $51,708$ $45,181$ Noncurrent assets held for sale— $53,097$ Total assets \overline{S} $1,015,901$ \overline{S} Liabilities and Shareholders' Equity \overline{S} $40,676$ \overline{S} Current liabilities: $Accounts payable$ S $40,676$ \overline{S} Account expenses $74,625$ $51,264$ Other current liabilities $6,817$ $10,580$ Current portion of debt and finance lease obligations $1,908$ $1,801$ Current portion of operating lease liabilities $45,107$ $43,680$ Current liabilities held for sale— $25,924$ Total current liabilities, less current portion $117,156$ $117,408$ Operating lease lobigations, less current portion $86,212$ $80,346$ Other long-term liabilities $57,131$ $54,129$ Deferred income taxes $41,538$ $41,986$ Noncurrent liabilities held for sale— $34,575$ Shareholders' equity:— 273 273 Additional paid-in capital $247,678$ $242,916$ Retained earnings $296,780$ $304,140$ Total shareholders' equity $544,731$ $547,329$	Goodwill		250,736		244,982	
Noncurrent assets held for sale $ 53,097$ Total assets\$ $1,015,901$ \$ $1,047,393$ Liabilities and Shareholders' EquityCurrent liabilities:Accounts payable\$ $40,676$ \$ $38,371$ Accrued expenses $74,625$ $51,264$ Other current liabilities $6,817$ $10,580$ Current portion of debt and finance lease obligations $1,908$ $1,801$ Current portion of operating lease liabilities $45,107$ $43,680$ Current liabilities held for sale— $25,924$ Total current liabilities $169,133$ $171,620$ Debt and finance lease obligations, less current portion $117,156$ $117,408$ Operating lease liabilities $57,131$ $54,129$ Deferred income taxes $41,538$ $41,986$ Noncurrent liabilities held for sale— $34,575$ Shareholders' equity:— $34,575$ Common stock 273 273 Additional paid-in capital $247,678$ $242,916$ Retained earnings $296,780$ $304,140$ Total shareholders' equity $544,731$ $547,329$	Other acquired intangibles, net of accumulated amortization		147,668		145,032	
S 1,015,901 S 1,047,393 Liabilities and Shareholders' Equity <td>Other assets</td> <td></td> <td>51,708</td> <td></td> <td>45,181</td>	Other assets		51,708		45,181	
S 1,015,901 \$ 1,047,393 Liabilities and Shareholders' Equity Current liabilities: </td <td>Noncurrent assets held for sale</td> <td></td> <td>_</td> <td></td> <td>53,097</td>	Noncurrent assets held for sale		_		53,097	
Current liabilities: \$ 40,676 \$ 38,371 Accounts payable \$ 40,676 \$ 38,371 Accrued expenses 74,625 51,264 Other current liabilities 6,817 10,580 Current portion of debt and finance lease obligations 1,908 1,801 Current portion of operating lease liabilities 45,107 43,680 Current liabilities held for sale — 25,924 Total current liabilities 169,133 171,620 Debt and finance lease obligations, less current portion 117,156 117,408 Operating lease liabilities 57,131 54,129 Deferred income taxes 41,538 41,986 Noncurrent liabilities held for sale — 34,575 Shareholders' equity: — 34,575 Common stock 273 273 Additional paid-in capital 247,678 242,916 Retained earnings 296,780 304,140 Total shareholders' equity 544,731 547,329	Total assets	\$	1,015,901	\$		
Current liabilities: \$ 40,676 \$ 38,371 Accounts payable \$ 40,676 \$ 38,371 Accrued expenses 74,625 51,264 Other current liabilities 6,817 10,580 Current portion of debt and finance lease obligations 1,908 1,801 Current portion of operating lease liabilities 45,107 43,680 Current liabilities held for sale — 25,924 Total current liabilities 169,133 171,620 Debt and finance lease obligations, less current portion 117,156 117,408 Operating lease liabilities 57,131 54,129 Deferred income taxes 41,538 41,986 Noncurrent liabilities held for sale — 34,575 Shareholders' equity: — 34,575 Common stock 273 273 Additional paid-in capital 247,678 242,916 Retained earnings 296,780 304,140 Total shareholders' equity 544,731 547,329						
Accounts payable \$ 40,676 \$ 38,371 Accrued expenses 74,625 51,264 Other current liabilities 6,817 10,580 Current portion of debt and finance lease obligations 1,908 1,801 Current portion of operating lease liabilities 45,107 43,680 Current liabilities held for sale — 25,924 Total current liabilities 169,133 171,620 Debt and finance lease obligations, less current portion 117,156 117,408 Operating lease liabilities, less current portion 117,156 117,408 Operating lease liabilities, less current portion 117,156 117,408 Operating lease liabilities, less current portion 117,156 117,408 Other long-term liabilities 57,131 54,129 Deferred income taxes 41,538 41,986 Noncurrent liabilities held for sale — 34,575 Shareholders' equity:	Liabilities and Shareholders' Equity					
Accrued expenses74,62551,264Other current liabilities6,81710,580Current portion of debt and finance lease obligations1,9081,801Current portion of operating lease liabilities45,10743,680Current liabilities held for sale—25,924Total current liabilities169,133171,620Debt and finance lease obligations, less current portion117,156117,408Operating lease liabilities, less current portion117,156117,408Operating lease liabilities, less current portion57,13154,129Deferred income taxes41,53841,986Noncurrent liabilities held for sale—34,575Shareholders' equity:Common stock273273Additional paid-in capital247,678242,916Retained earnings296,780304,140Total shareholders' equity544,731547,329	Current liabilities:					
