

KNIGHT TRANSPORTATION INC  
Form 10-Q  
May 10, 2013

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2013

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the transition period from

to

Commission File Number: 001-32396

KNIGHT TRANSPORTATION, INC.  
(Exact name of registrant as specified in its charter)

Arizona  
(State or other jurisdiction of  
incorporation or organization)

86-0649974  
(I.R.S. Employer  
Identification No.)

5601 West Buckeye Road  
Phoenix, Arizona  
85043  
(Address of Principal Executive Offices)  
(Zip Code)

Registrant's telephone number, including area code: 602-269-2000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

x Yes      o No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

x Yes      o No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller

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reporting company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer       Accelerated filer   
Non-accelerated filer       Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes       No

The number of shares outstanding of registrant's common stock, par value \$0.01 per share, as of April 30, 2013 was 79,923,239 shares.

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## KNIGHT TRANSPORTATION, INC.

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## PART I - FINANCIAL INFORMATION

## Item 1. Financial Statements

KNIGHT TRANSPORTATION, INC. AND SUBSIDIARIES  
Condensed Consolidated Unaudited Balance Sheets  
as of March 31, 2013 and December 31, 2012  
(in thousands)

|   | March 31,<br>2013 | December<br>31,<br>2012 |
|---|-------------------|-------------------------|
| <b>ASSETS</b>   |                   |                         |
| <b>Current Assets:</b>                                    |                   |                         |
| Cash and cash equivalents                                 | \$10,196          | \$5,684                 |
| Trade receivables, net of allowance for doubtful accounts | 112,576           | 102,553                 |
| Notes receivable, net of allowance for doubtful accounts  | 739               | 791                     |
| Related party notes and interest receivable               | 2,069             | 2,814                   |
| Prepaid expenses  | 14,165            | 17,035                  |
| Assets held for sale                                      | 15,283            | 18,362                  |
| Other current assets                                      | 10,368            | 12,449                  |
| Current deferred tax assets                               | 4,028             | 3,409                   |
| Total current assets                                      | 169,424           | 163,097                 |
| <b>Property and Equipment:</b>                            |                   |                         |
| Revenue equipment   | 661,610           | 681,864                 |
| Land and land improvements                                | 39,171            | 38,979                  |
| Buildings and improvements                                | 106,686           | 100,158                 |
| Furniture and fixtures                                    | 16,354            | 15,953                  |
| Shop and service equipment                                | 8,555             | 9,065                   |
| Leasehold improvements                                    | 3,004             | 2,989                   |
| Gross property and equipment                              | 835,380           | 849,008                 |
| Less: accumulated depreciation and amortization           | (272,300 )        | (264,944 )              |
| Property and equipment, net                               | 563,080           | 584,064                 |
| Notes receivable, net of current portion                  | 3,146             | 3,692                   |
| Goodwill  | 10,271            | 10,276                  |
| Other long-term assets and restricted cash                | 21,535            | 21,383                  |
| Total assets  | \$767,456         | \$782,512               |

The accompanying notes are an integral part of these condensed consolidated unaudited financial statements.

KNIGHT TRANSPORTATION, INC. AND SUBSIDIARIES  
Condensed Consolidated Unaudited Balance Sheets (continued)  
as of March 31, 2013 and December 31, 2012  
(in thousands, except par values)

|  | March 31,<br>2013 | December<br>31,<br>2012 |
|--|-------------------|-------------------------|
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>  |                   |                         |
| <b>Current Liabilities:</b>  |                   |                         |
| Accounts payable   | \$ 15,383         | \$ 11,281               |
| Accrued payroll and purchased transportation   | 12,718            | 10,489                  |
| Accrued liabilities  | 21,230            | 16,020                  |
| Claims accrual – current portion   | 16,366            | 15,892                  |
| Dividend payable – current portion   | 151               | 141                     |
| <b>Total current liabilities</b>   | <b>65,848</b>     | <b>53,823</b>           |
| <b>Long-term Liabilities:</b>  |                   |                         |
| Claims accrual – long-term portion   | 10,455            | 10,340                  |
| Long-term dividend payable and other liabilities   | 2,384             | 2,638                   |
| Deferred tax liabilities   | 143,242           | 144,871                 |
| Long-term debt   | 43,000            | 80,000                  |
| <b>Total long-term liabilities</b>   | <b>199,081</b>    | <b>237,849</b>          |
| <b>Total liabilities</b>   | <b>264,929</b>    | <b>291,672</b>          |
| <b>Commitments and Contingencies (Note 6)</b>  |                   |                         |
| <b>Shareholders' Equity:</b>   |                   |                         |
| Preferred stock, \$0.01 par value; 50,000 shares authorized; none issued and outstanding   | -                 | -                       |
| Common stock, \$0.01 par value; 300,000 shares authorized; 79,917 and 79,760 shares issued and outstanding at March 31, 2013 and December 31, 2012, respectively | 799               | 798                     |
| Additional paid-in capital   | 144,489           | 142,837                 |
| Accumulated other comprehensive loss   | (51 )             | (302 )                  |
| Retained earnings  | 356,591           | 346,899                 |
| <b>Total Knight Transportation shareholders' equity</b>  | <b>501,828</b>    | <b>490,232</b>          |
| Noncontrolling interest  | 699               | 608                     |
| <b>Total shareholders' equity</b>  | <b>502,527</b>    | <b>490,840</b>          |
| <b>Total liabilities and shareholders' equity</b>  | <b>\$767,456</b>  | <b>\$782,512</b>        |

The accompanying notes are an integral part of these condensed consolidated unaudited financial statements.

KNIGHT TRANSPORTATION, INC. AND SUBSIDIARIES  
Condensed Consolidated Unaudited Statements of Income  
(in thousands, except per share data)

|  | Three Months Ended<br>March 31, |           |
|--|---------------------------------|-----------|
|  | 2013                            | 2012      |
| <b>REVENUE:</b>                                    |                                 |           |
| Revenue, before fuel surcharge                     | \$189,600                       | \$175,599 |
| Fuel surcharge                                     | 45,800                          | 43,933    |
| Total revenue                                      | 235,400                         | 219,532   |
| <b>OPERATING EXPENSES:</b>                         |                                 |           |
| Salaries, wages and benefits                       | 57,654                          | 60,956    |
| Fuel   | 55,693                          | 57,311    |
| Operations and maintenance                         | 15,910                          | 13,737    |
| Insurance and claims                               | 7,155                           | 7,645     |
| Operating taxes and licenses                       | 3,908                           | 4,103     |
| Communications                                     | 1,172                           | 1,395     |
| Depreciation and amortization                      | 21,507                          | 20,372    |
| Purchased transportation                           | 42,792                          | 31,860    |
| Miscellaneous operating expenses                   | 4,065                           | 2,319     |
| Total operating expenses                           | 209,856                         | 199,698   |
| Income from operations                             | 25,544                          | 19,834    |
| Interest income                                    | 109                             | 112       |
| Interest expense                                   | (141 )                          | (128 )    |
| Other income                                       | 220                             | 197       |
| Income before income taxes                         | 25,732                          | 20,015    |
| Income taxes                                       | 10,298                          | 9,356     |
| Net income   | 15,434                          | 10,659    |
| Net income attributable to noncontrolling interest | (251 )                          | (113 )    |
| Net income attributable to Knight Transportation   | \$15,183                        | \$10,546  |
| Basic Earnings Per Share                           | \$0.19                          | \$0.13    |
| Diluted Earnings Per Share                         | \$0.19                          | \$0.13    |
| Weighted Average Shares Outstanding - Basic        | 79,841                          | 79,531    |
| Weighted Average Shares Outstanding - Diluted      | 80,124                          | 80,046    |

The accompanying notes are an integral part of these condensed consolidated unaudited financial statements.





KNIGHT TRANSPORTATION, INC. AND SUBSIDIARIES  
 Condensed Consolidated Unaudited Statements of Comprehensive Income  
 (in thousands)

|  | Three Months Ended<br>March 31, |           |
|--|---------------------------------|-----------|
|  | 2013                            | 2012      |
| Net income attributable to Knight Transportation   | \$ 15,183                       | \$ 10,546 |
| Other comprehensive income, net of tax:            |                                 |           |
| Unrealized gain from available-for-sale securities | 251                             | 455       |
| Comprehensive income                               | \$ 15,434                       | \$ 11,001 |

The accompanying notes are an integral part of these condensed consolidated unaudited financial statements.

