

CELADON GROUP INC  
Form 8-K  
December 17, 2015

---

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):  
December 11, 2015

---

CELADON GROUP, INC.

(Exact name of registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-34533<br>(Commission<br>File Number) | 13-3361050<br>(IRS Employer<br>Identification No.) |
|---|--|--|

|  |                     |
|--|---------------------|
| 9503 East 33rd Street<br>One Celadon Drive, Indianapolis,<br>IN<br>(Address of principal executive<br>offices) | 46235<br>(Zip Code) |
|--|---------------------|

(317) 972-7000  
(Registrant's telephone number, including area code)

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))



Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders of Celadon Group, Inc. (the “Company”) was held on December 11, 2015 (the “Annual Meeting”). Two proposals were voted upon at the Annual Meeting. The proposals are described in detail in the Company’s proxy statement filed with the Securities and Exchange Commission on October 27, 2015. The final results for the votes regarding each proposal are set forth below.

1. Each of the directors named below was elected at the Annual Meeting. Broadridge Financial Solutions, Inc., the inspector of elections for the Annual Meeting, reported the final voting tabulation results to the Company as follows:

| Nominee           | For        | Withheld   | Broker<br>Non-Votes |
|-------------------|------------|------------|---------------------|
| Catherine Langham | 9,411,091  | 13,606,171 | -                   |
| Michael Miller    | 9,461,919  | 13,555,343 | -                   |
| Paul Will         | 22,222,117 | 795,145    | -                   |
| Robert Long       | 9,702,009  | 13,315,253 | -                   |

2. In an advisory, non-binding vote, the stockholders voted as follows on the proposal to approve the compensation of the Company's Named Executive Officers as disclosed in the proxy statement:

| Votes For | Votes<br>Against | Abstentions | Broker<br>Non-Votes |
|-----------|------------------|-------------|---------------------|
| 4,498,096 | 18,498,592       | 20,574      | -                   |

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.

CELADON GROUP, INC.

Date: December 17, 2015

By: /s/ Bobby Peavler  
Bobby Peavler  
Executive Vice President, Chief  
Financial Officer, and Treasurer