

QUALITY DISTRIBUTION INC
Form DEFA14A
May 25, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.20549

SCHEDULE 14A

(RULE 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

QUALITY DISTRIBUTION, INC.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14(a)-6(i)(4) and 0-11.

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- 1) Title of each class of securities to which transaction applies:

- 2) Aggregate number of securities to which transaction applies:

- 3) Per unit price or other underlying value of transaction computed under Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

- 4) Proposed maximum aggregate value of transaction:

- 5) Total Fee Paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- 1) Amount Previously Paid:

- 2) Form, Schedule or Registration Statement No.:

- 3) Filing Party:

4) Date Filed:

4041 Park Oaks Boulevard, Suite 200

Tampa, Florida 33610

May 25, 2012

SUPPLEMENTAL INFORMATION REGARDING PROPOSAL 2: THE APPROVAL OF THE 2012 EQUITY

INCENTIVE PLAN FOR 2012 ANNUAL MEETING OF SHAREHOLDERS

To be Held on May 30, 2012

In Proposal 2 in the Proxy Statement for the 2012 Annual Meeting of Shareholders, we are asking shareholders to approve our 2012 Equity Incentive Plan (the 2012 Plan), which would replace our current equity compensation plans, our 2003 Restricted Stock Incentive Plan and our 2003 Stock Option Plan, which expire in 2013.

The Compensation Committee of our Board of Directors has determined to control shareholder dilution from the granting of shares subject to equity awards under the 2012 Plan and all other equity incentive plans in effect from time to time. We commit that, upon approval of the 2012 Plan, we will maintain a rolling three-year average burn rate that does not exceed 2.50% for the number of shares subject to awards granted commencing with the three-year period ending 2012 and for each of the next two years. In calculating our compliance with this maximum burn rate commitment, we will generally define burn rate as the number of shares subject to equity awards issued in a year as a percentage of our weighted average shares outstanding. As previously disclosed in the Proxy Statement, our recent burn rate has been consistent with this commitment:

Recent Burn Rate History

| Year | Number of Shares | | | Basic Weighted | |
|---------|------------------|-------------------|---------|----------------|-----------------|
| | Options | Restricted Shares | Total | Total Shares | Total Burn Rate |
| 2010 | 245,000 | 68,621 | 313,621 | 20,381,667 | 1.54% |
| 2011 | 232,500 | 93,189 | 325,689 | 23,087,729 | 1.41% |
| 2012(1) | 162,950 | 152,776 | 315,726 | 24,551,818 | 1.29% |
| | | | | Average | 1.41% |

(1) Through March 31, 2012.

No additional equity grants have been made since March 31, 2012, the date through which information is presented for 2012 in the table above.

Your vote is very important.

OUR BOARD RECOMMENDS A VOTE FOR THE APPROVAL OF THE 2012 EQUITY INCENTIVE PLAN.