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**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 if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>HODGE MICHAEL B</u> _____ (Last) (First) (Middle) <u>1915 SNAPPS FERRY ROAD</u> <u>BUILDING N</u> _____ (Street) <u>GREENEVILLE TN 37745</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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/09/2024</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 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				

**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
Series B Preferred Units	\$0	07/09/2024		J		21,788 <sup>(1)</sup>		(2)	(2)	Common Stock	21,788	\$0	334,131	I	By LLC <sup>(2)</sup>
Class B Units	\$0	07/09/2024		J		21,788 <sup>(3)</sup>		(4)	(4)	Common Stock	21,788	\$0	334,131	I	By LLC <sup>(4)</sup>
Series C-2 Units	\$0	07/09/2024		J		37,678 <sup>(5)</sup>		(6)	(6)	Class B Units	37,678	\$0	577,864	I	By LLC <sup>(6)</sup>

**Explanation of Responses:**

- Reflects 21,788 Series B Preferred Units acquired by EVE Omni Investor, LLC (the "LLC") pursuant to a transfer from J.S. International Shipping Corp. (the "Series B Transfer"). The Series B Transfer was effective as of July 9, 2024 and made pursuant to a certain profit sharing agreement between the LLC and J.S. International Shipping Corp.
- Represents Series B Preferred Units held by the LLC. Series B Preferred Units and corresponding Opco Class B Units are exchangeable at the option of the holder into shares of the Issuer's common stock. The Series B Preferred Units do not have an expiration date. The reporting person is the manager of the LLC. The reporting person disclaims beneficial ownership of the securities held by the LLC, except to the extent of his pecuniary interest therein.
- Reflects 21,788 Opco Class B Units acquired by the LLC pursuant to a transfer from J.S. International Shipping Corp. (the "Opco Class B Transfer"). The Opco Class B Transfer was effective as of July 9, 2024 and made pursuant to a certain profit sharing agreement between the LLC and J.S. International Shipping Corp.
- Represents Opco Class B Units held by the LLC. Series B Preferred Units and corresponding Opco Class B Units are exchangeable into shares of the Issuer's common stock. The Opco Class B Units do not have an expiration date. The reporting person is the manager of the LLC. The reporting person disclaims beneficial ownership of the securities held by the LLC, except to the extent of his pecuniary interest therein.
- Reflects 37,678 Opco Series C-2 Units acquired by the LLC pursuant to a transfer from J.S. International Shipping Corp. (the "Opco Series C-2 Transfer"). On June 3, 2024, in accordance with the applicable rules of the Nasdaq Stock Market LLC, the Issuer's shareholders approved the conversion of the Opco Series C-2 Units into Series B Preferred Units and corresponding Opco Class B Units (which together are exchangeable into the Issuer's common stock). The Opco Series C-2 Transfer was effective as of July 9, 2024 and made pursuant to a certain profit sharing agreement between the LLC and J.S. International Shipping Corp.
- Represents Opco Series C-2 Units held by the LLC. The Opco Series C-2 Units will automatically convert into a corresponding number of Opco Class B Units and Series B Preferred Units upon receipt of approval from the Issuer's shareholders. The Opco Series C-2 Units do not have an expiration date. The reporting person is the manager of the LLC. The reporting person disclaims beneficial ownership of the securities held by the LLC, except to the extent of his pecuniary interest therein.

**Remarks:**

/s/ Michael L. Hance, Attorney-in-Fact 07/11/2024

\*\* 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 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.