KNIGHT TRANSPORTATION, INC. AND SUBSIDIARIES  
Condensed Consolidated Unaudited Statements of Cash Flows  
(in thousands)

Three Months Ended  
March 31,  
2013                  2012

## Cash Flows From Operating Activities:

|   |           |           |
|---|-----------|-----------|
| Net income  | \$15,434  | \$10,659  |
| Adjustments to reconcile net income to net cash provided by operating activities: |           |           |
| Depreciation and amortization   | 21,507    | 20,372    |
| Gain on sale of equipment   | (1,411 )  | (2,677 )  |
| Gain from sale of available for sale securities                                   | (47 )     | -         |
| (Gain) loss from investment in TRP III  | (173 )    | 233       |
| Provision for doubtful accounts and notes receivable                              | 235       | 234       |
| Excess tax benefits related to stock-based compensation                           | -         | (44 )     |
| Stock-based compensation expense  | 646       | 4,820     |
| Deferred income taxes   | (2,401 )  | (3,367 )  |
| Changes in operating assets and liabilities:                                      |           |           |
| Trade receivables   | (10,262 ) | (4,509 )  |
| Other current assets  | 2,081     | (880 )    |
| Prepaid expenses  | 2,869     | (8,268 )  |
| Income tax receivable   | -         | 3,821     |
| Other long-term assets  | (1,461 )  | (207 )    |
| Accounts payable  | 6,033     | 1,116     |
| Accrued liabilities and claims accrual  | 7,272     | 8,952     |
| Net cash provided by operating activities   | 40,322    | 30,255    |
| Cash Flow From Investing Activities:  |           |           |
| Purchase of property and equipment  | (11,856 ) | (36,951 ) |
| Proceeds from sale of equipment/assets held for sale                              | 13,614    | 12,662    |
| Proceeds from sale of available for sale securities                               | 2,080     | -         |
| Proceeds from notes receivable  | 881       | 472       |
| Payments for notes receivable   | -         | (18 )     |
| Proceeds from related party notes receivable                                      | 745       | 54        |
| Increase in restricted cash   | (15 )     | (19 )     |
| Investment activity in TRP III  | (127 )    | (1,957 )  |
| Net cash provided by (used in) investing activities                               | 5,322     | (25,757 ) |

The accompanying notes are an integral part of these condensed consolidated unaudited financial statements.

KNIGHT TRANSPORTATION, INC. AND SUBSIDIARIES  
Condensed Consolidated Unaudited Statements of Cash Flows (continued)  
(in thousands)

|  | Three Months Ended<br>March 31, |              |
|--|---------------------------------|--------------|
|  | 2013                            | 2012         |
| Cash Flow From Financing Activities:                             |                                 |              |
| Dividends paid   | \$(5,018 )                      | \$(4,906 )   |
| Payments on line of credit borrowings                            | (37,000 )                       | -            |
| Excess tax benefits related to stock-based compensation          | -                               | 44           |
| Cash distribution to noncontrolling interest holder              | (160 )                          | (230 )       |
| Proceeds from exercise of stock options                          | 1,046                           | 2,624        |
| <br>Net cash used in financing activities                        | <br>(41,132 )                   | <br>(2,468 ) |
| <br>Net increase in Cash and Cash Equivalents                    | <br>4,512                       | <br>2,030    |
| Cash and Cash Equivalents, beginning of period                   | 5,684                           | 9,584        |
| <br>Cash and Cash Equivalents, end of period                     | <br>\$10,196                    | <br>\$11,614 |
| Supplemental Disclosures:  |                                 |              |
| Non-cash investing and financing transactions:                   |                                 |              |
| Equipment acquired included in accounts payable                  | \$278                           | \$1,302      |
| Transfer from property and equipment to assets held for sale     | \$9,960                         | \$10,413     |
| Financing provided to independent contractors for equipment sold | \$318                           | \$211        |
| Dividend accrued for restricted stock units                      | \$46                            | \$64         |
| Cash flow information:   |                                 |              |
| Income taxes paid  | \$5,719                         | \$488        |
| Interest expense paid  | \$137                           | \$130        |

The accompanying notes are an integral part of these condensed consolidated unaudited financial statements.

## KNIGHT TRANSPORTATION, INC. AND SUBSIDIARIES

## NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS

## Note 1. Financial Information

References in this Report on Form 10-Q to "we," "us," "our," "Knight," or the "Company" or similar terms refer to Knight Transportation, Inc. and its consolidated subsidiaries. All inter-company balances and transactions have been eliminated in consolidation.

The accompanying condensed consolidated unaudited financial statements of Knight Transportation, Inc. and its subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States of America and Regulation S-X, instructions to Form 10-Q, and other relevant rules and regulations of the Securities and Exchange Commission (the "SEC"), as applicable to the preparation and presentation of interim financial information. Certain information and footnote disclosures have been omitted or condensed pursuant to such rules and regulations. We believe all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Results of operations in interim periods are not necessarily indicative of results for a full year. These condensed consolidated unaudited financial statements and notes thereto should be read in conjunction with our consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2012.

## Note 2. Stock-Based Compensation

On May 17, 2012, our shareholders approved the 2012 Equity Compensation Plan, effective May 18, 2012. This replaces the stock-based employee compensation plan known as the Knight Transportation, Inc. Amended and Restated 2003 Stock Option and Equity Compensation Plan, as amended and restated in May 2009 (the "2003 Plan"). Grants outstanding under the 2003 Plan will continue in force and effect. Any grants of stock-based compensation after May 18, 2012, are made under the 2012 Equity Compensation Plan. Stock based compensation cost for the three months ended March 31, 2013, and 2012, respectively, are as follows:

|   | Three Months Ended<br>March 31,<br>(in thousands) |          |
|---|---|----------|
|   | 2013  | 2012     |
| Stock compensation expense for options, net of forfeitures                | \$ 38   | \$ 4,037 |
| Stock compensation expense for restricted stock units, net of forfeitures | 608   | 783      |
| Combined stock compensation expense                                       | \$ 646  | \$ 4,820 |

In the first quarter of 2012, the compensation committee of the board of directors approved the accelerated vesting of certain stock options issued prior to 2009, resulting in approximately \$4.0 million of pre-tax stock compensation expense (\$3.9 million after tax) in that quarter.

We received approximately \$1.0 million in cash from the exercise of stock options during the three months ended March 31, 2013, compared to \$2.6 million for the same period in 2012.

As of March 31, 2013, we have approximately \$0.7 million of unrecognized compensation cost related to unvested options granted under the 2003 Plan. This cost is expected to be recognized over a weighted-average period of 2.5

years and a total period of 4.7 years. We also have approximately \$16.5 million of unrecognized compensation expense related to restricted stock unit awards, which is anticipated to be recognized over a weighted average period of 4.8 years and a total period of 9.8 years.

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The fair value of each option grant is estimated on the date of grant using the Black-Scholes option valuation model that uses the following assumptions:

- Dividend yield – the dividend yield is based on our historical experience and future expectation of dividend payouts.
- Expected volatility – we analyzed the volatility of our stock using historical data for the past 7 years through the end of the most recent period to estimate the expected volatility.
- Risk-free interest rate – the risk-free interest rate assumption is based on U.S. Treasury securities at a constant maturity with a maturity period that most closely resembles the expected term of the stock option award.
- Expected term – the expected term of employee stock options represents the weighted-average period the stock options are expected to remain outstanding and has been determined based on an analysis of historical exercise behavior for the past 7 years through the end of the most recent period.

No options were granted during the first quarter of either 2013 or 2012. A summary of our option award activity as of March 31, 2013, and changes during the three-month period, is presented below:

|                                     | Option<br>Totals | Weighted<br>Average<br>Exercise<br>Price Per<br>Share |
|-------------------------------------|------------------|---|
| Outstanding as of December 31, 2012 | 3,424,806        | \$ 15.99  |
| Granted                             | -                | -   |
| Exercised                           | (82,299 )        | 12.71   |
| Forfeited                           | (36,141 )        | 16.67   |
| Outstanding as of March 31, 2013    | 3,306,366        | \$ 16.07  |

A summary of our restricted stock unit award activity as of March 31, 2013, and changes during the three-month period, is presented below:

|                                  | Number of<br>Restricted<br>Stock Unit<br>Awards | Weighted<br>Average<br>Grant<br>Date Fair<br>Value |
|----------------------------------|---|--|
| Unvested as of December 31, 2012 | 1,210,532                                       | \$ 16.04   |
| Granted                          | 113,611   | 15.66  |
| Vested                           | (114,940 )                                      | 16.14  |
| Forfeited                        | (19,150 )                                       | 15.52  |
| Outstanding as of March 31, 2013 | 1,190,053                                       | \$ 16.00   |

The fair value of each restricted stock unit is based on the closing market price on the date of grant.

