

OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

☐ 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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Ridgmont Equity Management III, LLC</u> (Last) (First) (Middle) <u>101 S. TRYON ST.</u> <u>SUITE 3400</u> (Street) <u>CHARLOTTE</u> <u>NC</u> <u>28280</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FORWARD AIR CORP [FWRD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/23/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common stock	02/23/2024		A		451 ⁽¹⁾	A	\$0	451	I	See footnotes. ⁽³⁾⁽⁸⁾
Common stock	02/23/2024		A		451 ⁽²⁾	A	\$0	451	I	See footnotes. ⁽⁴⁾⁽⁸⁾
Common stock								354,957	I	See footnotes. ⁽⁵⁾⁽⁸⁾
Common stock								101,745	I	See footnotes. ⁽⁶⁾⁽⁸⁾
Common stock								243,005	I	See footnotes. ⁽⁷⁾⁽⁸⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

1. Name and Address of Reporting Person *		
<u>Ridgmont Equity Management III, LLC</u>		
(Last)	(First)	(Middle)
<u>101 S. TRYON ST.</u>		
<u>SUITE 3400</u>		
(Street)		
<u>CHARLOTTE</u>	<u>NC</u>	<u>28280</u>
(City) (State) (Zip)		

1. Name and Address of Reporting Person *

[REP Omni Holdings, L.P.](#)

(Last) (First) (Middle)

101 S. TRYON ST.
SUITE 3400

(Street)
CHARLOTTE NC 28280

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[REP Coinvest III-A Omni, L.P.](#)

(Last) (First) (Middle)

101 S. TRYON ST.
SUITE 3400

(Street)
CHARLOTTE NC 28280

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[REP Coinvest III-B Omni, L.P.](#)

(Last) (First) (Middle)

101 S. TRYON ST.
SUITE 3400

(Street)
CHARLOTTE NC 28280

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[REP FAOM III-S, L.P.](#)

(Last) (First) (Middle)

101 S. TRYON ST.
SUITE 3400

(Street)
CHARLOTTE NC 28280

(City) (State) (Zip)

1. Name and Address of Reporting Person *

[Ridgemont Equity Partners Affiliates III, L.P.](#)

(Last) (First) (Middle)

101 S. TRYON ST.
SUITE 3400

(Street)
CHARLOTTE NC 28280

(City) (State) (Zip)

1. Name and Address of Reporting Person *		
REP Coinvest III Omni GP, LLC		
(Last)	(First)	(Middle)
101 S. TRYON ST.		
SUITE 3400		
(Street)		
CHARLOTTE	NC	28280
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person *		
Ridgemont Equity Management III, L.P.		
(Last)	(First)	(Middle)
101 S. TRYON ST.		
SUITE 3400		
(Street)		
CHARLOTTE	NC	28280
(City)		
(State)	(Zip)	

1. Name and Address of Reporting Person *		
REP Omni Holdings GP, LLC		
(Last)	(First)	(Middle)
101 S. TRYON ST.		
SUITE 3400		
(Street)		
CHARLOTTE	NC	28280
(City)		
(State)	(Zip)	

Explanation of Responses:

- Represents restricted stock awarded to Charles Leonard Anderson under the Forward Air Corporation Amended and Restated Non-Employee Director Stock Plan in a transaction exempt from Section 16(b) under Rule 16b-3. The stock fully vests on the earlier of (a) the day immediately prior to the first Annual Meeting that occurs after the grant date or (b) the first anniversary of the grant date.
- Represents restricted stock awarded to Robert Leon Edwards Jr. under the Forward Air Corporation Amended and Restated Non-Employee Director Stock Plan in a transaction exempt from Section 16(b) under Rule 16b-3. The stock fully vests on the earlier of (a) the day immediately prior to the first Annual Meeting that occurs after the grant date or (b) the first anniversary of the grant date.
- These shares of Common Stock are held directly by Charles Leonard Anderson.
- These shares of Common Stock are held directly by Robert Leon Edwards Jr.
- These shares of Common Stock are held directly by REP Coinvest III-A Omni, L.P.
- These shares of Common Stock are held directly by REP Coinvest III-B Omni, L.P.
- These shares of Common Stock are held directly by REP FAOM III-S, L.P.
- These shares of Common Stock may be deemed to be indirectly beneficially owned by (i) REP Coinvest III-A Omni, L.P., (ii) REP Coinvest III-B Omni, L.P., (iii) REP FAOM III-S, L.P., (iv) REP Coinvest III Omni GP, LLC as General Partner of REP Coinvest III-A Omni, L.P. and General Partner of REP Coinvest III-B Omni, L.P., (v) Ridgemont Equity Management III, L.P. as General Partner of REP FAOM III-S, LP, (vi) Ridgemont Equity Management III, LLC as General Partner of REP Coinvest III Omni GP, LLC and General Partner of Ridgemont Equity Management III, L.P., (vii) Charles Leonard Anderson, and (viii) Robert Leon Edwards Jr.

Remarks:

The reporting persons herein may be deemed to be members of a "group" for purposes of the Securities Exchange Act of 1934, as amended. Each reporting person disclaims beneficial ownership of any securities deemed to be owned by the group except to the extent of its pecuniary interest therein. In addition, Charles Leonard Anderson and Robert Leon Edwards, Jr. are deemed to be members of such "group." Mr. Anderson and Mr. Edwards each serve on the board of directors of Issuer as a designee of one or more members of the group. Pursuant to the policies of the reporting persons and their affiliates, Mr. Anderson and Mr. Edwards will be deemed to hold any securities of the Issuer they may receive in connection with their service on the board of directors of the Issuer for the benefit of one or more members of the group. Accordingly, each of the reporting persons herein may be deemed to be a "director by deputization" of the Issuer.

[REP Omni Holdings, LP, By: REP
Omni Holdings GP, LLC, its
General Partner, By: /s/ Edward
Balogh, Authorized Signatory
REP Coinvest III-A Omni, L.P.,
By: REP Coinvest III Omni GP,
LLC, its General Partner, By: /s/
Edward Balogh, Authorized
Signatory](#) [02/27/2024](#)

[REP Coinvest III-B Omni, L.P.,
By: REP Coinvest III Omni GP,
LLC, its General Partner, By: /s/
Edward Balogh, Authorized
Signatory](#) [02/27/2024](#)

[REP FAOM III-S, LP, By:
Ridgemont Equity Management
III, L.P., its General Partner, By:
/s/ Edward Balogh, Authorized
Signatory](#) [02/27/2024](#)

Ridgemont Equity Partners
Affiliates III, L.P., By: Ridgemont
Equity Management III, L.P., its 02/27/2024
General Partner, By: /s/ Edward
Balogh, Authorized Signatory
REP Coinvest III Omni GP, LLC,
By: Ridgemont Equity
Management III, LLC, its Sole 02/27/2024
Member, By: /s/ Edward Balogh,
Authorized Signatory
Ridgemont Equity Management
III, L.P., By: Ridgemont Equity
Management III, LLC, its General 02/27/2024
Partner, By: /s/ Edward Balogh,
Authorized Signatory
Ridgemont Equity Management
III, LLC, By: /s/ Edward Balogh, 02/27/2024
Authorized Signatory
REP Omni Holdings GP, LLC,
By: /s/ Edward Balogh, 02/27/2024
Authorized Signatory

** Signature of Reporting Person Date

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

* 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).

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

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 Number.