## **SECURIT**

Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company [

revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or

	<b>UNITED STATES</b>	
SECU	RITIES AND EXCHANGE CO	
	Washington, D.C. 20549	)
	FORM 8-K	_
	CURRENT REPORT	_
Pursuant to S	Section 13 or 15(d) of the Securities	Exchange Act of 1934
Date	of Report (Date of Earliest Event Reported):	August 1, 2018
	<b>HUB GROUP, INC.</b> (Exact name of registrant as specified in its	s charter)
	<b>Delaware</b> (State or Other Jurisdiction of Incorpora	ation)
<b>0-27754</b> (Commission File Numb	er)	<b>36-4007085</b> (I.R.S. Employer Identification No.)
(A	<b>2000 Clearwater Drive, Oak Brook, Illino</b> Address, including zip code, of principal exect	
	(630) 271-3600	
	(Registrant's telephone number, including a	rea code)
(For	NOT APPLICABLE ner Name or Former Address, If Changed Sir	nce Last Report)
Check the appropriate box below if the Form 8-K f provisions:	iling is intended to simultaneously satisfy the	filing obligation of the registrant under any of the following
[ ] Soliciting material pursuant to Rule 14 [ ] Pre-commencement communications pre-commenceme	tule 425 under the Securities Act (17 CFR 230 da-12 under the Exchange Act (17 CFR 240.1 dursuant to Rule 14d-2(b) under the Exchange dursuant to Rule 13e-4(c) under the Exchange	4a-12) e Act (17 CFR 240.14d-2(b)) e Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an	emerging growth company as defined in Rule	e 405 of the Securities Act of 1933 (17 CFR §230.405) or

#### Item 2.02. Results of Operations and Financial Condition.

On August 1, 2018, Hub Group, Inc. issued a press release announcing its second quarter 2018 operating results. The press release is furnished as Exhibit 99.1 to this Form 8-K.

#### Item 7.01. Regulation FD Disclosure.

On August 1, 2018, Hub Group, Inc. will make available on its website an Investor Presentation, which includes business information and second quarter 2018 results. The presentation can be accessed by going to www.hubgroup.com, selecting the "Investors" tab, and then selecting the "Presentations" tab. The presentation will be available on the company's website until the next regular update.

In accordance with General Instruction B.2 of Form 8-K, the information under this heading shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth in such a filing.

#### Item 9.01. Financial Statements and Exhibits.

- (a) Not Applicable.
- (b) Not Applicable.
- (c) Not Applicable.
- (d) A list of exhibits filed herewith is contained on the Exhibit Index which immediately precedes such exhibits and is incorporated herein by reference.

### **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.

### HUB GROUP, INC.

By: <u>/s/ Terri A. Pizzuto</u>

Date: August 1, 2018

Terri Pizzuto

Executive Vice President, Chief Financial Officer and Treasurer

### EXHIBIT INDEX

Exhibit No.

99.1 Press release, issued on August 1, 2018, announcing second quarter 2018 operating results for Hub Group, Inc.

### **Hub Group, Inc. Reports Record Second Quarter 2018 Results**

#### Highlights of the quarter

- 28% revenue growth
- 34% gross margin growth
- 93% increase in operating income
- Raising guidance Expect 2018 diluted EPS will range from \$2.73 to \$2.83
- Strong intermodal pricing environment

OAK BROOK, Ill., Aug. 01, 2018 (GLOBE NEWSWIRE) -- Hub Group, Inc. (NASDAQ:HUBG) announced second quarter 2018 net income of \$22.1 million, or diluted earnings per share of \$0.66 versus second quarter 2017 net income of \$9.5 million, or \$0.29 per diluted share.

Revenue for the current quarter was \$1.2 billion compared with \$923.6 million for the second quarter 2017. Hub segment revenue increased 26% and Mode segment revenue increased 29%. Operating income for the current quarter increased to \$32.0 million versus \$16.6 million for the second quarter 2017. Hub segment operating income increased 139% and Mode segment operating income increased 15%.

### **Segment Information:**

### Hub

- Second quarter 2018 Segment Revenue: \$888.2 million, up 26%
- · Second quarter 2018 Segment Operating Income: \$24.8 million, up 139%

Hub's revenue increased 26% to \$888.2 million compared to the second quarter of 2017 as a result of our success in providing multi-modal solutions to our customers. This increase includes Hub Group Dedicated revenue totaling \$73.9 million in the second quarter of 2018.

Second quarter intermodal revenue increased 17% to \$526.0 million reflecting a 4% increase in loads, price increases and higher fuel revenue. Intermodal gross margin increased compared to the second quarter of 2017 primarily due to improved pricing and increased volume. These gains were partially offset by higher rail and higher drayage costs.

Truck brokerage revenue increased 10% to \$114.9 million in the second quarter compared to the same quarter of last year. Truck brokerage handled 5% fewer loads while fuel, price and mix combined were up 15%. Truck brokerage gross margin increased primarily because of growth with strategic customers and increased spot activity.

Second quarter Unyson Logistics revenue increased 17% to \$173.4 million due primarily to growth from new customers on-boarded in 2017 and growth with existing customers.

Hub Group Dedicated revenue of \$73.9 million in the second quarter of 2018 is up 22% sequentially from the first quarter of 2018 revenue of \$60.4 million.

Costs and expenses increased \$13.2 million to \$75.3 million in the second quarter of 2018 compared to \$62.1 million in the second quarter of 2017 due primarily to the addition of \$12.2 million of costs and expenses for Hub Group Dedicated.

Operating income was \$24.8 million compared to \$10.4 million in the second quarter 2017.