## Note 3. Earnings Per Share

A reconciliation of the basic and diluted earnings per share computations for the three months ended March 31, 2013 and 2012, respectively, is as follows:

|   | Three Months Ended<br>March 31,<br>(in thousands, except per<br>share data) |           |
|---|---|-----------|
|   | 2013  | 2012      |
| Weighted average common shares outstanding<br>– basic                   | 79,841  | 79,531    |
| Dilutive effect of stock options and unvested<br>restricted stock units | 283   | 515       |
| Weighted average common shares outstanding<br>– diluted                 | 80,124  | 80,046    |
| Net income attributable to Knight<br>Transportation                     | \$ 15,183   | \$ 10,546 |
| Basic Earnings Per Share  | \$ 0.19   | \$ 0.13   |
| Diluted Earnings Per Share  | \$ 0.19   | \$ 0.13   |

Certain shares of common stock were excluded from the computation of diluted earnings per share because the options' exercise prices were greater than the average market price of the common shares, and therefore, the effect would be anti-dilutive. A summary of those options are as follows:

|                                   | Three Months<br>Ended<br>March 31, (in<br>thousands) |       |
|-----------------------------------|--|-------|
|                                   | 2013   | 2012  |
| Number of<br>anti-dilutive shares | 1,469  | 1,465 |

## Note 4. Segment Information

We are a provider of multiple truckload transportation services with a nationwide network of service centers through which we operate one of the country's largest tractor fleets. In addition to our own fleet, we also partner with third-party equipment providers to provide truckload capacity and a broad range of solutions to truckload shippers. We have five operating segments comprised of three asset-based operating segments (dry van truckload, temperature-controlled truckload, and port services) and two non-asset-based operating segments (brokerage and intermodal services). Through our asset-based and non-asset-based capabilities we are able to transport, or can arrange for the transportation of, general commodities for customers throughout the United States and parts of Canada and Mexico.

Based on the guidance set forth in Accounting Standards Codification ("ASC") Sub-Topic 280-10, Segment Reporting, we have determined we have one reportable segment. All five operating segments meet all of the

aggregation criteria set forth in the guidance. Based on our evaluation, we also concluded that all operating segments exhibit similar long-term economic characteristics, have similar performance indicators, and are exposed to the same competitive, operating, financial, and other risk factors.



## Note 5. Joint Venture

In 2010, we partnered with a non-related investor to form an Arizona limited liability company for the purpose of sourcing commercial vehicle parts. We contributed \$26,000 to acquire 52% ownership of this entity. In accordance with ASC 810-10-15-8, Consolidation, we consolidate the financial activities of this entity into our consolidated financial statements. The noncontrolling interest for this entity is presented as a separate component of our consolidated financial statements.

## Note 6. Commitments and Contingencies

We are a party to certain claims and pending litigation arising in the normal course of business. These proceedings primarily involve claims for personal injury or property damage incurred in the transportation of freight or for personnel matters. We maintain insurance to cover liabilities arising from the transportation of freight in amounts in excess of self-insurance retentions. Our self-insurance retention ("SIR") for auto liability ranges from \$1.0 million to \$2.0 million per occurrence depending on the applicable policy year. For the policy year February 1, 2012 to January 31, 2013, our SIR was \$2.0 million with an additional \$1.0 million responsibility for additional "aggregate" losses. For the policy period February 1, 2013 to January 31, 2014, our SIR is \$3.0 million with no responsibility for "aggregate" losses. We are also self-insured for workers' compensation coverage, with a self-retention level of a maximum \$500,000 per occurrence. We establish reserves to cover these self-insured liabilities and maintain insurance to cover liabilities in excess of those amounts. Our insurance policies provide for excess personal injury and property damage liability up to a total of \$55.0 million per occurrence, which also includes a separate \$2.5 million dollar aggregate deductible. Based on our present knowledge of the facts and, in certain cases, advice of outside counsel, management believes the resolution of claims and pending litigation, taking into account existing reserves, will not have a materially adverse effect on us.

We also are involved in certain class action litigation in which the plaintiffs allege claims for failure to provide meal and rest breaks, unpaid wages, unauthorized deductions, and other items. Based on our knowledge of the facts and advice of outside counsel, management does not believe the outcome of this litigation is likely to have a materially adverse effect on us. However, the final disposition of these matters and the impact of such final dispositions cannot be determined at this time.

## Note 7. Dividends

On February 7, 2013, we declared a cash dividend of \$0.06 per share of our common stock. The dividend was payable to shareholders of record on March 1, 2013, and was paid on March 29, 2013. Future payment of cash dividends, and the amount of any such dividends, will depend upon our financial condition, results of operations, cash requirements, tax treatment, and certain corporate law requirements, as well as other factors deemed relevant by our Board of Directors.

## Note 8. Goodwill

Goodwill represents the excess of the purchase price of our acquisitions over the fair value of the net assets acquired. The tax benefit from the recognition on the tax return of the amortization of the excess tax goodwill over book goodwill is treated as a reduction in the book basis of goodwill. The changes in the carrying amount of goodwill for the three months ended March 31, 2013, is as follows:

|                               | In<br>Thousands |
|-------------------------------|-----------------|
| Goodwill at December 31, 2012 | \$ 10,276       |

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|  |           |
|--|-----------|
| Amortization relating to deferred tax assets | (5 )      |
| Goodwill at March 31, 2013                   | \$ 10,271 |

Note 9. Investments and Related Commitments

In 2003, the Company signed a partnership agreement with Transportation Resource Partners ("TRP"), a company that makes privately negotiated equity investments. Per the original partnership agreement, the Company committed to invest \$5.0 million to TRP. In 2006, the Company increased the commitment amount to \$5.5 million. The carrying value of the Company's investment in TRP was \$2.2 million at March 31, 2013.

In the fourth quarter of 2008, the Company formed Knight Capital Growth, LLC and committed \$15.0 million to invest in a new partnership managed and operated by the managers and principals of TRP. The new partnership, Transportation Resource Partners III, LP ("TRP III"), is focused on similar investment opportunities as TRP. As of March 31, 2013, the Company has contributed approximately \$7.7 million to TRP III, leaving an outstanding commitment of \$7.3 million.

Note 10. Marketable Equity Securities

We have certain marketable equity securities classified as available-for-sale securities, which are recorded at fair value with unrealized gains and losses as a component of "Accumulated other comprehensive income" in shareholders' equity. Realized gains and losses on available-for-sale securities are included in the determination of net income. As of March 31, 2013, our available-for-sale equity investment included in "Other long-term assets and restricted cash" was approximately \$4.7 million, including unrealized losses (net of tax) of approximately \$52,000.

Note 11. Assets Held for Sale

Revenue equipment that is not utilized in continuing operations and is held for sale is classified as "Assets held for sale" on the accompanying consolidated balance sheets. Assets held for sale at March 31, 2013, and December 31, 2012, totaled \$15.3 million and \$18.4 million, respectively. Assets held for sale are no longer subject to depreciation, and are recorded at the lower of depreciated carrying value or fair market value less selling costs. We expect to sell these assets and replace them with new assets within twelve months of being classified as "Assets held for sale".

Note 12. Income Taxes

We account for income taxes under the asset and liability method, which requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been included in the financial statements. For interim reporting purposes, our income tax provisions are recorded based on the estimated annual effective tax rate. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statements and tax basis of assets and liabilities using enacted tax rates in effect for the year in which the differences are expected to reverse. The effect of a change in tax rates on deferred tax assets and liabilities is recognized in income in the period that includes the enactment date.

We record net deferred tax assets to the extent we believe these assets will more likely than not be realized. In making such determination, we consider all available positive and negative evidence, including scheduled reversals of deferred tax liabilities, projected future taxable income, tax planning strategies, and recent financial operations. A valuation allowance for deferred tax assets has not been deemed necessary due to our profitable operations.

We recognize a tax benefit from an uncertain tax position when it is more likely than not that the position will be sustained upon examination, including resolutions of any related appeals or litigation processes, based on the technical merits. We file U.S. and state income tax returns with varying statutes of limitations. The 2009 through 2012 tax years generally remain subject to examination by federal authority, and the 2008 through 2012 tax years generally remain subject to examination by state tax authorities. We believe that our income tax filing positions and deductions will be sustained on audit and do not anticipate any adjustments that will result in a material change to our consolidated financial position, results of operations and cash flows. Our policy is to recognize interest and penalties related to unrecognized tax benefits as income tax expense. We have not recorded any unrecognized tax benefits at March 31, 2013 or December 31, 2012.

Note 13. Company Share Repurchase Programs

On November 13, 2008, our Board of Directors unanimously authorized the repurchase of up to 3.0 million shares of our common stock. As of December 31, 2010, there were 2,020,956 shares remaining under the 2008 authorization. On May 19, 2011, our Board of Directors unanimously authorized the repurchase of an additional 10.0 million shares of the Company's common stock. The repurchase authorization is intended to afford flexibility to acquire shares opportunistically in future periods and does not indicate an intention to repurchase any particular number of shares within a definite timeframe. Any repurchases would be effected based upon share price and market conditions.