Other current liabilities $6,817$ $10,580$ Current portion of debt and finance lease obligations $1,908$ $1,801$ Current portion of operating lease liabilities $45,107$ $43,680$ Current portion of operating lease liabilities $45,107$ $43,680$ Current liabilities held for sale— $25,924$ Total current liabilities $169,133$ $171,620$ Debt and finance lease obligations, less current portion $117,156$ $117,408$ Operating lease liabilities, less current portion $86,212$ $80,346$ Other long-term liabilities $57,131$ $54,129$ Deferred income taxes $41,538$ $41,986$ Noncurrent liabilities held for sale— $34,575$ Shareholders' equity:— $247,678$ $242,916$ Retained earnings $296,780$ $304,140$ Total shareholders' equity $544,731$ $547,329$	Accounts payable	\$	40,676	\$	38,371	
Current portion of debt and finance lease obligations1,9081,801Current portion of operating lease liabilities45,10743,680Current liabilities held for sale—25,924Total current liabilities169,133171,620Debt and finance lease obligations, less current portion117,156117,408Operating lease liabilities, less current portion86,21280,346Other long-term liabilities57,13154,129Deferred income taxes41,53841,986Noncurrent liabilities held for sale—34,575Shareholders' equity:Common stock273273Additional paid-in capital247,678242,916Retained earnings296,780304,140Total shareholders' equity544,731547,329	Accrued expenses		74,625		51,264	
Current portion of operating lease liabilities45,10743,680Current liabilities held for sale—25,924Total current liabilities169,133171,620Debt and finance lease obligations, less current portion117,156117,408Operating lease liabilities, less current portion86,21280,346Other long-term liabilities57,13154,129Deferred income taxes41,53841,986Noncurrent liabilities held for sale—34,575Shareholders' equity:273273Common stock273273Additional paid-in capital247,678242,916Retained earnings296,780304,140Total shareholders' equity544,731547,329	Other current liabilities		6,817		10,580	
Current liabilities held for sale25,924Total current liabilities169,133171,620Debt and finance lease obligations, less current portion117,156117,408Operating lease liabilities, less current portion86,21280,346Other long-term liabilities57,13154,129Deferred income taxes41,53841,986Noncurrent liabilities held for sale	Current portion of debt and finance lease obligations		1,908		1,801	
Total current liabilities169,133171,620Debt and finance lease obligations, less current portion117,156117,408Operating lease liabilities, less current portion86,21280,346Other long-term liabilities57,13154,129Deferred income taxes41,53841,986Noncurrent liabilities held for sale—34,575Shareholders' equity:	Current portion of operating lease liabilities		45,107		43,680	
Debt and finance lease obligations, less current portion117,156117,408Operating lease liabilities, less current portion86,21280,346Other long-term liabilities57,13154,129Deferred income taxes41,53841,986Noncurrent liabilities held for sale34,575Shareholders' equity:Common stock273273Additional paid-in capital247,678242,916Retained earnings296,780304,140Total shareholders' equity544,731547,329	Current liabilities held for sale		_		25,924	
Operating lease liabilities, less current portion86,21280,346Other long-term liabilities57,13154,129Deferred income taxes41,53841,986Noncurrent liabilities held for sale34,575Shareholders' equity:Common stock273273Additional paid-in capital247,678242,916Retained earnings296,780304,140Total shareholders' equity544,731547,329	Total current liabilities		169,133		171,620	
Operating lease liabilities, less current portion86,21280,346Other long-term liabilities57,13154,129Deferred income taxes41,53841,986Noncurrent liabilities held for sale34,575Shareholders' equity:Common stock273273Additional paid-in capital247,678242,916Retained earnings296,780304,140Total shareholders' equity544,731547,329	Debt and finance lease obligations less current portion		117 156		117 408	
Other long-term liabilities57,13154,129Deferred income taxes41,53841,986Noncurrent liabilities held for sale—34,575Shareholders' equity: Common stock273273Additional paid-in capital247,678242,916Retained earnings296,780304,140Total shareholders' equity544,731547,329						
Deferred income taxes 41,538 41,986 Noncurrent liabilities held for sale - 34,575 Shareholders' equity: Common stock 273 273 Additional paid-in capital 247,678 242,916 Retained earnings 296,780 304,140 Total shareholders' equity 544,731 547,329			,		,	
Noncurrent liabilities held for sale-34,575Shareholders' equity: Common stock273273Additional paid-in capital247,678242,916Retained earnings296,780304,140Total shareholders' equity544,731547,329	Deferred income taxes					
Shareholders' equity:273273Common stock273273Additional paid-in capital247,678242,916Retained earnings296,780304,140Total shareholders' equity544,731547,329					· · ·	
Common stock273273Additional paid-in capital247,678242,916Retained earnings296,780304,140Total shareholders' equity544,731547,329					5 1,5 7 5	
Additional paid-in capital 247,678 242,916 Retained earnings 296,780 304,140 Total shareholders' equity 544,731 547,329	Shareholders' equity:					
Retained earnings 296,780 304,140 Total shareholders' equity 544,731 547,329	Common stock		273		273	
Total shareholders' equity544,731547,329	Additional paid-in capital		247,678		242,916	
	Retained earnings	_	296,780		304,140	
Total liabilities and shareholders' equity\$ 1,015,901\$ 1,047,393	Total shareholders' equity		544,731		547,329	
	Total liabilities and shareholders' equity	\$	1,015,901	\$	1,047,393	