#### Mode

- Second quarter 2018 Segment Revenue: \$314.1 million, up 29%
- · Second quarter 2018 Segment Operating Income: \$7.1 million, up 15%

Mode's revenue increased 29% to \$314.1 million compared to the second quarter 2017. Revenue consisted of \$141.2 million in intermodal which was up 26%, \$103.2 million in truck brokerage which was up 24% and \$69.7 million in logistics which was up 45%.

Gross margin increased \$7.3 million compared to the second quarter of 2017 due to growth in all three lines of business.

Operating income was \$7.1 million compared to \$6.2 million in the second quarter 2017.

Hub is exploring strategic alternatives for Mode, with the intention of using the proceeds for investments in our existing business, including technology initiatives, and for acquisitions of businesses in both new and existing service lines.

#### **Cash Flow and Capitalization:**

Our capital expenditures for the second quarter totaled \$47.1 million, primarily for tractors, trailers, and technology investments. At June 30, 2018, we had cash and cash equivalents of \$26.8 million.

At June 30, 2018, we had total debt outstanding of \$275.2 million on various debt instruments compared to \$302.5 million at December 31, 2017.

#### 2018 Outlook

We expect that our 2018 diluted earnings per share will range from \$2.73 to \$2.83. We estimate that our 2018 capital expenditures will range from \$200 million to \$220 million. We project our effective tax rate will range from 24.5% to 25.5%.

#### CONFERENCE CALL

Hub will hold a conference call at 5:00 p.m. Eastern Time on Wednesday, August 1<sup>st</sup> 2018 to discuss its second quarter 2018 results and corporate strategy.

Hosting the conference call will be Dave Yeager, Chief Executive Officer. Also participating on the call will be Don Maltby, Chief Operating Officer, and Terri Pizzuto, Chief Financial Officer.

This call is being webcast and can be accessed through the Investors link on Hub Group's web site at www.hubgroup.com. The webcast is listen-only. Those interested in participating in the question and answer session should follow the telephone dial-in instructions below.

To participate in the conference call by telephone, please register at http://www.yourconferencecenter.com/r.aspx? p=1&a=UWXldILszGSOoR. Registrants will be issued a passcode and PIN to use when dialing into the live call which will provide quickest access to the conference. You may register at any time, including up to and after the call start time. On the day of the call, dial (888) 206-4064 approximately ten minutes prior to the scheduled call time; enter the participant passcode and PIN received during registration. The call will be limited to 60 minutes, including questions and answers.

An audio replay will be available through the Investors link on the Company's Web site at www.hubgroup.com. This replay will be available for 30 days.

On August 1<sup>st</sup> 2018, the company will make available on its website an Investor Presentation, which includes updated business information and second quarter 2018 results, among other things. The presentation can be accessed by going to www.hubgroup.com, selecting the "Investors" tab, and then selecting the "Presentations" tab. The presentation will be available on the company's website until the next regular update.

CERTAIN FORWARD-LOOKING STATEMENTS: Statements in this press release that are not historical, including statements about Hub Group's or management's earnings guidance, intentions, beliefs, expectations, representations, projections, plans or predictions of the future, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are inherently uncertain and subject to risks, and should be viewed with caution. Forward-looking statements may contain words such as "expects", "expected", "believe", "projected", "estimate", or similar words, and are based on management's experience and perception of historical trends, current conditions, and anticipated future developments, as well as other factors believed to be appropriate. We believe these statements and the assumptions and estimates contained in this release are reasonable based on information that is currently available to us. Such statements should be viewed with caution. Actual results or experience could differ materially from the forward-looking statements as a result of many factors. Factors that could cause actual results to differ materially include intermodal costs and prices, the integration of any acquisitions and expenses relating thereto, the future performance of Hub's Intermodal, Truck Brokerage, Dedicated and Unyson Logistics business lines, the future performance of Mode, the amount and timing of strategic investments or divestitures by Hub, the failure to integrate critical information technology systems, retail customers encountering adverse economic conditions and the factors listed from time to time in Hub Group's SEC reports including, but not limited to, the annual report on Form 10-K for the year ended December 31, 2017. Hub Group assumes no liability to update any such forward-looking statements.

CONTACT: Maralee Volchko of Hub Group, Inc., +1-630-271-3745

## HUB GROUP, INC. CONSOLIDATED STATEMENTS OF EARNINGS (in thousands, except per share amounts) (unaudited)

	 201	8		2017		
	 % of				% of	
	Amount	Revenue	P	Amount	Revenue	
Revenue	\$ 1,179,093	100.0%	\$	923,596	100.0%	
Transportation costs	1,042,903	88.4%		822,279	89.0%	
Gross margin	 136,190	11.6%		101,317	11.0%	

Costs and expenses:

Salaries and benefits Agent fees and commissions General and administrative Depreciation and amortization		58,092 21,969 20,216 3,960	5.0% 1.9% 1.7% 0.3%	45,038 17,038 20,114 2,549	4.9% 1.8% 2.2% 0.3%
Total costs and expenses		104,237	8.9%	 84,739	9.2%
Operating income		31,953	2.7%	16,578	1.8%
Other income (expense):					
Interest expense		(2,187)	-0.2%	(1,032)	-0.1%
Interest and dividend income		22	0.0%	200	0.0%
Other, net		(189)	0.0%	 -	0.0%
Total other expense		(2,354)	-0.2%	(832)	-0.1%
Income before provision for income taxes		29,599	2.5%	15,746	1.7%
Income tax expense		7,548	0.6%	 6,204	0.7%
Net income	\$	22,051	1.9%	\$ 9,542	1.0%
Basic earnings per common share	\$	0.66		\$ 0.29	
Diluted earnings per common share	\$	0.66		\$ 0.29	
Basic weighted average number of shares outstanding Diluted weighted average number of shares outstanding	<u> </u>	33,389 33,562		 33,220 33,262	