Under our share repurchase program, we repurchased 4,582,400 shares of our common stock in the open market for approximately \$76.6 million in 2011. The shares acquired have been retired and are available for future issuance. The purchases were made in accordance with Securities and Exchange Commission Rule 10b-18, which limits the amount and timing of repurchases.

We did not purchase any shares in the first quarter of 2013 or 2012. As of March 31, 2013, there were 7,438,556 shares remaining for future purchases under our repurchase program. The repurchase authorization will remain in effect until the share limit is reached or the program is terminated.

Note 14. Fair Value Measurements

Our assets and liabilities measured at fair value are based on principles set forth in ASC 820-10, Fair Value Measurements and Disclosure, for non-recurring fair value measurements of non-financial assets and liabilities. This standard defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles, and expands disclosures about fair value measurements. This standard establishes a three-level hierarchy for fair value measurements based upon the significant inputs used to determine fair value. Observable inputs are those, which are obtained from market participants external to the Company while unobservable inputs are generally developed internally, utilizing management's estimates, assumptions, and specific knowledge of the nature of the assets or liabilities and related markets. The three levels are defined as follows:

Level 1 – Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date. An active market is defined as a market in which transactions for the assets or liabilities occur with sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 – Inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active (markets with few transactions), inputs other than quoted prices that are observable for the asset or liability (i.e., interest rates, yield curves, etc.), and inputs that are derived principally from or corroborated by observable market data correlation or other means (market corroborated inputs).



Level 3 – Unobservable inputs, only used to the extent that observable inputs are not available, reflect the Company's assumptions about the pricing of an asset or liability.

In accordance with the fair value hierarchy described above, the following table shows the fair value of our financial assets and liabilities that are required to be measured at fair value as of March 31, 2013 and December 31, 2012.

|   | Level One      |            | Level Two  |            | Level Three |            |
|---|----------------|------------|------------|------------|-------------|------------|
|   | Balance at     | Balance at | Balance at | Balance at | Balance at  | Balance at |
|   | March 31,      | December   | March 31,  | December   | March 31,   | December   |
|   | 2013           | 31, 2012   | 2013       | 31, 2012   | 2013        | 31, 2012   |
|   | (in thousands) |            |            |            |             |            |
| <b>Assets:</b>                          |                |            |            |            |             |            |
| Available-for-sale                      |                |            |            |            |             |            |
| <b>Securities:</b>                      |                |            |            |            |             |            |
| Equity securities - common shares       | \$ 4,741       | \$ 6,369   | \$ 4,741   | \$ 6,369   | -           | -          |
| <b>Restricted cash and investments:</b> |                |            |            |            |             |            |
| Money market                            |                |            |            |            |             |            |
| funds                                   | \$ 1,260       | \$ 1,231   | \$ 1,260   | \$ 1,231   | -           | -          |
| <b>Trading securities:</b>              |                |            |            |            |             |            |
| Debt securities - municipal             |                |            |            |            |             |            |
| securities                              | \$ 2,702       | \$ 2,716   | -          | -          | \$ 2,702    | \$ 2,716   |

Note 15. Notes Receivable

We provide financing to independent contractors and third parties on equipment sold or leased under our equipment sale program. Most of the notes are collateralized and are due in weekly installments, including principal and interest payments generally ranging from 4% to 24%. We had 116 and 126 loans outstanding from independent contractors and third parties as of March 31, 2013 and December 31, 2012, respectively.

The notes receivable balances are classified separately between current and long-term on the accompanying consolidated balance sheets. The current and long-term balance of our notes receivable at March 31, 2013 and December 31, 2012, are as follows:

|   | March 31,      | December |
|---|----------------|----------|
|   | 2013           | 31, 2012 |
|   | (in thousands) |          |
| Notes receivable from independent contractors | \$ 577         | \$ 605   |
| Notes receivable from third parties           | 3,563          | 4,169    |
| Gross notes receivable                        | 4,140          | 4,774    |
| Allowance for doubtful notes receivable       | (255 )         | (291 )   |
| Total notes receivable, net of allowance      | 3,885          | 4,483    |
| <b>Current portion, net of allowance</b>      |                |          |
|   | 739            | 791      |
| <b>Long-term portion</b>                      |                |          |
|   | \$ 3,146       | \$ 3,692 |



## Note 16. Related Party Transactions

We have provided general business loans to US West Agriculture Exporters, LLC, a company that transacts business with our drayage operation, and in which Larry Knight is a 33% owner. Larry Knight is an employee of the Company and the brother of Kevin Knight and Keith Knight, our Chief Executive Officer and Chief Operating Officer, respectively. The loan balance including interest due from US West Agriculture Exporters, LLC at March 31, 2013, was approximately \$2.1 million, compared to approximately \$2.8 million at December 31, 2012. The principal loan and interest balance is recorded in "Related party notes and interest receivable" on our consolidated balance sheets. We also provided transportation services to US West Agriculture Exporters, LLC through December 31, 2010. Transportation services provided to US West Agriculture Exporters, LLC have been paid in full. US West Agriculture Exporters, LLC discontinued operations as of December 31, 2010. The loan to US West Agriculture Exporters, LLC is secured by guaranties of the members of US West Agriculture Exporters, LLC. We are currently working with US West Agriculture Exporters, LLC regarding the repayment of the outstanding balance of the loan and have received a court judgment protecting our rights in the assets of US West Agriculture Exporters, LLC. Based on its knowledge of the facts, management believes it will recover the entire outstanding principal balance of the loan.

## Note 17. Line of Credit

We maintain a revolving line of credit, which permits revolving borrowings and letters of credit. The line of credit agreement with Wells Fargo Bank provides for borrowing up to \$150.0 million, with a maturity date of July 2016. The line of credit bears interest either at the prime rate or LIBOR plus 0.625%, determined by us at the time of borrowing. Under the line of credit agreement, we have \$43.0 million debt outstanding as of March 31, 2013, compared to \$80.0 million at December 31, 2012, respectively. The weighted average variable annual percentage rate (APR) for amounts borrowed in the first quarter of 2013 was of 0.89%. Borrowing under the line of credit is recorded in the "Long-term debt" line of the consolidated balance sheets. In connection with our self-insurance program, we also utilized \$24.0 million of the line of credit for letters of credit issued to various regulatory authorities. As of March 31, 2013, the line of credit available for future borrowing was \$83.0 million. We are obligated to comply with certain financial and other covenants under the line of credit agreement, including maintaining a ratio of consolidated debt to consolidated EBITDA of not greater than 2.0 to 1.0, maintaining positive pre-tax profit for each fiscal quarter, maintaining positive net income after tax for each fiscal year, and maintaining tangible net worth of not less than \$325.0 million. We were compliant with our financial ratios and covenants at March 31, 2013 and December 31, 2012.

## Note 18. Recent Accounting Pronouncements

In February 2013, the FASB issued ASU No. 2013-02 "Other Comprehensive Income (ASC 220): Reporting of Amounts Reclassified out of Accumulated Other Comprehensive Income" ("ASU 2013-02"). This ASU intends to improve the reporting of reclassifications out of accumulated other comprehensive income by requiring an entity to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required under U.S. generally accepted accounting principles ("U.S. GAAP") to be reclassified in its entirety to net income. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about those amounts. The new guidance is effective for fiscal years beginning after December 15, 2012. The amendments do not change the current requirements for reporting net income or other comprehensive income in financial statements and the Company does not expect the adoption of this guidance to have a material impact on the Company's consolidated financial statements.





Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Cautionary Note Regarding Forward-Looking Statements

Except for certain historical information contained herein, this report contains certain statements that may be considered "forward-looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 27A of the Securities Act of 1933, as amended, and such statements are subject to the safe harbor created by those sections and the Private Securities Litigation Reform Act of 1995, as amended. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements, including without limitation: any projections of revenues, earnings, cash flows, capital expenditures, or other financial items; any statement of plans, strategies, and objectives of management for future operations; any statements concerning proposed acquisition plans, new services, or developments; any statements regarding future economic conditions or performance; and any statements of belief and any statement of assumptions underlying any of the foregoing. Words such as "believe," "may," "could," "will," "expects," "hopes," "estimates," "projects," "intends," "anticipates," and "likely," and variations of these words, or similar expressions, terms, or phrases, are intended to identify such forward-looking statements. Forward-looking statements are inherently subject to risks, assumptions, and uncertainties, some of which cannot be predicted or quantified, which could cause future events and actual results to differ materially from those set forth in, contemplated by, or underlying the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the section entitled "Item 1A. Risk Factors," set forth in our Form 10-K for the year ended December 31, 2012, along with any supplements in Part II below.