Forward Air Corporation Condensed Consolidated Statements of Cash Flows (In thousands) (Unaudited)

(Unaudited)						
		Three Mo March 31.	nths	s Ended March 31.		
		2021		2020		
Operating activities:						
Net income from continuing operations	\$	16,714	\$	11,415		
Adjustments to reconcile net income of continuing operations to net cash provided by operating activities of continuing operations						
Depreciation and amortization		9,237		9,334		
Change in fair value of earn-out liability		(48)		(594)		
Share-based compensation expense		2,597		3,078		
Provision for revenue adjustments		1,777		1,042		
Deferred income tax (benefit) expense		(505)		1,225		
Other		92		(265)		
Changes in operating assets and liabilities, net of effects from the purchase of an acquired business:						
Accounts receivable		(28,023)		3,040		
Other receivables		(13,339)				
Other current and noncurrent assets		7,085		2,776		
Accounts payable and accrued expenses		21,326		(223)		
Net cash provided by operating activities of continuing operations		16,913		30,828		
Investing activities:						
Proceeds from sale of property and equipment		665		720		
Purchases of property and equipment		(2,695)		(2,651)		
Purchases of a business, net of cash acquired		(15,000)		(55,931)		
Net cash used in investing activities of continuing operations		(17,030)		(57,862)		
Financing activities:						
Repayments of finance lease obligations		(467)		(336)		
Proceeds from revolving credit facility				65,000		
Proceeds from issuance of common stock upon stock option exercises		2,147				
Payments of dividends to stockholders		(5,797)		(5,050)		
Repurchases of common stock		(9,998)		(15,259)		
Payment of minimum tax withholdings on share-based awards		(2,744)		(2,672)		
Contributions from (distributions to) subsidiary held for sale		1,118		(2,153)		
Net cash (used in) provided by financing activities from continuing operations		(15,741)	_	39,530		
Net (decrease) increase in cash of continuing operations		(15,858)	_	12,496		
Cash from discontinued operation:						
Net cash used in operating activities of discontinued operation		(6,902)		(1,662)		
Net cash provided by (used in) investing activities of discontinued operation		8,020		(491)		
Net cash (used in) provided by financing activities of discontinued operation		(1,118)		2,153		
Net (decrease) increase in cash and cash equivalents		(15,858)		12,496		
Cash and cash equivalents at beginning of period of continuing operations		40,254		64,749		
Cash at beginning of period of discontinued operation						
Net (decrease) increase in cash and cash equivalents		(15,858)		12,496		
Less: cash at end of period of discontinued operation				_		
Cash and cash equivalents at end of period of continuing operations	\$	24,396	\$	77,245		

Forward Air Corporation Reconciliation of Non-GAAP Financial Measures

In this press release, the Company uses non-GAAP financial measures that are derived on the basis of methodologies other than in accordance with GAAP. The Company believes that meaningful analysis of its financial performance requires an understanding of the factors underlying that performance, including an understanding of items that are non-operational. Management uses these non-GAAP financial measures in making financial, operating, compensation and planning decisions as well as evaluating the Company's performance.