# HUB GROUP, INC. CONSOLIDATED STATEMENTS OF EARNINGS (in thousands, except per share amounts) (unaudited)

	Six Months Ended June 30,						
		201	8		2017	7	
			% of			% of	
		Amount	Revenue		Amount	Revenue	
Revenue	\$	2,275,064	100.0%	\$	1,816,352	100.0%	
Transportation costs		2,016,083	88.6%		1,613,450	88.8%	
Gross margin		258,981	11.4%		202,902	11.2%	
Costs and expenses:							
Salaries and benefits		114,099	5.0%		88,217	4.9%	
Agent fees and commissions		41,111	1.8%		35,031	1.9%	
General and administrative		40,720	1.8%		40,938	2.2%	
Depreciation and amortization		7,965	0.4%		4,961	0.3%	
Total costs and expenses		203,895	9.0%		169,147	9.3%	
Operating income		55,086	2.4%		33,755	1.9%	
Other income (expense):							
Interest expense		(4,291)	-0.2%		(2,130)	-0.1%	
Interest and dividend income		44	0.0%		330	0.0%	
Other, net		(244)	0.0%		194	0.0%	
Total other expense		(4,491)	-0.2%		(1,606)	-0.1%	
Income before provision for income taxes		50,595	2.2%		32,149	1.8%	

Income tax expense	 12,377	0.5%	 12,273	0.7%
Net income	\$ 38,218	1.7%	\$ 19,876	1.1%
Basic earnings per common share	\$ 1.14		\$ 0.60	
Diluted earnings per common share	\$ 1.14		\$ 0.60	
Basic weighted average number of shares outstanding Diluted weighted average number of shares outstanding	 33,382 33,520		 33,213 33,318	

# HUB GROUP, INC. FINANCIAL INFORMATION BY SEGMENT (in thousands) (unaudited)

### Three Months Ended June 30, 2018

	Hub	Mode	Inter-Segment Elims	Hub Group Total
Revenue	\$ 888,238	\$ 314,078	\$ (23,223)	\$ 1,179,093
Transportation costs	788,087	278,039	(23,223)	1,042,903
Gross margin	100,151	36,039	-	136,190
Costs and expenses:				
Salaries and benefits	53,839	4,253	-	58,092
Agent fees and commissions	11	21,958	-	21,969
General and administrative	17,768	2,448	-	20,216
Depreciation and amortization	3,719	241	-	3,960
Total costs and expenses	75,337	28,900	-	104,237
Operating income	\$ 24,814	\$ 7,139	\$ -	\$ 31,953

# HUB GROUP, INC. FINANCIAL INFORMATION BY SEGMENT (in thousands) (unaudited)

### Three Months Ended June 30, 2017

	Hub	Mode	Inter-Se	egment Elims	Hub Group Total
Revenue	\$ 704,344	\$ 242,998	\$	(23,746)	\$ 923,596
Transportation costs	631,787	214,238		(23,746)	822,279
Gross margin	 72,557	28,760		-	101,317
Costs and expenses:					
Salaries and benefits	41,569	3,469		-	45,038
Agent fees and commissions	14	17,024		-	17,038
General and administrative	18,331	1,783		-	20,114
Depreciation and amortization	2,249	300		-	2,549
Total costs and expenses	62,163	22,576		-	84,739

# HUB GROUP, INC. FINANCIAL INFORMATION BY SEGMENT (in thousands) (unaudited)

### Six Months Ended June 30, 2018

	Hub		Mode	Inter-S	egment Elims	Hub Group Total
Revenue	\$ 1,719,823	_	601,977	\$	(46,736)	\$ 2,275,064
Transportation costs	1,529,297		533,522		(46,736)	2,016,083
Gross margin	 190,526		68,455		-	 258,981
Costs and expenses:						
Salaries and benefits	105,909		8,190		-	114,099
Agent fees and commissions	25		41,086		-	41,111
General and administrative	36,170		4,550		-	40,720
Depreciation and amortization	7,478		487		-	7,965
Total costs and expenses	 149,582		54,313		-	203,895
Operating income	\$ 40,944	\$	14,142	\$	-	\$ 55,086

# HUB GROUP, INC. FINANCIAL INFORMATION BY SEGMENT (in thousands) (unaudited)

### Six Months Ended June 30, 2017

	Hub	Mode	Inter-Se	egment Elims	Hub Group Total
Revenue	\$ 1,380,824	\$ 484,832	\$	(49,304)	\$ 1,816,352
Transportation costs	1,236,462	426,292		(49,304)	1,613,450
Gross margin	 144,362	58,540		-	202,902
Costs and expenses:					
Salaries and benefits	81,164	7,053		-	88,217
Agent fees and commissions	31	35,000		-	35,031
General and administrative	36,810	4,128		-	40,938
Depreciation and amortization	4,357	604		-	4,961
Total costs and expenses	 122,362	46,785		-	169,147
Operating income	\$ 22,000	\$ 11,755	\$	-	\$ 33,755

# HUB GROUP, INC. FINANCIAL INFORMATION BY SEGMENT AND BUSINESS LINE (in thousands) (unaudited)

Three Months Ended June 30, 2018

	Hub	Mode		<b>Inter-Segment Elims</b>			<b>Hub Group Total</b>		
Intermodal	\$ 526,028	\$	141,221	\$	(6,559)	\$	660,690		
Truck brokerage	114,936		103,168		(84)		218,020		
Logistics	173,421		69,689		(16,580)		226,530		
Dedicated	73,853		-		-		73,853		
Total Revenue	\$ 888,238	\$	314,078	\$	(23,223)	\$	1,179,093		