All such forward-looking statements speak only as of the date of this Form 10-Q. You are cautioned not to place undue reliance on such forward-looking statements. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in the Company's expectations with regard thereto or any change in the events, conditions, or circumstances on which any such statement is based.

Introduction

Business Overview

We are a provider of multiple truckload transportation services, which generally involve the movement of full trailer or container loads of freight from origin to destination for a single customer. We are headquartered in Phoenix, Arizona and use our nationwide network of service centers, one of the country's largest company-owned tractor fleets, as well as access to the fleets of thousands of third-party equipment providers, to provide significant capacity and a broad range of solutions to truckload shippers. Our services include dry van truckload, temperature-controlled truckload, dedicated truckload services, drayage, intermodal, and truckload freight brokerage services. Through our multiple service offerings and transportation modes, we are able to transport, or arrange for the transportation of, general commodities for customers throughout the United States and parts of Canada and Mexico.

Our operations involve a range of investments in capital assets, and expected operating margins. Our asset-based businesses generally include dry van truckload, temperature-controlled truckload, dedicated truckload, and drayage services. Our non-asset-based services generally include intermodal and truckload brokerage services. However, within our asset-based services, the use of independent contractors to provide tractors lowers the capital investment in certain of our dry van, temperature-controlled and drayage services operations. In addition, drayage operations generally involve less expensive tractors with longer lives, and do not require a large investment in trailers. We evaluate the growth opportunities for each of our businesses based on customer demand and supply chain trends, availability of drivers, expected returns on invested capital, expected net cash flows, and our company-specific

capabilities.

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Our operating strategy is to gain truckload market share by leveraging our services, relationships, and service center network, and to improve asset productivity through enhanced technology and market knowledge, while maintaining an extreme focus on cost. To achieve these goals, we operate primarily in high-density, predictable freight lanes in select geographic regions, and attempt to develop and expand our customer base around each of our service centers by providing multiple truckload alternatives for our customers. This operating strategy allows us to take advantage of the large amount of truckload freight transported in regional markets. Our decentralized service centers enable us to better serve our customers and work more closely with our driving associates. We operate a modern fleet to appeal to drivers and customers, reduce maintenance expenses and downtime, and enhance our operating efficiencies. We employ technology in a cost-effective manner to assist us in controlling operating costs and enhancing revenue. Our operating strategy for our non-asset-based activities is to match quality capacity with the shipping needs of our customers through the capacity provided by our network of third-party truckload carriers and our rail providers. Our goal is to increase our market presence, both in existing operating regions and in other areas where we believe the freight environment meets our operating strategy, while seeking to achieve industry-leading operating margins and returns on investment.

The main factors that affect our results are industry-wide economic factors, such as supply and demand, fuel prices, the number of tractors we operate, our revenue per tractor (which includes primarily our revenue per total mile and our number of miles per tractor), the freight volumes brokered to third-party equipment providers (including our rail partners), and our ability to control costs.

We are committed to providing our customers a broad and growing range of truckload services and continue to invest considerable resources toward developing a range of solutions for truckload customers across multiple service offerings and transportation modes. Our objective is to operate truckload businesses that, when combined, are industry leading for margin and growth, while providing cost-effective solutions for our customers.

## Outlook

We have created a service network with financial accountability, a modern fleet, and the capability of providing multiple truckload modes to customers in North America. We believe our operating strategies are contributing factors to our revenue and earnings growth.

While all our businesses produced revenue growth during the first quarter of 2013, a meaningful percentage of our growth occurred in less capital-intensive operations such as brokerage, intermodal, drayage services, and our independent contractor fleet. We expect our investment in providing multiple solutions for our customers will lead to additional revenue opportunities.

For the remainder of 2013, we expect truckload freight demand to improve based on our expectation of a moderately growing economy. In addition, we expect that the U.S. Department of Transportation Federal Motor Carrier Safety Administration's Compliance Safety Accountability ("CSA") program, new hours-of-service rules, pending electronic on-board recorders mandate, and other regulations could result in a reduction in effective trucking capacity to serve increased freight demand. In addition, an expanding United States economy could create alternative employment opportunities for drivers we wish to hire. Reduced hours of operation and driver shortages could negatively impact equipment utilization, even in a stronger demand environment. In such an environment, we believe carriers that are well-positioned to develop and retain drivers, withstand supply and demand fluctuations, and provide safe, dependable, and high-quality service to customers will have opportunities to increase freight rates and market share.

We believe domestic and global economic and political conditions present the most direct challenges to improved freight demand. These threats include the possibility that rising energy prices, an inability of the United States government to timely and adequately address fiscal issues, currency fluctuations, or other factors outside our control

could reduce consumer spending or industrial investment, thus negatively affecting freight volumes. From a cost perspective, we expect recruiting and retaining sufficient numbers of professional truck drivers will become increasingly costly, equipment prices will continue to rise, and higher fuel prices will not be fully offset by fuel surcharges. In the current economic and regulatory environments, it will be important to allocate equipment to more compensatory shipments, use technology to generate efficiencies, and effectively manage fuel and other costs. We believe we have the service center network, the modern fleet, the comprehensive truckload services, the management team, the technology, an intense focus on cost control, and the capital resources to successfully overcome these challenges and capitalize on future opportunities.

We will continue to utilize the flexibility of our decentralized service center network model to react and adapt to market conditions. We will attempt to optimize our model and refine our execution in reaction to, or in anticipation of, truckload market dynamics. We will continue to evaluate acquisition candidates and other opportunities that we anticipate will create value for our shareholders and further advance our long-term strategy.

#### Revenue and Expenses

We primarily generate revenue by transporting freight for our customers. Generally, we are paid a predetermined rate per mile or per load for our services. We enhance our revenue by charging for tractor and trailer detention, loading and unloading activities, and other specialized services, as well as through the collection of fuel surcharges to mitigate the impact of increases in the cost of fuel. The main factors that affect our revenue are the revenue per mile we receive from our customers, the percentage of miles for which we are compensated, the number of miles we generate with our equipment, and the freight volumes we successfully broker to third-party equipment providers. These factors relate, among other things, to the general level of economic activity in the United States, inventory levels, specific customer demand, the level of capacity in the trucking industry, and driver availability.

The most significant expenses in our business are primarily variable and include fuel, driver-related expenses (such as wages, benefits, training, and recruitment), and independent contractor and third-party carrier costs (which are recorded on the "Purchased transportation" line of our consolidated statements of income). Expenses that have both fixed and variable components include maintenance and tire expense and our total cost of insurance and claims. These expenses generally vary with the miles we travel, but also have a controllable component based on safety, fleet age, efficiency, and other factors. Our main fixed costs are the acquisition and depreciation of long-term assets, such as revenue equipment and service centers and the compensation of non-driver personnel. Effectively controlling our expenses is an important element of assuring our profitability. The primary measure we use to evaluate our profitability is operating ratio, excluding the impact of fuel surcharge revenue (operating expenses, net of fuel surcharge, as a percentage of revenue, before fuel surcharge).

Since our inception, an important element of our operating model has been an extreme focus on our cost per mile. We intend to continue this focus as we expand service offerings, grow existing service centers, and make selective acquisitions.

## Recent Results of Operations and Quarter-End Financial Condition

Our results of operations for the quarter ended March 31, 2013 in comparison to the same period in 2012 were:

- Revenue, before fuel surcharge, increased 8.0%, to \$189.6 million from \$175.6 million;
- Net income attributable to Knight increased 44.8%, to \$15.2 million from \$10.5 million; and
- Net earnings attributable to Knight per diluted share increased 43.8%, to \$0.19 per share from \$0.13 per share.

We continued to add capacity and develop our customer relationships during the quarter. Our overall revenue and net income growth was driven by an increase in our average fleet count, increase in our non-asset based services revenue, and our rates per mile improved slightly, while average fuel prices per gallon were up, and tractor utilization was down.

The first quarter of 2012 included a \$4.0 million pretax, non-cash stock compensation charge (\$3.9 million after tax) relating to the accelerated vesting of certain stock options that had been issued prior to 2009. Excluding the non-cash charge, which is a non-GAAP measurement, net income for the first quarter of 2012 would have been \$14.4 million, or \$0.18 per diluted share.

In the first quarter of 2013, average revenue per tractor decreased 1.2% while average fleet count increased 2.5% when compared to the same period of 2012. The revenue per tractor decrease was the result of a 1.6% decrease in miles per tractor, offset by a 0.4% increase in revenue per total mile. We realized slight improvement in revenue per loaded mile, which improved 0.7%, while non-paid empty miles increased to 11.0% in the current quarter compared to 10.7% for the same quarter of 2012.

