

KNIGHT TRANSPORTATION INC

Form 8-K

January 25, 2012

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

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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):  
January 25, 2012

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

Arizona  
(State or other jurisdiction  
of incorporation)

001-32396  
(Commission  
File Number)

86-0649974  
(IRS Employer  
Identification No.)

5601 W. Buckeye Road, Phoenix, AZ  
(Address of principal executive offices)

85043  
(Zip Code)

(602) 269-2000  
(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))

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Item 2.02 Results of Operations and Financial Condition.

On Wednesday, January 25, 2012, Knight Transportation, Inc., an Arizona corporation (the "Company"), issued a press release (the "Press Release") announcing its financial results for the quarter ended December 31, 2011. A copy of the Press Release is attached to this report as Exhibit 99.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 23, 2012, the compensation committee of the Company's board of directors approved the accelerated vesting of certain equity awards held by our named executive officers, as set forth in the following table:

| Name             | Type of Award | Grant Date | Number of Options or RSUs Accelerated |
|------------------|---------------|------------|---------------------------------------|
| Kevin P. Knight  | Options       | 05/22/2008 | 15,000                                |
|                  | RSUs          | 10/30/2009 | 1,500                                 |
| David A. Jackson | Options       | 02/29/2008 | 7,444                                 |
|                  | Options       | 05/22/2008 | 4,000                                 |
|                  | RSUs          | 10/30/2009 | 1,350                                 |
| Keith T. Knight  | Options       | 05/22/2008 | 8,000                                 |
|                  | RSUs          | 10/30/2009 | 1,350                                 |
| Gary Knight      | Options       | 05/22/2008 | 3,000                                 |
|                  | RSUs          | 10/30/2009 | 900                                   |

No other modifications were made to the terms of their awards.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

EXHIBIT  
NUMBER

EXHIBIT DESCRIPTION

99

Knight Transportation, Inc. press release announcing financial results for the quarter ended December 31, 2011

The information contained in this report (including Items 2.02, 5.02, and 9.01) and the exhibit hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

The information in this report and the exhibit hereto may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. Such statements are made based on the current beliefs and expectations of the Company's management and are subject to significant risks and uncertainties. Actual results or events may differ from those anticipated by forward-looking statements. Please refer to the paragraph

following the financial and operating information in the attached press release and various disclosures by the Company in its press releases, stockholder reports, and filings with the Securities and Exchange Commission for information concerning risks, uncertainties, and other factors that may affect future results.

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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.

KNIGHT TRANSPORTATION, INC.

Date: January 25, 2012

By: /s/ David A. Jackson  
David A. Jackson  
President and Chief Financial Officer

EXHIBIT INDEX

| EXHIBIT<br>NUMBER | EXHIBIT DESCRIPTION                                                                                            |
|-------------------|----------------------------------------------------------------------------------------------------------------|
| <u>99</u>         | Knight Transportation, Inc. press release announcing financial results for the quarter ended December 31, 2011 |