# HUB GROUP, INC. FINANCIAL INFORMATION BY SEGMENT AND BUSINESS LINE (in thousands) (unaudited)

### Three Months Ended June 30, 2017

	Hub	Mode		Inter	-Segment Elims	<b>Hub Group Total</b>		
Intermodal	\$ 451,420	\$	112,089	\$	(12,866)	\$	550,643	
Truck brokerage	104,289		82,869		(310)		186,848	
Logistics	148,635		48,040		(10,570)		186,105	
Dedicated	-		-		-		-	
Total Revenue	\$ 704,344	\$	242,998	\$	(23,746)	\$	923,596	

# HUB GROUP, INC. FINANCIAL INFORMATION BY SEGMENT AND BUSINESS LINE (in thousands) (unaudited)

### Six Months Ended June 30, 2018

	Hub	Mode		Inter-Segment Elims			<b>Hub Group Total</b>		
Intermodal	\$ 1,008,522	\$	270,995	\$	(17,829)	\$	1,261,688		
Truck brokerage	234,955		203,889		(442)		438,402		
Logistics	342,098		127,093		(28,450)		440,741		
Dedicated	134,248		-		(15)		134,233		
Total Revenue	\$ 1,719,823	\$	601,977	\$	(46,736)	\$	2,275,064		

# HUB GROUP, INC. FINANCIAL INFORMATION BY SEGMENT AND BUSINESS LINE (in thousands) (unaudited)

### Six Months Ended June 30, 2017

	Hub		Mode		<b>Inter-Segment Elims</b>		<b>Hub Group Total</b>		
Intermodal	\$ 875,843	\$	234,269	\$	(28,103)	\$	1,082,009		
Truck brokerage	210,473		161,031		(695)		370,809		
Logistics	294,508		89,532		(20,506)		363,534		
Dedicated	-		-		-		-		
Total Revenue	\$ 1,380,824	\$	484,832	\$	(49,304)	\$	1,816,352		

# HUB GROUP, INC. CONSOLIDATED BALANCE SHEETS (in thousands, except share data) (unaudited)

		June 30,		December 31,	
		2018		2017	
ASSETS					
CURRENT ASSETS:					
Cash and cash equivalents	\$	26,753	\$	28,557	
Accounts receivable trade, net	Ψ	615,690	Ψ	583,994	
Accounts receivable other		3,851		5,722	
Prepaid taxes		5,268		12,088	
Prepaid expenses and other current assets		15,763		25,697	
TOTAL CURRENT ASSETS		667,325		656,058	
101112 001112111 1100210		007,525		050,050	
Restricted investments		24,107		24,181	
Property and equipment, net		618,931		562,150	
Other intangibles, net		71,501		74,348	
Goodwill, net		348,106		348,661	
Other assets		3,534		5,543	
TOTAL ASSETS	\$	1,733,504	\$	1,670,941	
LIABILITIES AND STOCKHOLDERS' EQUITY					
CURRENT LIABILITIES:					
Accounts payable trade	\$	348,222	\$	338,933	
Accounts payable other		12,418		12,268	
Accrued payroll		36,487		28,994	
Accrued other		78,598		59,305	
Current portion of capital lease		2,794		2,777	
Current portion of long term debt		86,740		77,266	
TOTAL CURRENT LIABILITIES		565,259		519,543	
Long term debt		179,444		214,808	
Non-current liabilities		39,083		37,927	
Long term capital lease		6,196		7,696	
Deferred taxes		132,463		121,095	
STOCKHOLDERS' EQUITY:					
Preferred stock, \$.01 par value; 2,000,000 shares authorized;					
no shares issued or outstanding in 2018 and 2017		-		-	
Common stock					
Class A: \$.01 par value; 97,337,700 shares authorized and					
41,224,792 shares issued in 2018 and 2017; 33,717,169 shares					
outstanding in 2018 and 33,447,070 shares outstanding in 2017		412		412	
Class B: \$.01 par value; 662,300 shares authorized;					
662,296 shares issued and outstanding in 2018 and 2017		7		7	
Additional paid-in capital		168,614		173,011	
Purchase price in excess of predecessor basis, net of tax		(1= 1=0)		(1= 1=0)	
benefit of \$10,306		(15,458)		(15,458)	
Retained earnings		908,934		870,716	
Accumulated other comprehensive loss		(190)		(194)	
Treasury stock; at cost, 7,507,623 shares in 2018		(251,200)		(250 622)	
and 7,777,722 shares in 2017		(251,260)		(258,622)	
TOTAL STOCKHOLDERS' EQUITY	<u></u>	811,059	<u>¢</u>	769,872	
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$</u>	1,733,504	\$	1,670,941	

