

Edgar Filing: Con-way Inc. - Form 8-K/A

Con-way Inc.
Form 8-K/A
October 09, 2007

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

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): August 23, 2007

Con-way Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 1-5046 | 94-1444798 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 2855 Campus Drive, San Mateo, California | 94403 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code (650) 378-5200

Not Applicable
(Former name or former address, if changed since last report.)

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))

This Form 8-K/A, Amendment No. 1, is being filed for the purpose of filing the financial statements and pro forma financial information required by Item 9.01 with respect to the Current Report on Form 8-K filed by the registrant on August 23, 2007 regarding the acquisition of Transportation Resources, Inc.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired

The audited consolidated balance sheet of Transportation Resources, Inc. at

Edgar Filing: Con-way Inc. - Form 8-K/A

December 31, 2006 and the audited consolidated statements of income, shareholders' equity and cash flows for the year ended December 31, 2006 and the related notes to the financial statements, together with the independent auditors' report, are filed as Exhibit 99.1 to this Form 8-K/A and incorporated by reference in this Form 8-K/A.

The unaudited consolidated balance sheet of Transportation Resources, Inc. at June 30, 2007 and the unaudited consolidated statements of income and cash flows for the six months ended June 30, 2007 and 2006 and the related notes to the financial statements are filed as Exhibit 99.2 to this Form 8-K/A and incorporated by reference in this Form 8-K/A.

(b) Pro Forma Financial Information

The unaudited pro forma condensed consolidated balance sheet of the registrant at June 30, 2007, and the unaudited pro forma condensed consolidated statements of income for the year ended December 31, 2006 and the six months ended June 30, 2007 are filed as Exhibit 99.3 to this Form 8-K/A and incorporated by reference in this Form 8-K/A.

(d) Exhibits

23.1 Consent of BKD, LLP

99.1 Audited Consolidated Financial Statements of Transportation Resources, Inc. at December 31, 2006 and for the year ended December 31, 2006

99.2 Unaudited Consolidated Financial Statements of Transportation Resources, Inc. at June 30, 2007 and for the six months ended June 30, 2007 and 2006

99.3 Unaudited Pro Forma Condensed Consolidated Balance Sheet of the Registrant at June 30, 2007 and the Unaudited Pro Forma Condensed Consolidated Statements of Income for the year ended December 31, 2006 and the six months ended June 30, 2007

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 hereunto duly authorized.

CON-WAY INC.

By: /s/ Kevin C. Schick

Name: Kevin C. Schick
Title: Senior Vice President and Chief
Financial Officer

Dated: October 9, 2007

Edgar Filing: Con-way Inc. - Form 8-K/A

EXHIBIT INDEX

- 23.1 Consent of BKD, LLP
- 99.1 Audited Consolidated Financial Statements of Transportation Resources, Inc. at December 31, 2006 and for the year ended December 31, 2006
- 99.2 Unaudited Consolidated Financial Statements of Transportation Resources, Inc. at June 30, 2007 and for the six months ended June 30, 2007 and 2006
- 99.3 Unaudited Pro Forma Condensed Consolidated Balance Sheet of the Registrant at June 30, 2007 and the Unaudited Pro Forma Condensed Consolidated Statements of Income for the year ended December 31, 2006 and the six months ended June 30, 2007