We averaged 4,076 tractors for the first quarter of 2013, compared to an average of 3,978 tractors a year ago; which includes tractors operated by independent contractors that grew from 471 tractors at March 31, 2012 to 480 tractors at March 31, 2013.

Our consolidated operating ratio (operating expenses, net of fuel surcharge, expressed as a percentage of revenue, before fuel surcharge), which is a non-GAAP measurement, was 86.5% for the quarter ended March 31, 2013, compared to 88.7%, or 86.4% excluding the \$4.0 million non-cash stock compensation charge, for the quarter ended March 31, 2012.

Our net proceeds from equipment sales, net of capital expenditures, was \$1.8 million for the three months ended March 31, 2013, compared to \$24.3 million of net capital expenditures, net of proceeds from equipment sales, for the same period a year ago. At March 31, 2013, our cash and cash equivalents totaled \$10.2 million, and our shareholders' equity was \$501.8 million, compared to \$5.7 million and \$490.2 million at December 31, 2012.

## Results of Operations

The following table sets forth the percentage relationships of our expense items to total revenue, including fuel surcharge (Column A), and revenue, before fuel surcharge (Column B), for the three-month periods ended March 31, 2013 and 2012, respectively. Fuel expense as a percentage of revenue, before fuel surcharge, is calculated using fuel expense, net of fuel surcharge. We believe that eliminating the impact of this sometimes volatile source of revenue

affords a more consistent basis for comparing our results of operations from period to period.



We also discuss the changes in our expenses as a percentage of revenue, before fuel surcharge, rather than absolute dollar changes. We do this because we believe the high variable cost nature of our business makes a comparison of changes in expenses as a percentage of revenue, before fuel surcharge, more meaningful than absolute dollar changes.

|  | (A)<br>(Fuel surcharge included<br>in revenue)<br>Three Months Ended<br>March 31, |   |       |   | (B)<br>(Fuel surcharge excluded<br>from revenue and netted<br>to fuel expense)<br>Three Months Ended<br>March 31, |   |       |   |
|--|---|---|-------|---|---|---|-------|---|
|  | 2013  |   | 2012  |   | 2013  |   | 2012  |   |
| Total revenue, including fuel surcharge            | 100.0   | % | 100.0 | % | 100.0   | % | 100.0 | % |
| Operating expenses:                                |   |   |       |   |   |   |       |   |
| Salaries, wages and benefits                       | 24.5  |   | 27.8  |   | 30.4  |   | 34.7  |   |
| Fuel   | 23.7  |   | 26.1  |   | 5.2   |   | 7.6   |   |
| Operations and maintenance                         | 6.8   |   | 6.3   |   | 8.4   |   | 7.8   |   |
| Insurance and claims                               | 3.0   |   | 3.5   |   | 3.8   |   | 4.4   |   |
| Operating taxes and licenses                       | 1.7   |   | 1.9   |   | 2.1   |   | 2.4   |   |
| Communications                                     | 0.5   |   | 0.6   |   | 0.6   |   | 0.8   |   |
| Depreciation and amortization                      | 9.1   |   | 9.3   |   | 11.3  |   | 11.6  |   |
| Purchased transportation                           | 18.2  |   | 14.5  |   | 22.6  |   | 18.1  |   |
| Miscellaneous operating expenses                   | 1.6   |   | 1.0   |   | 2.1   |   | 1.3   |   |
| Total operating expenses                           | 89.1  |   | 91.0  |   | 86.5  |   | 88.7  |   |
| Income from operations                             | 10.9  |   | 9.0   |   | 13.5  |   | 11.3  |   |
| Interest income                                    | 0.0   |   | 0.1   |   | 0.0   |   | 0.1   |   |
| Interest expense                                   | 0.1   |   | 0.1   |   | 0.1   |   | 0.1   |   |
| Other income                                       | 0.1   |   | 0.1   |   | 0.1   |   | 0.1   |   |
| Income before income taxes                         | 10.9  |   | 9.1   |   | 13.5  |   | 11.4  |   |
| Income taxes                                       | 4.4   |   | 4.2   |   | 5.4   |   | 5.3   |   |
| Net Income   | 6.5   |   | 4.9   |   | 8.1   |   | 6.1   |   |
| Net income attributable to noncontrolling interest | 0.1   |   | 0.1   |   | 0.1   |   | 0.1   |   |
| Net Income attributable to Knight Transportation   | 6.4   | % | 4.8   | % | 8.0   | % | 6.0   | % |

There are minor rounding differences in the above table.

A discussion of our results of operations for the three months ended March 31, 2013 and March 31, 2012, is set forth below.

#### Comparison of Three Months Ended March 31, 2013 to Three Months Ended March 31, 2012

Total revenue for the three months ended March 31, 2013, increased 7.2% to \$235.4 million from \$219.5 million for the same period in 2012. Total revenue included \$45.8 million of fuel surcharge revenue in the three-month period of

2013, compared to \$43.9 million in the three-month period of 2012.

Revenue, before fuel surcharge, increased 8.0% to \$189.6 million for the three months ended March 31, 2013, from \$175.6 million for the same period in 2012.

In the first quarter of 2013, our revenue continued to trend positively and we experienced revenue growth in all of our operating segments compared to the same period in 2012. Our asset-based operations increased revenue 2.1%, and our non-asset based service offerings increased revenue 57.9%, while both experienced improved margins in the first quarter of 2013, compared to the same quarter of 2012. We continue to offer the full range of our asset-based offerings and non-asset based offerings to match the best truckload solutions for our customers.

We operated 2.5% additional average tractors in the 2013 quarter versus the 2012 quarter, increased our average revenue per total mile 0.4%, and our average length of haul increased 0.2%, while our non-paid empty mile percentage increased 2.8%. As a result, our average revenue per tractor (excluding fuel surcharges) declined 1.2% due to lower utilization along with the additional tractor count.

Salaries, wages and benefits expense as a percentage of revenue, before fuel surcharge, decreased to 30.4% for the three months ended March 31, 2013, compared to 34.7% for the same period in 2012. The decrease in the 2013 period, as a percentage of revenue, is partially due to the \$4.0 million pre-tax, non-cash stock compensation charge recorded in the first quarter of 2012 related to the acceleration of certain stock options issued prior to 2009. Excluding this charge in the 2012 period, salaries, wages and benefits expense would have been 32.4%, expressed as a percentage of revenue, a decrease over the 2012 period due to increased revenue generated from our non-asset based operations serviced by independent contractors, the expenses of which are reflected in purchased transportation. Costs associated with healthcare benefits provided to our employees, and accruals for workers' compensation benefits are a component of our salaries, wages and benefits in our consolidated statements of income. We believe that the driver market remains challenging and the implementation of CSA has further reduced the pool of available drivers. Having a sufficient number of qualified driving associates continues to be a major concern. We have implemented a performance related bonus plan for our drivers, and could be required to create further pay incentives during 2013 given these conditions. However, we continue to seek ways to attract and retain qualified driving associates.

Fuel expense, net of fuel surcharge, as a percentage of revenue before fuel surcharge, decreased to 5.2% for the three months ended March 31, 2013, from 7.6% for the same period in 2012. The decrease as a percentage of revenue before fuel surcharge is primarily due to a combination of growth in our non-asset-based businesses, where no fuel expense is incurred, and improved effectiveness of our fuel efficiency initiatives. We have made changes to minimize empty miles, reduce out of route miles and idle time, improve fuel cost, enhance equipment operations through training, and significantly improve aerodynamics and engine efficiency. We continue to update our fleet with more fuel-efficient 2010 U.S. EPA emission engines; our average fleet age at March 31, 2013 was 2.0 years compared to 1.7 years at March 31, 2012. The national average diesel fuel price increased 1.0% in the three months ended March 31, 2013, when compared to the same period a year ago. Our fuel surcharge program helps to offset increases in fuel prices, but applies only to loaded miles and typically does not offset empty miles, idle time, or out of route miles driven. Typical fuel surcharge programs involve a computation based on the change in national or regional fuel prices. These programs may update as often as weekly, but typically require a specified minimum change in fuel cost to prompt a change in fuel surcharge revenue. Therefore, many of these programs have a time lag between when fuel costs change and when the change is reflected in fuel surcharge revenue. Due to this time lag, during periods of sharply rising fuel costs, our fuel expense, net of fuel surcharge, negatively impacts our operating income, and positively impacts our operating income during periods of falling fuel costs.

Operations and maintenance expense as a percentage of revenue, before fuel surcharge, increased to 8.4% compared to 7.8% for the three month periods ended March 31, 2013 and 2012, respectively. Our average fleet age increased to 2.0 years at March 31, 2013, from 1.7 years at March 31, 2012. Operations and maintenance consists of direct operating expense, maintenance, and tire expense. The increase in the periods, year over year, is due to a combination of rising tire costs and increases in costs associated with preparing trucks for trade as we continue to refresh our fleet. Most of our business segments incurred higher general operating expenses, including driver hire related costs.