# HUB GROUP, INC. CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands) (unaudited)

Clash flows from operating activities:         Salation         19.00           Net income         \$ 38,201         \$ 19.00           Adjustments to reconcile net income         \$ 38,201         \$ 19.00           to net cash provided by operating activities:         \$ 38,201         \$ 25,200           Deferred taxes         \$ 11,676         \$ 7,713           Compensation expense related to share-based compensation plans         \$ 6,902         \$ 4,902           Other         \$ (3,571)         \$ 6           (Gain) loss on sale of assets         \$ (3,571)         \$ 6           (Gain) loss on sale of assets         \$ (29,748)         \$ (20,748)           Accounts receivable, net         \$ (29,748)         \$ (20,420)           Accounts receivable, net         \$ (29,748)         \$ (20,520)           Prepaid taxes         \$ (3,522)         \$ (20,532)           Accounts payable         \$ (3,522)         \$ (20,533)           Accounts payable         \$ (3,522)         \$ (3,522)           Prepaid taxes         \$ (3,522)         \$ (3,522)		Si	Six Months Ended June 30,		
Net income         \$ 38,218         \$ 19,876           Adjustments to reconcile ent income to net cash provided by operating activities:         38,251         25,288           Depreciation and amortization         38,251         25,288           Deferred taxes         11,767         7,713           Compensation expense related to share-based compensation plans         6,982         4,972           Other         (3,571)         -           (Gain) loss on sale of assets         (3,571)         -           (Gain) loss on sale of assets         3,972         4           Changes in operating assets and liabilities:         74         (2,408)           Accounts receivable, net         6,820         (3,352)           Accounts receivable, net         6,820         (3,352)           Prepaid expenses and other current assets         9,935         4,493           Other assets         1,869         (2,633)           Accounts payable         9,878         307           Accrued expenses         4,857         (18,013)           Non-current liabilities         2,332         368           Purchase provided by operating activities         1,234         2,356           Purchase from issue of equipment         (69,261)         (2,553) <t< th=""><th></th><th></th><th>2018</th><th>-</th><th>2017</th></t<>			2018	-	2017
Adjustments to reconcile net income to tea cash provided by operating activities:       Depreciation and amortization       38,251       25,288         Deferred taxes       11,767       7,713         Compensation expense related to share-based compensation plans       6,982       4,972         Other       (3,571)       -         (Gain) loss on sale of assets       (90)       307         Changes in operating assets and liabilities:       74       (2,408)         Restricted investments       74       (2,408)         Accounts receivable, net       (29,748)       26,240         Prepaid taxes       6,820       (3,352)         Prepaid expenses and other current assets       9,878       2,653         Other assets       1,869       (2,653)         Accounts payable       9,878       307         Accrued expenses       4,857       (18,013)         Non-current liabilities       2,382       368         Net cash provided by operating activities       97,624       63,138         Cash flows from investing activities:       1       2,352         Proceeds from sale of equipment       6,9261       (29,593)         Net cash used in investing activities       58,161       16,149	Cash flows from operating activities:				
to net cash provided by operating activities:         38,251         25,88           Deperciation and amortization         38,251         7,713           Compensation expense related to share-based compensation plans         6,982         4,972           Other         (3,571)         -           (Gain) loss on sale of assets         (90)         30           Changes in operating assets and liabilities:         74         (2,408           Restricted investments         74         (2,408           Accounts receivable, net         (29,748)         26,240           Prepaid taxes         6,820         (3,352)           Prepaid expenses and other current assets         9,935         4,493           Other assets         1,869         (2,653)           Accounts payable         9,878         307           Accrued expenses         4,857         (18,013)           Net cash provided by operating activities         2,382         368           Net cash provided by operating activities         9,624         63,138           Proceeds from inseli of equipment         1,234         2,356           Purchases of property and equipment         (69,261)         (29,593)           Net cash used in investing activities         5,161         16,149 <th></th> <th>\$</th> <th>38,218</th> <th>\$</th> <th>19,876</th>		\$	38,218	\$	19,876
Depreciation and amortization         38,251         25,288           Deferred taxes         11,767         7,713           Compensation expense related to share-based compensation plans         6,982         4,972           Other         (3,571)         -           (Gain) loss on sale of assets         (90)         307           Changes in operating assets and liabilities:         74         (2,408)           Accounts receivable, net         (29,748)         26,240           Prepaid taxes         6,820         (3,352)           Prepaid taxes and other current assets         9,935         4,493           Other assets         1,869         (2,653)           Accounts payable         9,878         307           Accrued expenses         4,857         (18,013)           Non-current liabilities         2,382         368           Net cash provided by operating activities         2,382         368           Purchases of property and equipment         1,234         2,356           Purchases of property and equipment         (69,261)         (29,593)           Net cash used in investing activities         2,00         (27,237)           Cash flows from financing activities         84,051         (3,139)           Proceed	Adjustments to reconcile net income				
Deferred taxes         11,767         7,713           Compensation expense related to share-based compensation plans         6,982         4,972           Other         (3,571)         -7           (Gain) loss on sale of assets         (90)         307           Changes in operating assets and liabilities:         74         (2,408)           Restricted investments         74         (2,408)           Accounts receivable, net         (29,748)         26,220           Prepaid taxes         6,820         (3,352)           Prepaid expenses and other current assets         9,935         4,493           Other assets         1,869         (2,653)           Accounts payable         9,878         307           Accrued expenses         4,857         (18,013)           Non-current liabilities         2,382         368           Net cash provided by operating activities         97,624         63,138           Purchases of property and equipment         (69,261)         (29,593)           Net cash used in investing activities         (69,261)         (29,593)           Net cash used in investing activities         (69,261)         (29,593)           Proceeds from issuance of debt         58,161         16,149           Repa	to net cash provided by operating activities:				
