### Edgar Filing: COVENANT TRANSPORTATION GROUP INC - Form 8-K

# COVENANT TRANSPORTATION GROUP INC

Form 8-K May 31, 2013

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### FORM 8-K

#### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 29, 2013

#### COVENANT TRANSPORTATION GROUP, INC.

(Exact name of registrant as specified in its charter)

Nevada 000-24960 88-0320154
(State or other jurisdiction (Commission (IRS Employer of incorporation) File Number) Identification No.)

400 Birmingham Hwy., Chattanooga, TN 37419
(Address of principal executive offices) (Zip Code)

(423) 821-1212

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

[	]Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
[	]Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
]	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 ]CFR 240.14d-2(b))
[	Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 ]CFR 240.13e-4(c))

Item 5.02

Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On Wednesday, May 29, 2013, the Compensation Committee of the Board of Directors of Covenant Transportation Group, Inc., a Nevada corporation (the "Company"), approved grants of restricted stock to the named executive officers of the Company. The grants vest (A) 50% at December 31, 2016, subject to continuous employment through such date ("Time-Vesting Shares"), (B) one-half of the non-Time-Vesting Shares upon attainment of a 1.8% or higher net income margin percentage for fiscal year 2014, and (C) all remaining unvested non-Time-Vesting Shares upon attainment of a 2.3% or higher net income margin percentage for fiscal year 2015.

Shares of
Restricted
Stock
15,000
12,500
12,500
10,000
10,000

Item 5.07

Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of the Company was held on Wednesday, May 29, 2013. Four proposals were voted upon at the Annual Meeting. The proposals are described in detail in the Company's proxy statement filed with the U.S. Securities and Exchange Commission on April 19, 2013. The final results for the votes regarding each proposal are set forth below.

1. The voting tabulation on the election of directors was as follows:

		Broker		
For	Withheld I	Non-Votes		
10,351,349	401,744	1,116,647		
10,434,244	318,849	1,116,647		
10,444,869	308,224	1,116,647		
10,444,468	308,625	1,116,647		
David R.				
10,436,038	317,055	1,116,647		
	10,351,349 10,434,244 10,444,869 10,444,468	For Withheld I 10,351,349 401,744 10,434,244 318,849 10,444,869 308,224 10,444,468 308,625 10,436,038 317,055		

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The amendment to the Second Amended and Restated 2006 Omnibus Incentive Plan was approved as follows:

Broker
Votes For Votes Abstentions Non-Votes
Against
10,578,341 169,054 5,698 1,116,647

3. The renewal of the material terms of the performance-based goals under the Second Amended and Restated 2006 Omnibus Incentive Plan was approved as follows:

Broker
Votes For Votes Abstentions Non-Votes
Against
10,512,517 86,498 154,078 1,116,647

4. The appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013, was ratified as follows:

Votes For Votes Abstentions Non-Votes
Against
11,681,840 24,898 163,002 0

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#### **SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COVENANT TRANSPORTATION GROUP, INC.

Date: May 31, 2013 By:/s/ Richard B. Cribbs

Richard B. Cribbs

Senior Vice President and Chief Financial Officer