FORM 3

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

	ess of Reporting Per Equity Manage		2. Date of Event Requiring Statement (Month/Day/Year) 01/25/2024	3. Issuer Name and Ticker or Trading Symbol FORWARD AIR CORP [ FWRD ]					
<u>LLC</u>				I	tionship of Reporting Per all applicable)	rson(s	) to Issuer		Amendment, Date of Original Filed th/Day/Year)
(Last) 101 S. TRYON SUITE 3400	(First) ST.	(Middle)		X	Director Officer (give title below)	X	10% Owner Other (specify below)		dividual or Joint/Group Filing (Check cable Line)  Form filed by One Reporting Person  Form filed by More than One Reporting  Person
(Street) CHARLOTTE	NC	28280							reisui
(City)	(State)	(Zip)							

## Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	
Common Stock	354,957	I	See footnotes. <sup>(1)(4)</sup>
Common Stock	101,745	I	See footnotes. (2)(4)
Common Stock	243,005	I	See footnotes. <sup>(3)(4)</sup>

# Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		or Exercise	Form: Direct (D) or	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Indirect (I) (Instr. 5)	
Opco Class B Units	01/25/2024	(5)	Common Stock	1,152,846	110	I	See footnotes. (6)(8)
Opco Class B Units	01/25/2024	(5)	Common Stock	14,410	110	I	See footnotes. (7)(8)

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

1. Name and Address of		
REP Coinvest III	I-A Omni, L.P.	
(Last) 101 S. TRYON ST. SUITE 3400	(First)	(Middle)
(Street) CHARLOTTE	NC	28280
(City)	(State)	(Zip)
1. Name and Address of REP Coinvest III		
(Last) 101 S. TRYON ST. SUITE 3400	(First)	(Middle)
(Street) CHARLOTTE	NC	28280
(City)	(State)	(Zip)
1. Name and Address of REP FAOM III-S		
(Last) 101 S. TRYON ST. SUITE 3400	(First)	(Middle)
(Street) CHARLOTTE	NC	28280
(City)	(State)	(Zip)
1. Name and Address of Ridgemont Equit	Reporting Person* ty Partners Affiliat	es III, L.P.
(Last) 101 S. TRYON ST. SUITE 3400	(First)	(Middle)
(Street) CHARLOTTE	NC	28280
(City)	(State)	(Zip)
1. Name and Address of		
REP Coinvest III		
(Last) 101 S. TRYON ST. SUITE 3400	(First)	(Middle)
(Last) 101 S. TRYON ST.		(Middle) 28280

1. Name and Address of Ridgemont Equ	. 0	ent III, L.P.	
(Last) 101 S. TRYON ST SUITE 3400	(First)	(Middle)	
(Street) CHARLOTTE	NC	28280	
(City)	(State)	(Zip)	

### **Explanation of Responses:**

- 1. These shares of Common Stock are held directly by REP Coinvest III-A Omni, L.P.
- 2. These shares of Common Stock are held directly by REP Coinvest III-B Omni, L.P.
- 3. These shares of Common Stock are held directly by REP FAOM III-S, LP.
- 4. These shares of Common Stock may be deemed to be indirectly beneficially owned by (i) 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., (ii) Ridgemont Equity Management III, L.P. as General Partner of REP FAOM III-S, LP and (iv) 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.
- 5. The Opco Class B Units are convertible into Common Stock of the Issuer at any time, at the holder's election, and have no expiration date. The right to exchange the units will be (1) subject to any applicable lock-up period to which the rollover holder is subject, customary procedural requirements and, subject to exceptions for exchanging all of a rollover holder's remaining units, minimum exchange amounts of 30,000 Class B Units and (2) limited to no more than two exchange exercises per calendar quarter per holder.
- 6. These Opco Class B Units are held directly by REP Omni Holdings, LP.
- 7. These Opco Class B Units are held directly by Ridgemont Equity Partners Affiliates III, L.P.
- 8. The Opco Class B Units may be deemed to be indirectly beneficially owned by (i) REP Omni Holdings GP, LLC as General Partner of REP Omni Holdings, LP, (ii) Ridgemont Equity Management III, L.P., as General Partner of REP Omni Holdings GP, LLC and General Partner of Ridgemont Equity Management III, L.P., and (iv) Ridgemont Equity Management III, L.P.

#### 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. may be deemed to be members of such "group" upon their receipt of Issuer securities. 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	02/05/2024
REP Coinvest III-A Omni, L.P., By: REP Coinvest III Omni GP, LLC, its General Partner, By: /s/ Edward Balogh, Authorized Signatory	02/05/2024
BEP Coinvest III-B Omni, L.P., By: REP Coinvest III Omni GP, LLC, its General Partner, By: /s/ Edward Balogh, Authorized Signatory	02/05/2024
REP FAOM III-S, LP, By: Ridgemont Equity Management III, L.P., its General Partner, By: /s/ Edward Balogh, Authorized Signatory	02/05/2024
Ridgemont Equity Partners Affiliates III, L.P., By: Ridgemont Equity Management III, L.P., its General Partner, By: /s/ Edward Balogh, Authorized Signatory	02/05/2024
REP Coinvest III Omni GP, LLC, By: Ridgemont Equity Management III, LLC, its Sole Member, By: /s/ Edward Balogh, Authorized Signatory	02/05/2024
Ridgemont Equity Management III, L.P., By: Ridgemont Equity Management III, LLC, its General Partner, By: /s/ Edward Balogh, Authorized Signatory	02/05/2024
Ridgemont Equity Management III, LLC, By: /s/ Edward Balogh, Authorized Signatory	02/05/2024
** 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 5 (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.