Compensation expense related to share-based compensation plans         6,982         4,972           Other         (3,571)         -           (Gain) loss on sale of assets         (90)         307           Changes in operating assets and liabilities:         ***         2,408           Restricted investments         74         (2,408)           Accounts receivable, net         (92,748)         26,240           Prepaid taxes         (6,820)         (3,352)           Prepaid expenses and other current assets         9,935         4,493           Other assets         1,869         (2,653)           Accounts payable         9,878         307           Accrued expenses         4,857         (18,013)           Non-current liabilities         2,382         368           Net cash provided by operating activities         97,624         63,138           Cash flows from investing activities         **         1,234         2,356           Purchases of property and equipment         (69,261)         (29,593)           Net cash used in investing activities         **         (27,237)           Cash flows from financing activities         **         1,149           Proceeds from issuance of debt         (8,4051)         (23,118) </th <th>Depreciation and amortization</th> <th></th> <th>38,251</th> <th></th> <th>25,288</th>	Depreciation and amortization		38,251		25,288
Other         (3,571)         -           (Gain) loss on sale of assets         (90)         307           Changes in operating assets and liabilities:         2         4         (2,408)           Restricted investments         74         (2,408)         26,240           Prepaid taxes         6,820         (3,352)         1,240           Prepaid expenses and other current assets         9,935         4,493           Other assets         1,869         (2,653)           Accounts payable         9,878         307           Accued expenses         4,857         (18,013)           Non-current liabilities         2,382         368           Net cash provided by operating activities         2,382         368           Proceeds from investing activities:         2,382         368           Proceeds from sale of equipment         1,234         2,356           Purchases of property and equipment         (69,261)         (29,593)           Net cash used in investing activities:         2         (29,593)           Proceeds from financing activities:         2         (20,272)           Proceeds from issuance of debt         58,161         16,149           Repayments of long term debt         (84,051)         (23,118) <th>Deferred taxes</th> <th></th> <th>11,767</th> <th></th> <th>7,713</th>	Deferred taxes		11,767		7,713
(Gain) loss on sale of assets         (90)         307           Changes in operating assets and liabilities:         74         (2,408)           Restricted investments         74         (2,408)           Accounts receivable, net         (29,748)         26,240           Prepaid taxes         6,820         (3,352)           Prepaid expenses and other current assets         9,935         4,493           Other assets         1,869         (2,653)           Accounts payable         9,878         307           Accounts payable         4,857         (18,013)           Non-current liabilities         2,382         368           Net cash provided by operating activities         2,382         368           Net cash provided by operating activities:         2,382         368           Purchases of property and equipment         (69,261)         (29,593)           Net cash used in investing activities:         2         (69,261)         (29,593)           Net cash used in investing activities:         58,161         16,149           Repayments of long term debt         (84,051)         (23,118)           Stock tendered for payments of withholding taxes         (4,017)         (3,293)           Capital lease payments         (1,483)	Compensation expense related to share-based compensation plans		6,982		4,972
Changes in operating assets and liabilities:         74         (2,408)           Restricted investments         (29,748)         26,240           Accounts receivable, net         (29,748)         26,240           Prepaid taxes         6,820         (3,352)           Prepaid expenses and other current assets         9,935         4,493           Other assets         1,869         (2,653)           Accounts payable         9,878         307           Accrued expenses         4,857         (18,013)           Non-current liabilities         2,382         368           Net cash provided by operating activities         97,624         63,138           Proceeds from sale of equipment         1,234         2,356           Purchases of property and equipment         (69,261)         (29,593)           Net cash used in investing activities         (80,27)         (27,237)           Cash flows from financing activities         \$8,161         16,149           Repayments of long term debt         (84,051)         (23,118)           Stock tendered for payments of withholding taxes         (4,017)         (3,293)           Capital lease payments         (1,483)         (1,399)           Net cash used in financing activities         (31,390)         (11	Other		(3,571)		-
Restricted investments         74         (2,408)           Accounts receivable, net         (29,748)         26,240           Prepaid taxes         6,820         (3,352)           Prepaid expenses and other current assets         9,935         4,493           Other assets         1,869         (2,653)           Accounts payable         9,878         307           Accrued expenses         4,857         (18,013)           Non-current liabilities         2,382         368           Net cash provided by operating activities         97,624         63,138           Cash flows from investing activities         2         368           Proceeds from sale of equipment         1,234         2,356           Purchases of property and equipment         (69,261)         (29,593)           Net cash used in investing activities         3         3           Proceeds from issuance of debt         58,161         16,149           Repayments of long term debt         (84,051)         (23,118)           Stock tendered for payments of withholding taxes         (4,017)         (3,293)           Capital lease payments         (1,483)         (1,399)           Net cash used in financing activities         (31,399)         (11,661)	(Gain) loss on sale of assets		(90)		307
