SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

TATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP		5 W (C
	OMB Number:	3235-0287
	Estimated average bur	den
Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934	hours per response:	0.5
are pursuant to 20(b) of the Juvestment Company Act of 1040	<u></u>	

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Instruction 1(b).			Filed pursuant to Section 16(a) of the Securities Exchange Act of 193		hours per response:		0.5	
1. Name and Addre	oc of Doporting	Dercen*	or Section 30(h) of the Investment Company Act of 1940 2. Issuer Name and Ticker or Trading Symbol	5. Rela	ationship of R	eporting Per	son(s) to Issue	 r
Bansal Dhru	1 0	Person	Hub Group, Inc. [HUBG]		k all applicabl Director		10% Owner	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/24/2023	X	Officer (giv below) Chief I	ve title	Other (spec below) n Officer	ify
2001 HUB GROUP WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)				
(Street)				X	Form filed	by One Rep	orting Person	
OAK BROOK	IL	60523			Form filed Person	by More tha	n One Reportin	g
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication					

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Disposed Of (D) (Instr. 3, 4 and			5. Amount of Securities Beneficially Owned Following Reported	Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount (A) or (D) Price			Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Class A Common Stock	10/24/2023		A		1,329 ⁽¹⁾	Α	\$ <mark>0</mark>	8,164	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		of Deriv Secu Acqu (A) o Dispo of (D (Insti	of Expiration Date Derivative (Month/Day/Year) Securities Acquired (A) or		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. The restricted stock award vests over five years.

Remarks:

Exhibit List: EX-24 Dhruv Bansal POA

Joey Graves, Attorney-in-Fact 10/25/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Power of Attorney

For Executing Forms 3, 4, and 5 Pursuant to Section 16(a) of the Securities Exchange Act

Know all by these presents, that the undersigned hereby constitutes and appoints each of the General Counsel and the Deputy General Counsel of Hub Group, Inc. (the "Company"), signing singly, as the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned Forms 3, 4, and 5 and amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5 or amendment thereto, and timely file such document with the United States Securities and Exchange Commission and any other authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorneyin-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-infact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 24th day of August 2023.

/s/ Dhruv Bansal