

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

**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): March 19, 2026**

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

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-27754**  
(Commission  
File Number)

**36-4007085**  
(I.R.S. Employer  
Identification No.)

**2001 Hub Group Way**  
**Oak Brook, Illinois**  
(Address of principal executive offices)

**60523**  
(Zip Code)

**Registrant's telephone number, including area code: (630) 271-3600**

**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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock	HUBG	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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

**Item 1.01. Entry into a Material Definitive Agreement.**

On March 23, 2026, in connection with the delayed filing of its Annual Report on Form 10-K for the year ended December 31, 2025 (the “2025 Form 10-K”) with the Securities and Exchange Commission (the “SEC”), Hub Group, Inc. (the “Company”) entered into a First Amendment to Credit Agreement and Waiver (the “Amendment”), which amended that certain Credit Agreement, dated as of June 20, 2025 (the “Credit Agreement”), among the Company, the guarantors party thereto, the lenders party thereto (the “Lenders”) and Bank of Montreal, as administrative agent. Pursuant to the Amendment, the Lenders agreed to, among other things, (i) extend the deadline for the Company to deliver certain financial statements required to be delivered under the Credit Agreement, and (ii) waive any Default or Events of Default (as each such term is defined in the Credit Agreement) directly resulting from the matters disclosed in the Company’s Current Report on Form 8-K filed with the SEC on February 5, 2026.

**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On March 19, 2026, the Company received an expected notice (the “Notice”) from the listing qualifications staff of The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that, as a result of the Company not having timely filed its 2025 Form 10-K, it no longer complies with Nasdaq Listing Rule 5250(c)(1), which requires companies with securities listed on Nasdaq to timely file all required periodic reports with the SEC.

The Notice has no immediate effect on the listing or trading of shares of the Company’s Class A common stock on the Nasdaq Global Select Market. In accordance with Nasdaq’s listing rules, the Company has 60 calendar days from the date of the Notice, or until May 18, 2026, to submit to Nasdaq a plan to regain compliance with Nasdaq Listing Rule 5250(c)(1). If the Company submits a plan to Nasdaq and Nasdaq accepts the plan, Nasdaq can grant an exception of up to 180 calendar days from the due date of the filing of the 2025 Form 10-K (as extended pursuant to Rule 12b-25 under the Securities Act of 1933, as amended (the “Securities Act”)), or until September 14, 2026, to regain compliance.

The Company intends to regain compliance with Nasdaq’s listing rules as soon as practicable.

**Item 7.01. Regulation FD Disclosure.**

On March 24, 2026, the Company issued a press release announcing, among other things, its receipt of the Notice from Nasdaq. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information furnished in Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act, and shall not be deemed to be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release issued on March 24, 2026.</a>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

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**Cautionary Statement Regarding Forward-Looking Statements**

Statements in this Current Report on Form 8-K that are not historical facts are forward-looking statements provided pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995, including statements regarding regaining compliance with Nasdaq's listing rules and any other statements regarding the Company's future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts. These forward-looking statements are not guarantees of future performance and involve risks, uncertainties and other factors that might cause the actual performance of the Company to differ materially from those expressed or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to: the Company's ability to complete the previously-announced restatement of its financial statements; further delay in the financial close process or the related audit of the Company's consolidated financial statements for the year ended December 31, 2025; and other risks discussed under the "Risk Factors" section in the Company's most recently filed periodic reports on Form 10-K and Form 10-Q and subsequent filings. These forward-looking statements speak only as of the date hereof, and the Company assumes no obligation to update any such forward-looking statements.

**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.

Date: March 24, 2026

**Hub Group, Inc.**

By: /s/ Kevin W. Beth

Name: Kevin W. Beth

Title: Executive Vice President, Chief Financial Officer and Treasurer

## Hub Group Provides First Quarter 2026 Business Update

*Announces Receipt of Expected Deficiency Notice from Nasdaq  
Related to Delayed Filing of Form 10-K*

**OAK BROOK, Ill., March 24, 2026** — Hub Group, Inc. (Nasdaq: HUBG) today provided an update regarding its business performance in the first quarter of fiscal 2026. In addition, Hub Group announced that on March 19, 2026, as expected, it received a notice from the Listing Qualifications Staff of The Nasdaq Stock Market LLC (“Nasdaq”) indicating that the Company is not in compliance with Nasdaq’s listing rules due to the Company’s delay in filing its Annual Report on Form 10-K for the year ended December 31, 2025 (the “2025 Form 10-K”) with the Securities and Exchange Commission (the “SEC”).