Insurance and claims expense as a percentage of revenue, before fuel surcharge, decreased to 3.8% for the quarter ended March 31, 2013, from 4.4% for the quarter ended March 31, 2012. A decrease in frequency of accidents affected the expense positively for this quarter.

Operating taxes and licenses expense as a percentage of revenue, before fuel surcharge, decreased to 2.1% for the three-month period ended March 31, 2013, compared to 2.4% for the same period in 2012. The decrease is due to the increased revenue from our non-asset based service offerings.

Communications expense as a percentage of revenue, before fuel surcharge, decreased to 0.6% for the three-month period ended March 31, 2013, from 0.8% for the same period of 2012, due to the increase in overall revenue.

Depreciation and amortization expense as a percentage of revenue, before fuel surcharge, decreased to 11.3%, compared to 11.6% for the same quarter in 2012. The decrease is due to an increase in revenue from our non-asset based businesses. On a dollar basis, depreciation and amortization expense increased to \$21.5 million for the three months ended March 31, 2013, from \$20.4 million for the same period in 2012. This increase is due to higher equipment prices for EPA compliant engines. Absent offsetting improvements in revenue per tractor or continued growth in our independent contractor fleet, our expense in this category may increase going forward if equipment prices continue to increase.

Purchased transportation is comprised of amounts paid to independent contractors for our dry van and temperature-controlled operations, as well as contracted carriers for our brokerage operations, to railroads for our intermodal operations, and our sourcing activities. Purchased transportation expense as a percentage of revenue, before fuel surcharge, increased to 22.6% for the three months ended March 31, 2013, from 18.1% for the same period in 2012. The increase in this category is due to the combination of growth in our non-asset businesses, increased sourcing activity through our joint venture operations, and increased contractor and third-party carrier expense compared to the same periods in 2012. An increase in demand for our brokerage and intermodal services resulting from growing our carrier base and developing customer relations has increased our brokerage and intermodal purchased transportation expense. We experienced rising cost per mile paid to independent contractors due to increases in the national average diesel fuel price; purchased transportation payments generally take into account changes in diesel fuel prices, resulting in higher payments during periods of rising fuel prices we experienced in the three months ended March 31, 2013.

Miscellaneous operating expenses as a percentage of revenue, before fuel surcharge, increased to 2.1% compared to 1.3% for the same quarter in 2012. The increase is primarily due to a decrease in gains from the sale of used equipment, which are included in miscellaneous operating expenses. Gains from sale of equipment decreased to \$1.4 million in the first quarter of 2013, compared to \$2.7 million for the same period a year ago.

As a result of the above factors, our operating ratio, net of fuel surcharge (operating expenses, net of fuel surcharge, expressed as a percentage of revenue, before fuel surcharge), was 86.5% for the three months ended March 31, 2013, compared to 88.7%, or 86.4% excluding the \$4.0 million non-cash stock compensation charge, for the three months ended March 31, 2012.

Interest income as a percentage of revenue, before fuel surcharge, was less than 0.1% for the three months ended March 31, 2013, compared to 0.1% for the same period in 2012. We incurred \$141,000 and \$128,000 in interest expense in the first quarter of 2013 and 2012, respectively, as a result of borrowing from our line of credit. Our other income remained consistent at 0.1%, as a percentage of revenue, before fuel surcharge, for both three months ended March 31, 2013 and 2012.

Income taxes have been provided for at the statutory federal and state rates, adjusted for certain permanent differences between financial statement income and income for tax reporting. Our effective income tax rate decreased to 40.0% for the three months ended March 31, 2013, compared to 46.7% for the same period a year ago. The decreased effective tax rate is attributed to the majority of the \$4.0 million pre-tax stock compensation charge being disallowed as a tax deduction. We expect our effective tax rate to remain at historical levels in future periods.

As a result of the preceding changes, our net income, as a percentage of revenue before fuel surcharge, increased to 8.0% for the three months ended March 31, 2013, compared to 6.0% for the same period in 2012.



## Liquidity and Capital Resources

The growth of our business has required, and will continue to require, a significant investment in new revenue equipment. Our primary source of liquidity has been funds provided by operations.

Net cash provided by operating activities was \$40.3 million for the three months ended March 31, 2013, compared to \$30.3 million during the same period in 2012. We held no short-term investments in the 2013 or 2012 periods.

Net cash provided by investing activities was \$5.3 million for the three months ended March 31, 2013, compared to net cash used in investing activities of \$25.8 million for the same period in 2012. Net proceeds from equipment sales, net of capital expenditures for the purchase of revenue equipment, office equipment, and land and leasehold improvements, resulted in investing activity positive cash flow of \$1.8 million for the three months ended March 31, 2013, compared to net capital expenditures of \$24.3 million for the same period in 2012.

Net cash used in financing activities was \$41.2 million for the three months ended March 31, 2013, compared to \$2.5 million for the same period in 2012. Cash payments towards line of credit borrowings was \$37.0 million for the three months ended March 31, 2013, compared to none in the March 31, 2012 three-month period. Proceeds from exercises of stock options were \$1.0 million in the first quarter of 2013, compared to \$2.6 million in the same period of 2012. We did not repurchase any shares of our stock in the three months ended March 31, 2013 or 2012, and we paid \$5.0 million in dividends in the quarter ended March 31, 2013, an increase from \$4.9 million in the same period a year ago, due to increased outstanding shares and the same dividend paid per share. We currently expect to continue to pay quarterly cash dividends in the future. Future payment of cash dividends, and the amount of any such dividends, will depend upon our financial condition, results of operations, cash requirements, tax treatment, and certain corporate law requirements, as well as other factors deemed relevant by our Board of Directors.

We currently maintain a line of credit that permits revolving borrowings and letters of credit up to an aggregate of \$150.0 million. At March 31, 2013, the outstanding debt balance under our line of credit was \$43.0 million, compared to \$80.0 million at December 31, 2012, which is classified as a long-term liability on the "Long-term debt" line in the accompanying consolidated balance sheets. We also utilized a portion of our line of credit for letters of credit, which are issued to various regulatory authorities in connection with our self-insurance programs. The issued but unused letters of credit totaled \$24.0 million at both March 31, 2013 and December 31, 2012. Combining the amounts borrowed and letters of credit issued at March 31, 2013, we had \$83.0 million available for future borrowing under our line of credit, and \$46.0 million at December 31, 2012. We are obligated to comply with certain financial covenants under our line of credit agreement, and we were compliant at March 31, 2013, and at December 31, 2012.

Over the last twelve-month period, we have returned \$59.3 million to our shareholders in the form of dividends. Our cash balance at March 31, 2013 was \$10.2 million, and we ended this quarter with \$502.5 million of total shareholders' equity. We believe that we will be able to finance our short-term needs for working capital over the next twelve months and beyond, as well as acquisitions of revenue equipment during such period, with cash, cash flows from operations, and the borrowing available under our existing line of credit. We expect to have significant capital requirements over the long-term, which may require us to incur debt or seek additional equity capital. The availability of additional capital will depend upon prevailing market conditions, the market price of our common stock, and several other factors over which we have limited control, as well as our financial condition and results of operations. Nevertheless, based on our recent operating results, current cash position, anticipated future cash flows, and sources of available financing, we do not expect that we will experience any significant liquidity constraints in the foreseeable future.





### Off-Balance Sheet Transactions

Our liquidity is not materially affected by off-balance sheet transactions. Like many other trucking companies, we have periodically utilized operating leases to finance our revenue equipment purchases. Vehicles held under operating leases were not carried on our balance sheet. We did not have any tractors or trailers held under operating leases as of March 31, 2013 or December 31, 2012.

### Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires that management make a number of assumptions and estimates that affect the reported amounts of assets, liabilities, revenue, and expenses in our consolidated financial statements and accompanying notes. Management bases its estimates on historical experience and various other assumptions believed to be reasonable. Although these estimates are based on management's best knowledge of current events and actions that may impact us in the future, actual results may differ from these estimates and assumptions. Our critical accounting policies are those that affect, or could affect our financial statements materially and involve a significant level of judgment by management. The accounting policies we deem most critical to us include revenue recognition, which we recognize when persuasive evidence of an arrangement exists, delivery has occurred, the fee is fixed or determinable, and collectability is probable. These conditions are met upon delivery. Furthermore, in accordance with ASC 605-45, Revenue Recognition – Principal Agent Consideration, we account for revenue from our asset-based operations, our non-asset-based operations, and revenue on freight transported by independent contractors within our asset-based operations on a gross basis. We are the primary obligor in the arrangements, we have the ability to establish prices, we have discretion in selecting the independent contractor or other third party that will perform the service, we have the risk of loss in the event of cargo claims, and we bear the credit risk associated with customer payments. Accordingly, all such revenue billed to customers is classified as operating revenue and all corresponding payments to carriers for transportation services the Company arranges in connection with brokerage and intermodal activities, and to independent contractor providers of revenue equipment, are classified as purchased transportation expense. Other accounting policies deemed critical include allowance for doubtful accounts, depreciation, claims accrual, accounting for income taxes, and share based payments. There have been no significant changes to our critical accounting policies and estimates during the three months ended March 31, 2013, compared to those disclosed in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operation," included in our 2012 Annual Report on Form 10-K.