For the three months ended March 31, 2021 and 2020, this press release contains the following non-GAAP financial measures: earnings before interest, taxes, depreciation and amortization ("EBITDA") and free cash flow. All non-GAAP financial measures are presented on a continuing operations basis.

The Company believes that EBITDA from continuing operations improves comparability from period to period by removing the impact of its capital structure (interest and financing expenses), asset base (depreciation and amortization) and tax impacts. The Company believes that free cash flow from continuing operations is an important measure of its ability to repay maturing debt or fund other uses of capital that it believes will enhance stockholder value.

Non-GAAP financial measures should be viewed in addition to, and not as an alternative for, the Company's financial results prepared in accordance with GAAP. Non-GAAP financial information does not represent a comprehensive basis of accounting. As required by the Securities and Exchange Act of 1933 and the rules and regulations promulgated thereunder, the Company has included, for the periods indicated, a reconciliation of the non-GAAP financial measure to the most directly comparable GAAP financial measure.

The following is a reconciliation of net income from continuing operations to EBITDA from continuing operations for the three months ended March 31, 2021 and 2020 (in thousands):

		Three Mo	nths Er	ıded
Continuing Operations	Marc	ch 31, 2021	Mar	ch 31, 2020
Net income	\$	16,714	\$	11,415
Interest expense		1,165		853
Income tax expense		4,845		3,504
Depreciation and amortization		9,237		9,334
EBITDA	\$	31,961	\$	25,106

The following is a reconciliation of net cash provided by operating activities of continuing operations to free cash flow from continuing operations for the three months ended March 31, 2021 and 2020 (in thousands):

		Three Mo	nths Ended	
Continuing Operations	March 31, 2021		March 31, 2020	
Net cash provided by operating activities	\$	16,913	\$	30,828
Proceeds from sale of property and equipment		665		720
Purchases of property and equipment		(2,695)		(2,651)
Free cash flow	\$	14,883	\$	28,897



The following information is provided to supplement this press release.

	Three Months Ended			
Actual - Continuing Operations		March 31, 2021		
Net income from continuing operations	\$	16,714		
Income allocated to participating securities		(101)		
Numerator for diluted income per share - net income	\$	16,613		
Weighted-average shares outstanding - diluted		27,497		
Diluted net income per share	\$	0.60		
Projected	Full year 2021			
Projected tax rate - continuing operations		24.4 %		
Projected purchases of property and equipment, net of proceeds from sale of property and equipment ¹	\$	43,000		
¹ Includes \$23,500 for the Columbus, Ohio hub expansion				
Projected	December 31, 2021			
Projected weighted-average shares outstanding - diluted		26,900		

Note Regarding Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as: "anticipate," "intend," "plan," "goal," "seek," "believe," "project," "estimate," "expect," "strategy," "future," "likely," "may," "should," "will" and similar references to future periods. Forward-looking statements included in this press release relate to expected second quarter 2021 revenue growth and net income per diluted share, expectations regarding increased momentum in our business, expectations regarding full year 2021 projected tax rate, fully diluted share count (before consideration of future share repurchase), and projected capital expenditures, and the future declaration of dividends.

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results and financial condition may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. The following is a list of factors, among others, that could cause actual results to differ materially from those contemplated by the forward-looking statements: economic factors such as recessions, inflation, higher interest rates and downturns in customer business cycles, the COVID-19 pandemic, our ability to manage our growth and ability to grow, in part, through acquisitions, while being able to successfully integrate such acquisitions, our ability to secure terminal facilities in desirable locations at reasonable rates, more limited liquidity than expected which limits our ability to make key investments, the creditworthiness of our customers and their ability to pay for services rendered, our inability to maintain our historical growth rate because of a decreased volume of freight or decreased average revenue per pound of freight moving through our network, the availability and compensation of qualified Leased Capacity Providers and freight handlers as well as contracted, third-party carriers needed to serve our customers' transportation needs, our inability to manage our information systems and inability of our information systems to handle an increased volume of freight moving through our network, the occurrence of cybersecurity risks and events, market acceptance of our service offerings, claims for property damage, personal injuries or workers' compensation, enforcement of and changes in governmental regulations, environmental, tax, insurance and accounting matters, the handling of hazardous materials, changes in fuel prices, loss of a major customer, increasing competition and pricing pressure, our dependence on our senior management team and the potential effects of changes in employee status, seasonal trends, the occurrence of certain weather events, restrictions in our charter and bylaws and the risks described in our Annual Report on Form 10-K for the year ended December 31, 2020.

Any forward-looking statement made by us in this press release is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

SOURCE: Forward Air Corporation

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