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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(D) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**Date of report (Date of earliest event reported): April 29, 2019**

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**SCHNEIDER NATIONAL, INC.**  
(Exact Name of Registrant as Specified in Charter)

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

**001-38054**  
(Commission  
File Number)

**39-1258315**  
(I.R.S. Employer  
Identification No.)

**3101 South Packerland Drive**  
**Green Bay, WI 54313**  
(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (920) 592-2000**  
\_\_\_\_\_  
(Former Name or Former Address, if Changed Since Last Report)

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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 (see General Instruction A.2. below):

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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**ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

On April 29, 2019, Schneider National, Inc. (the “Company”) held its annual meeting of shareholders (the “Annual Meeting”). At the Annual Meeting, the Company’s shareholders voted on the following proposals:

- The election of ten directors, each to serve until the next annual meeting and until his or her successor is duly elected and qualified;
- The ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019; and
- An advisory vote to approve the compensation of the Company’s named executive officers.

As of the February 19, 2019 record date for the determination of the shareholders entitled to notice of, and to vote at, the Annual Meeting, 83,029,500 shares of the Company’s Class A common stock were outstanding and eligible to vote with an aggregate of 830,295,000 votes; and 94,622,306 shares of the Company’s Class B common stock were outstanding and eligible to vote with an aggregate of 94,622,306 votes. Approximately 98.47% of all votes were represented at the Annual Meeting in person or by proxy. The following are the final votes on the matters presented for shareholder consideration at the Annual Meeting:

Election of Directors

The shareholders elected the individuals named in the table below as directors to serve until the next annual meeting and until their successors are duly elected and qualified. The results of the vote were as follows:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Mary P. DePrey	879,560,129	21,919,550	9,294,491
James R. Giertz	887,396,794	14,082,885	9,294,491
Adam P. Godfrey	887,371,847	14,107,832	9,294,491
Robert W. Grubbs	887,392,303	14,087,376	9,294,491
Norman E. Johnson	884,829,054	16,650,625	9,294,491
Mark B. Rourke	901,296,218	183,461	9,294,491
Daniel J. Sullivan	887,555,409	13,924,270	9,294,491
John A. Swainson	901,322,236	157,443	9,294,491
James L. Welch	898,498,869	2,980,810	9,294,491
Kathleen M. Zimmermann	879,719,797	21,759,882	9,294,491

Ratify Appointment of Deloitte & Touch LLP for 2019

The shareholders ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for 2019. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
910,423,095	323,917	27,158

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Advisory Vote to Approve Executive Compensation

The shareholders approved the compensation of the Company's named executive officers as disclosed in the proxy statement. The results of the advisory vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
900,334,165	381,483	764,031	9,294,491

**ITEM 8.01. Other Events.**

On May 1, 2019, the Company announced that its Board of Directors had approved a quarterly cash dividend for the second fiscal quarter of 2019 in the amount of \$0.06 per share to holders of the Company's Class A and Class B common stock. The dividend is payable to the Company's shareholders of record as of the close of business as of June 14, 2019, and is expected to be paid on July 9, 2019.

**ITEM 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is being furnished herewith:

**Exhibit No.    Description of Exhibit**

99.1    [Press release dated May 1, 2019](#)

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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.

SCHNEIDER NATIONAL, INC.

Date: May 1, 2019

By: /s/ Nicholas O. Anderson

Name: Nicholas O. Anderson

Title: Acting General Counsel and Corporate Secretary



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FOR IMMEDIATE RELEASE

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## Schneider National, Inc. Announces Quarterly Dividend

GREEN BAY, Wis. – (May 1, 2019) – Schneider National, Inc. (NYSE: SNDR) announced today that its Board of Directors has declared a quarterly cash dividend of \$0.06 per share on its Class A and Class B common stock, payable to shareholders of record as of June 14, 2019. The dividend is expected to be paid on July 9, 2019.

### About Schneider

Schneider is a premier provider of transportation and logistics services. Offering one of the broadest portfolios in the industry, Schneider's solutions include Regional and Long-Haul Truckload, Expedited, Dedicated, Bulk, Intermodal, Final Mile, LTL, Brokerage, Warehousing, Supply Chain Management and Port Logistics.

A \$5 billion company (2018 revenue), Schneider has been delivering superior customer experiences and safely getting it done for over 80 years. For more information about Schneider, visit [www.schneider.com](http://www.schneider.com) or follow on Twitter: [@WeAreSchneider](https://twitter.com/WeAreSchneider).

Source: Schneider SNDR

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