Accounts receivable, net         (29,748)         26,240           Prepaid taxes         6,820         (3,352)           Prepaid expenses and other current assets         9,935         4,493           Other assets         1,869         (2,653)           Accounts payable         9,878         307           Accrued expenses         4,857         (18,013)           Non-current liabilities         2,362         368           Net cash provided by operating activities         97,624         63,138           Cash flows from investing activities:         1,234         2,356           Purchases of property and equipment         (69,261)         (29,593)           Net cash used in investing activities         (68,027)         (27,237)           Cash flows from financing activities:         ***         ***           Proceeds from issuance of debt         58,161         16,149           Repayments of long term debt         (84,051)         (23,118)           Stock tendered for payments of withholding taxes         (4,017)         (3,293)           Capital lease payments         (1,483)         (1,399)           Net cash used in financing activities         (31,390)         (11,661)           Effect of exchange rate changes on cash and cash equivalents <t< th=""><th>Changes in operating assets and liabilities:</th><th></th><th></th><th></th><th></th></t<>	Changes in operating assets and liabilities:				
Prepaid taxes         6,820         (3,352)           Prepaid expenses and other current assets         9,935         4,493           Other assets         1,869         (2,653)           Accounts payable         9,878         307           Accrued expenses         4,857         (18,013)           Non-current liabilities         2,382         368           Net cash provided by operating activities         97,624         63,138           Cash flows from investing activities:         Proceeds from sale of equipment         1,234         2,356           Purchases of property and equipment         (69,261)         (29,593)           Net cash used in investing activities:         86,027         (27,237)           Cash flows from financing activities:         58,161         16,149           Repayments of long term debt         (84,051)         (23,118)           Stock tendered for payments of withholding taxes         (4,017)         (3,293)           Capital lease payments         (1,483)         (1,399)           Net cash used in financing activities         (31,390)         (11,661)           Effect of exchange rate changes on cash and cash equivalents         (11)         95           Net (decrease) increase in cash and cash equivalents         (1,804)         24,335	Restricted investments		74		(2,408)
Prepaid expenses and other current assets         9,935         4,493           Other assets         1,869         (2,653)           Accounts payable         9,878         307           Accrued expenses         4,857         (18,013)           Non-current liabilities         2,382         368           Net cash provided by operating activities         37,624         63,138           Cash flows from investing activities:         1,234         2,356           Purchases of property and equipment         (69,261)         (29,593)           Net cash used in investing activities:         8,161         16,149           Proceeds from issuance of debt         58,161         16,149           Repayments of long term debt         (84,051)         (23,118)           Stock tendered for payments of withholding taxes         (4,017)         (3,293)           Capital lease payments         (1,483)         (1,399)           Net cash used in financing activities         (31,390)         (11,661)           Effect of exchange rate changes on cash and cash equivalents         (11)         95           Net (decrease) increase in cash and cash equivalents         (1,804)         24,335           Cash and cash equivalents beginning of period         28,557         127,404	Accounts receivable, net		(29,748)		26,240
Other assets         1,869         (2,653)           Accounts payable         9,878         307           Accrued expenses         4,857         (18,013)           Non-current liabilities         2,382         368           Net cash provided by operating activities         97,624         63,138           Cash flows from investing activities:         1,234         2,356           Purchases of property and equipment         (69,261)         (29,593)           Net cash used in investing activities         (68,027)         (27,237)           Cash flows from financing activities:         Section (68,027)         (27,237)           Proceeds from issuance of debt         58,161         16,149           Repayments of long term debt         (84,051)         (23,118)           Stock tendered for payments of withholding taxes         (4,017)         (3,293)           Capital lease payments         (1,483)         (1,399)           Net cash used in financing activities         (31,390)         (11,661)           Effect of exchange rate changes on cash and cash equivalents         (11)         95           Net (decrease) increase in cash and cash equivalents         (1,804)         24,335           Cash and cash equivalents beginning of period         28,557         127,404 <th>Prepaid taxes</th> <th></th> <th>6,820</th> <th></th> <th>(3,352)</th>	Prepaid taxes		6,820		(3,352)
Accounts payable         9,878         307           Accrued expenses         4,857         (18,013)           Non-current liabilities         2,382         368           Net cash provided by operating activities         97,624         63,138           Cash flows from investing activities:	Prepaid expenses and other current assets		9,935		4,493
Accrued expenses         4,857         (18,013)           Non-current liabilities         2,382         368           Net cash provided by operating activities         97,624         63,138           Cash flows from investing activities:         ***           Proceeds from sale of equipment         1,234         2,356           Purchases of property and equipment         (69,261)         (29,593)           Net cash used in investing activities         ***         (27,237)           Cash flows from financing activities:         ***         ***           Proceeds from issuance of debt         58,161         16,149           Repayments of long term debt         (84,051)         (23,118)           Stock tendered for payments of withholding taxes         (4,017)         (3,293)           Capital lease payments         (1,483)         (1,399)           Net cash used in financing activities         (31,390)         (11,661)           Effect of exchange rate changes on cash and cash equivalents         (11)         95           Net (decrease) increase in cash and cash equivalents         (1,804)         24,335           Cash and cash equivalents beginning of period         28,557         127,404	Other assets		1,869		(2,653)
Non-current liabilities         2,382         368           Net cash provided by operating activities         97,624         63,138           Cash flows from investing activities:         1,234         2,356           Proceeds from sale of equipment         (69,261)         (29,593)           Purchases of property and equipment         (68,027)         (27,237)           Net cash used in investing activities:         September 1         16,149           Proceeds from issuance of debt         58,161         16,149           Repayments of long term debt         (84,051)         (23,118)           Stock tendered for payments of withholding taxes         (4,017)         (3,293)           Capital lease payments         (1,483)         (1,399)           Net cash used in financing activities         (31,390)         (11,661)           Effect of exchange rate changes on cash and cash equivalents         (11)         95           Net (decrease) increase in cash and cash equivalents         (1,804)         24,335           Cash and cash equivalents beginning of period         28,557         127,404	Accounts payable		9,878		307
