

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>YEAGER DAVID P</u>  (Last) (First) (Middle) 2001 HUB GROUP WAY  (Street) OAK BROOK IL 60523  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Hub Group, Inc. [ HUBG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chairman &amp; CEO</b>
	3. Date of Earliest Transaction (Month/Day/Year) 08/09/2022	
4. If Amendment, Date of Original Filed (Month/Day/Year) 08/11/2022		

**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)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	08/09/2022		S		65,914 <sup>(1)(2)</sup>	D	\$80.83	0	I	By Trust
Class A Common Stock								53,058 <sup>(3)</sup>	D	
Class B Common Stock	08/09/2022		P		46,879 <sup>(1)(2)</sup>	A	\$104.99	46,879 <sup>(4)(5)</sup>	I	By Trust

**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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		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)
						Date Exercisable	Expiration Date					

**Explanation of Responses:**

- This Form 4 is being amended to report a sale of Class A Common Stock ("Class A Shares") and a purchase of Class B Common Stock ("Class B Shares") pursuant to the closing of the Common Stock Exchange and Repurchase Agreement on August 9, 2022, which transactions were omitted from the Form 4 filed by the Reporting Person on August 11, 2022 (the "Original Form 4"), due to administrative error.
- The reported sale of Class A Shares and purchase of Class B Shares were effected through a family trust for which the reporting person has beneficial ownership, and such transactions should therefore have been included with the sales of Class A Shares and purchases of Class B Shares (which are not matchable under Section 16(b)) that were timely reported by the Reporting Person on the Original Form 4. For more information see the Current Report on Form 8-K filed by the Issuer on August 9, 2022.
- The Original Form 4 omitted a footnote explaining a correction of the Reporting Person's direct aggregate holdings of Class A Shares to remove 20,000 Class A Shares attributed to unvested performance shares, which were inadvertently included in the March 11, 2022 Form 4 for the Reporting Person.
- The Yeager family members are parties to a stockholders' agreement pursuant to which they have agreed to vote all of their Class B Shares in accordance with the vote of the holders of a majority of such shares, or in the event of a tie, as directed by the independent members of the Board of Directors. Members of the Yeager family own all 574,903 Class B Shares.
- The Reporting Person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

/s/ David P. Yeager

09/22/2022

\*\* 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.**