

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-3  
REGISTRATION STATEMENT  
Under  
The Securities Act of 1933

HUB GROUP, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State of Incorporation) 36-4007085  
(I.R.S. Employer Identification Number)

377 East Butterfield Road, Suite 700  
Lombard, Illinois 60148  
(630) 271-3600  
(Address, including zip code, and telephone number, including area code, of principal executive offices)

William L. Crowder  
377 East Butterfield Road, Suite 700  
Lombard, Illinois 60148  
(630) 271-3600  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Philip J. Niehoff  
Mayer, Brown & Platt  
190 South LaSalle Street  
Chicago, Illinois 60603  
Stephen A. Riddick  
Piper & Marbury L.L.P.  
36 South Charles Street  
Baltimore, Maryland 21201

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  333-33557

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee
Class A Common Stock (\$.01 par value)	172,500 shares	\$33.44	\$5,768,400	\$1,748.00

- (1) Includes 22,500 shares of Class A Common Stock issuable pursuant to an option granted by the Company to the underwriters solely for the purposes of covering over-allotments.
- (2) Estimated solely for purposes of determining the registration fee, based on the average of the high and low sales prices on the Nasdaq National Market on September 10, 1997.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.



EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (File No. 333-33557) filed by Hub Group, Inc. with the Securities and Exchange Commission (the "Commission") on August 13, 1997, which was declared effective by the Commission on September 11, 1997, is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lombard and State of Illinois on the 11th day of September, 1997.

HUB GROUP, INC.

By /s/ David P. Yeager

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David P. Yeager  
Chief Executive Officer and  
Vice Chairman of the Board

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Phillip C. Yeager, David P. Yeager and William L. Crowder and each of them, the true and lawful attorneys-in-fact and agents of the undersigned, with full power of substitution and resubstitution, for and in the name, place and stead of the undersigned, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on the 11th day of September, 1997.

Signature

Title

/s/ David P. Yeager  
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David P. Yeager

Vice Chairman of the Board and  
Chief Executive Officer

/s/ William L. Crowder  
-----  
William L. Crowder

Vice President-Finance,  
Chief Financial Officer and Treasurer

/s/ Phillip C. Yeager  
-----  
Phillip C. Yeager

Chairman of the Board and Director

/s/ Thomas L. Hardin  
-----  
Thomas L. Hardin

President, Chief Operating Officer  
and Director

/s/ Gary D. Eppen  
-----  
Gary D. Eppen

Director

-----  
Charles R. Reaves

Director

/s/ Martin P. Slark  
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Martin P. Slark

Director

## Exhibit Index

- 5.1 Opinion of Mayer, Brown & Platt
- 23.1 Consent of Mayer, Brown & Platt (contained in opinion filed as Exhibit 5.1)
- 23.2 Consent of Arthur Andersen LLP
- 24.1 Power of Attorney (contained on signature page)

September 11, 1997

Hub Group, Inc.  
377 East Butterfield Road, Suite 700  
Lombard, Illinois 60148

Re: Class A Common Stock, \$.01 par value per share  
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Ladies and Gentlemen:

We have acted as special counsel to Hub Group, Inc., a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "Securities Act"), of 172,500 shares of its Class A Common Stock, \$.01 par value per share (the "Shares"), that may be purchased pursuant to a public offering by the Company. We have also participated in the preparation and filing with the Securities and Exchange Commission under the Securities Act of a registration statement on Form S-3 (the "Registration Statement") relating to the Shares. In this connection, we have examined such corporate and other records, instruments, certificates and documents as we considered necessary to enable us to express this opinion.

Based upon the foregoing, we are of the opinion that the Shares are duly authorized for issuance and when issued in accordance with the provisions of the Registration Statement will be legally issued, fully paid and non-assessable Shares of the Company.

We consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to us under the caption "Legal Matters."

Very truly yours,

/s/ Mayer, Brown & Platt

MAYER, BROWN & PLATT

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement of our reports dated February 6, 1997, included in Hub Group, Inc.'s Form 10-K for the year ended December 31, 1996 and to all references to our Firm included in this Registration Statement.

/s/ ARTHUR ANDERSEN LLP

ARTHUR ANDERSEN LLP

Chicago, Illinois  
September 11, 1997