### Seasonality

Results of operations in the transportation industry frequently show a seasonal pattern. Continued expansion of our operations throughout the United States could expose us to greater operating variances due to periodic seasonal weather in various regions, which variance could have a materially adverse effect on our operations.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

We are exposed to market risk changes in interest rate on debt and from changes in commodity prices.

Under Financial Accounting Reporting Release Number 48 and SEC rules and regulations, we are required to disclose information concerning market risk with respect to foreign exchange rates, interest rates, and commodity prices. We have elected to make such disclosures, to the extent applicable, using a sensitivity analysis approach, based on hypothetical changes in interest rates and commodity prices. We do not enter into derivatives for speculative purposes, or for which there are no underlying related exposures. Because our operations are mostly confined to the United

States, we are not subject to a material amount of foreign currency risk.

### Interest Rate Risk

We have interest rate risk to the extent we borrow against our line of credit or incur other debt. Our line of credit bears a variable interest rate, either at the prime rate or LIBOR plus 0.625%. Our earnings would be affected by changes in these short-term interest rates. Risk can be quantified by measuring the financial impact of a near-term adverse increase in short-term interest rates. At our average level of borrowing for the first quarter of 2013, a 1% increase in our applicable rate would reduce pretax earnings by approximately \$0.2 million on an annualized basis.

Historically, we have invested our excess cash primarily in highly liquid debt instruments of the U.S. government and its agencies, municipalities in the U.S., money market funds, and equity securities (e.g., common stock). Investments in both fixed rate and floating rate interest earning securities carry a degree of interest rate risk. Fixed rate securities may have their fair market value adversely impacted due to a rise in interest rates, while floating rate securities may produce less income than predicted if interest rates fall. Due in part to these factors, our income from investments may decrease in the future.

### Commodity Price Risk

We are subject to commodity price risk with respect to purchases of fuel. The price and availability of diesel fuel can fluctuate due to market factors that are beyond our control. We believe fuel surcharges are effective at mitigating most, but not all, of the risk of high fuel prices because we do not recover the full amount of fuel price increases. As of March 31, 2013, and December 31, 2012, we did not have any derivative financial instruments to reduce our exposure to fuel price fluctuations, but may use such instruments in the future.

### Item 4. Controls and Procedures

We have established disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) to ensure that material information relating to us, including our consolidated subsidiaries, is made known to the officers who certify our financial reports and to other members of senior management and the Board of Directors. Our management, with the participation of our principal executive officer and principal financial officer, conducted an evaluation of the effectiveness of our disclosure controls and procedures. Based on this evaluation, as of the end of the period covered by this Quarterly Report on Form 10-Q, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures are effective to ensure that the information required to be disclosed by us in the reports that we file or submit under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms, and (ii) accumulated and communicated to management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure.

There was no change in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter ended March 31, 2013, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

We have confidence in our disclosure controls and procedures and internal control over financial reporting. Nevertheless, our management, including our principal executive officer and principal financial officer, does not expect that our disclosure controls and procedures and internal control over financial reporting will prevent all errors, misstatements, or fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected.



PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are a party to certain claims and pending litigation arising in the normal course of business. These proceedings primarily involve claims for personal injury or property damage incurred in the transportation of freight or for personnel matters. We maintain insurance to cover liabilities arising from the transportation of freight in amounts in excess of self-insurance retentions. Based on our present knowledge of the facts and, in certain cases, advice of outside counsel, management believes the resolution of claims and pending litigation, taking into account existing reserves, will not have a materially adverse effect on us.

We also are involved in certain class action litigation in which the plaintiffs allege claims for failure to provide meal and rest breaks, unpaid wages, unauthorized deductions, and other items. Based on its knowledge of the facts and advice of outside counsel, management does not believe the outcome of this litigation is likely to have a materially adverse effect on us. However, the final disposition of these matters and the impact of such final dispositions cannot be determined at this time.

Item 1A. Risk Factors

While we attempt to identify, manage, and mitigate risks and uncertainties associated with our business, some level of risk and uncertainty will always be present. Our Annual Report on Form 10-K for the year ended December 31, 2012, in the section entitled "Item 1A. Risk Factors," describes some of the risks and uncertainties associated with our business. These risks and uncertainties have the potential to materially affect our business, financial condition, results of operations, cash flows, projected results, and future prospects.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On May 19, 2011, our Board of Directors unanimously authorized the repurchase of up to 10.0 million shares of our common stock. The repurchase authorization will remain in effect until the share limit is reached or the program is terminated. No shares were repurchased in the first quarter of 2013. See Note 13 to the Condensed Consolidated Unaudited Financial Statements in this Quarterly Report on Form 10-Q for additional information with respect to our share repurchase programs.

Item 3. Defaults Upon Senior Securities

Not Applicable

Item 4. Mine Safety Disclosures

Not Applicable

Item 5. Other Information

Not Applicable

## Item 6. Exhibits

## Exhibits required by Item 601 of Regulation S-K

| Exhibit No.     | Description   |
|-----------------|---|
| Exhibit 3       | Articles of Incorporation and Bylaws  |
| (3.1)           | Second Amended and Restated Articles of Incorporation of the Company. (Incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed April 20, 2007.) |
| (3.2)           | 2013 Amended and Restated Bylaws of the Company. (Incorporated by reference to Exhibit 3 to the Company's Report on Form 8-K dated February 7, 2013 and filed on February 13, 2013.)              |
| Exhibit 4       | Instruments defining the rights of security holders, including indentures   |
| (4.1)           | Articles 4, 10, and 11 of the Second Amended and Restated Articles of Incorporation of the Company. (Incorporated by reference to Exhibit 3.1 to this Report on Form 10-Q.)                       |
| (4.2)           | Sections 2 and 5 of the 2013 Amended and Restated Bylaws of the Company. (Incorporated by reference to Exhibit 3.2 to this Report on Form 10-Q.)  |
| (4.3)           | Knight Transportation, Inc. 2012 Equity Compensation Plan. (Incorporated by reference to the Company's Definitive Proxy Statement on Schedule 14A filed April 6, 2012.)                           |
| (4.4)           | Knight Transportation, Inc. Employee Stock Purchase Plan. (Incorporated by reference to the Company's Definitive Proxy Statement on Schedule 14A filed April 10, 2009.)                           |
| Exhibit 31      | Section 302 Certifications  |
| <u>(31.1)</u> * | Certification pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, by Kevin P. Knight, the Company's Chief Executive Officer.     |
| <u>(31.2)</u> * | Certification pursuant to Item 601(b)(31) of Regulation S-K, as adopted pursuant to Section 302 of the  |

Sarbanes-Oxley Act of 2002, by Adam W. Miller, the Company's Chief Financial Officer.

Exhibit 32 Section 906 Certifications

(32.1)\* Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by Kevin P. Knight, the Company's Chief Executive Officer.

(32.2)\* Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by Adam W. Miller, the Company's Chief Financial Officer.

Exhibit 101 Interactive Data File

(101.INS)\*\* XBRL Instance Document.

(101.SCH)\*\* XBRL Taxonomy Extension Schema Document.

(101.CAL)\*\* XBRL Taxonomy Extension Calculation Linkbase Document.

(101.DEF)\*\* XBRL Taxonomy Extension Definition Linkbase Document.

(101.LAB)\*\* XBRL Taxonomy Extension Label Linkbase Document.

(101.PRE)\*\* XBRL Taxonomy Extension Presentation Linkbase Document.

\*Filed herewith

\*\*In accordance with Regulation S-T, the XBRL-related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall be deemed to be "furnished" and not "filed."



SIGNATURES

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 thereunto duly authorized.

KNIGHT TRANSPORTATION, INC.

Date: May 10, 2013

By: /s/ David A.  
Jackson  
David A. Jackson  
President, in his capacity as such and on behalf of the registrant

Date: May 10, 2013

By: /s/ Adam W.  
Miller  
Adam W. Miller  
Chief Financial Officer, in his capacity as such and on behalf of the  
registrant