Net cash provided by operating activities         97,624         63,138           Cash flows from investing activities:         2,356           Proceeds from sale of equipment         (69,261)         (29,593)           Purchases of property and equipment         (68,027)         (27,237)           Net cash used in investing activities         (68,027)         (27,237)           Cash flows from financing activities:         58,161         16,149           Repayments of long term debt         (84,051)         (23,118)           Stock tendered for payments of withholding taxes         (4,017)         (3,293)           Capital lease payments         (1,483)         (1,399)           Net cash used in financing activities         (31,390)         (11,661)           Effect of exchange rate changes on cash and cash equivalents         (11)         95           Net (decrease) increase in cash and cash equivalents         (1,804)         24,335           Cash and cash equivalents beginning of period         28,557         127,404	Accrued expenses		4,857		(18,013)
Cash flows from investing activities:  Proceeds from sale of equipment 1,234 2,356 Purchases of property and equipment (69,261) (29,593)  Net cash used in investing activities (68,027) (27,237)  Cash flows from financing activities:  Proceeds from issuance of debt 58,161 16,149 Repayments of long term debt (84,051) (23,118) Stock tendered for payments of withholding taxes (4,017) (3,293) Capital lease payments  Net cash used in financing activities (31,390) (11,661)  Effect of exchange rate changes on cash and cash equivalents (1,804) 24,335 Cash and cash equivalents beginning of period 28,557 127,404	Non-current liabilities		2,382		368
Proceeds from sale of equipment         1,234         2,356           Purchases of property and equipment         (69,261)         (29,593)           Net cash used in investing activities         (68,027)         (27,237)           Cash flows from financing activities:         ***           Proceeds from issuance of debt         58,161         16,149           Repayments of long term debt         (84,051)         (23,118)           Stock tendered for payments of withholding taxes         (4,017)         (3,293)           Capital lease payments         (1,483)         (1,399)           Net cash used in financing activities         (31,390)         (11,661)           Effect of exchange rate changes on cash and cash equivalents         (11)         95           Net (decrease) increase in cash and cash equivalents         (1,804)         24,335           Cash and cash equivalents beginning of period         28,557         127,404	Net cash provided by operating activities		97,624		63,138
Purchases of property and equipment Net cash used in investing activities  Cash flows from financing activities:  Proceeds from issuance of debt Repayments of long term debt Stock tendered for payments of withholding taxes Capital lease payments Net cash used in financing activities  Effect of exchange rate changes on cash and cash equivalents  Net (decrease) increase in cash and cash equivalents Cash and cash equivalents beginning of period  (69,261) (29,593) (68,027) (27,237)  (14,49) (84,051) (84,051) (23,118) (4,017) (3,293) (1,483) (1,399) (11,661)  95  Net (decrease) increase in cash and cash equivalents (11) 95  Cash and cash equivalents beginning of period	Cash flows from investing activities:				
Net cash used in investing activities(68,027)(27,237)Cash flows from financing activities:Total cash flows from financing activities:Total cash flows from financing activities:Proceeds from issuance of debt58,16116,149Repayments of long term debt(84,051)(23,118)Stock tendered for payments of withholding taxes(4,017)(3,293)Capital lease payments(1,483)(1,399)Net cash used in financing activities(31,390)(11,661)Effect of exchange rate changes on cash and cash equivalents(11)95Net (decrease) increase in cash and cash equivalents(1,804)24,335Cash and cash equivalents beginning of period28,557127,404	Proceeds from sale of equipment		1,234		2,356
Cash flows from financing activities:  Proceeds from issuance of debt  Repayments of long term debt  Stock tendered for payments of withholding taxes  Capital lease payments  Net cash used in financing activities  (1,483)  Effect of exchange rate changes on cash and cash equivalents  Net (decrease) increase in cash and cash equivalents  Cash and cash equivalents beginning of period  Cash 16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149  16,149	Purchases of property and equipment		(69,261)		(29,593)
Proceeds from issuance of debt58,16116,149Repayments of long term debt(84,051)(23,118)Stock tendered for payments of withholding taxes(4,017)(3,293)Capital lease payments(1,483)(1,399)Net cash used in financing activities(31,390)(11,661)Effect of exchange rate changes on cash and cash equivalents(11)95Net (decrease) increase in cash and cash equivalents(1,804)24,335Cash and cash equivalents beginning of period28,557127,404	Net cash used in investing activities		(68,027)		(27,237)
Repayments of long term debt(84,051)(23,118)Stock tendered for payments of withholding taxes(4,017)(3,293)Capital lease payments(1,483)(1,399)Net cash used in financing activities(31,390)(11,661)Effect of exchange rate changes on cash and cash equivalents(11)95Net (decrease) increase in cash and cash equivalents(1,804)24,335Cash and cash equivalents beginning of period28,557127,404	Cash flows from financing activities:				
Stock tendered for payments of withholding taxes(4,017)(3,293)Capital lease payments(1,483)(1,399)Net cash used in financing activities(31,390)(11,661)Effect of exchange rate changes on cash and cash equivalents(11)95Net (decrease) increase in cash and cash equivalents(1,804)24,335Cash and cash equivalents beginning of period28,557127,404	Proceeds from issuance of debt		58,161		16,149
Capital lease payments(1,483)(1,399)Net cash used in financing activities(31,390)(11,661)Effect of exchange rate changes on cash and cash equivalents(11)95Net (decrease) increase in cash and cash equivalents(1,804)24,335Cash and cash equivalents beginning of period28,557127,404	Repayments of long term debt		(84,051)		(23,118)
Net cash used in financing activities(31,390)(11,661)Effect of exchange rate changes on cash and cash equivalents(11)95Net (decrease) increase in cash and cash equivalents(1,804)24,335Cash and cash equivalents beginning of period28,557127,404	Stock tendered for payments of withholding taxes		(4,017)		(3,293)
Effect of exchange rate changes on cash and cash equivalents  Net (decrease) increase in cash and cash equivalents  Cash and cash equivalents beginning of period  (1,804)  24,335  23,557  127,404	Capital lease payments		(1,483)		(1,399)
Net (decrease) increase in cash and cash equivalents Cash and cash equivalents beginning of period  (1,804) 24,335 28,557 127,404	Net cash used in financing activities		(31,390)		(11,661)
Cash and cash equivalents beginning of period 28,557 127,404	Effect of exchange rate changes on cash and cash equivalents		(11)		95
Cash and cash equivalents beginning of period 28,557 127,404	Net (decrease) increase in cash and cash equivalents		(1,804)		24,335
	Cash and cash equivalents beginning of period		28,557		127,404
	Cash and cash equivalents end of period	\$	26,753	\$	