### First Quarter 2026 Business Performance

“Our team remains focused on serving customers through this dynamic environment. Intermodal volume performance to start the year reflects steady demand amid winter storm disruptions. We are maintaining excellent service levels, and the intermodal pricing outlook continues to improve as truckload capacity exits the market, which is consistent with bid season awards to date. In the Logistics segment, we continue to onboard significant new business, in particular in Managed Transportation and Final Mile. While, in Brokerage, volumes have declined as we are focusing our efforts on improving profitability and expanding our revenue per load. We continue to take actions to drive growth, improve profitability and increase operating cash flows, which along with our balance sheet strength and strong service positions Hub Group well for long-term growth,” said Phil Yeager, Hub Group’s President, Chief Executive Officer and Vice Chairman.

### Nasdaq Deficiency Notice

On March 19, 2026, the Company received an expected notice from Nasdaq indicating that the Company was not in compliance with Nasdaq Listing Rule 5250(c)(1) (the “Listing Rule”) as a result of its failure to timely file its 2025 Form 10-K. The Listing Rule requires Nasdaq-listed companies to timely file all required periodic reports with the SEC.

In accordance with Nasdaq’s listing rules, Hub Group has 60 calendar days from the date of the Notice to submit a plan to regain compliance with the Listing Rule. As provided in the Notice, Nasdaq has the discretion to grant the Company up to 180 calendar days from the 2025 Form 10-K’s due date, or until September 14, 2026, to regain compliance. The Company can regain compliance with the Listing Rule at any time prior to that date by filing its 2025 Form 10-K. The Notice has no immediate effect on the listing or trading of the Company’s common stock on Nasdaq.

As previously disclosed, Hub Group requires additional time to complete its year-end financial close process as a result of the restatement of its financial statements for the first, second and third quarters of 2025. The Company is continuing to assess the potential impact to its consolidated financial statements for the years ended December 31, 2024 and 2023. The Company continues to work diligently to finalize its results for the year ended December 31, 2025, including completion of the restatement of its previously issued financial statements, and expects to file its Form 10-K as soon as practicable and to regain compliance with the Listing Rule within the six-month timeframe.

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## **Certain Forward-Looking Statements**

Statements in this press release that are not historical facts are forward-looking statements, provided pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995, including statements regarding Hub Group's expectations of its business performance for the first quarter 2026 and future periods, Hub Group's pricing outlook, the impact of Hub Group's actions to drive growth, improve profitability, expand revenue per load and increase operating cash flows, Hub Group's plans to regain compliance with Nasdaq's listing rules, and any other statements regarding Hub Group's future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts. These forward-looking statements are not guarantees of future performance and involve risks, uncertainties and other factors that might cause the actual performance of Hub Group to differ materially from those expressed or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to: the Company's ability to complete the previously-announced restatement of its financial statements; the impact that further delays in the financial close process or the related audit may have on Hub Group's business, financial condition and results of operations, and other risks discussed under the "Risk Factors" section in Hub Group's most recently filed periodic reports on Form 10-K and Form 10-Q and subsequent filings. These forward-looking statements speak only as of the date hereof and Hub Group assumes no obligation to update any such forward-looking statements.

## **About Hub Group**

Hub Group offers comprehensive transportation and logistics management solutions. Keeping our customers' needs in focus, Hub Group designs, continually optimizes, and applies industry-leading technology to our customers' supply chains for better service, greater efficiency, and total visibility. As an award-winning, publicly traded company (Nasdaq: HUBG), our approximately 6,000 employees and drivers across the globe are always in pursuit of "The Way Ahead" – a commitment to service, integrity and innovation. For more information, visit [hubgroup.com](http://hubgroup.com).

CONTACT: Garrett Holland, [InvestorRelations@hubgroup.com](mailto:InvestorRelations@hubgroup.com)