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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 27, 2020**

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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)  
**3101 South Packerland Drive**

(Address of Principal Executive Offices)

**001-38054**  
(Commission  
File Number)  
**Green Bay WI**

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

**39-1258315**  
(I.R.S. Employer  
Identification No.)  
**54313**

(Zip Code)

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**Title of each class**

Common Stock, no par value

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**Trading Symbol**

SNDR

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**Name of each exchange on which reported**

New York Stock Exchange

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 27, 2020, 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, 2020; and
- An advisory vote to approve the compensation of the Company's named executive officers.

As of the February 18, 2020 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 94,090,966 shares of the Company's Class B common stock were outstanding and eligible to vote with an aggregate of 94,090,966 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	884,206,521	18,100,506	7,933,889
James R. Giertz	885,138,528	17,168,499	7,933,889
Adam P. Godfrey	882,763,782	19,543,245	7,933,889
Robert W. Grubbs	884,942,624	17,364,403	7,933,889
Robert M. Knight, Jr.	902,137,945	169,082	7,933,889
Mark B. Rourke	890,097,930	12,209,097	7,933,889
Paul J. Schneider	901,767,994	539,033	7,933,889
Daniel J. Sullivan	882,675,825	19,631,202	7,933,889
John A. Swainson	890,096,689	12,210,338	7,933,889
James L. Welch	885,139,021	17,168,006	7,933,889

Ratify Appointment of Deloitte & Touche LLP for 2020

The shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2020. The results of the vote were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
909,547,410	583,818	109,688

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:

**Votes For**  
901,453,589

**Votes Against**  
752,648

**Abstentions**  
100,790

**Broker Non-Votes**  
7,933,889

**ITEM 8.01. Other Events.**

On April 29, 2020, the Company announced that on April 27, 2020, its Board of Directors approved a quarterly cash dividend for the second fiscal quarter of 2020 in the amount of \$0.065 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 at the close of business on June 12, 2020, and is expected to be paid on July 9, 2020.

**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 April 29, 2020](#)

104    The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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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.

Date: April 29, 2020

SCHNEIDER NATIONAL, INC.

By: /s/ Thomas G. Jackson  
Name: Thomas G. Jackson  
Title: Executive Vice President, General Counsel and Corporate Secretary



FOR IMMEDIATE RELEASE

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## Schneider National, Inc. Announces Quarterly Dividend

GREEN BAY, Wis. – April 29, 2020 – Schneider National, Inc. (NYSE: SNDR) announced today that on April 27, 2020, its Board of Directors declared a quarterly cash dividend of \$0.065 per share on its Class A and Class B common stock, payable to shareholders of record as of June 12, 2020. The dividend is expected to be paid on July 9, 2020.

### 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, Brokerage, Warehousing, Supply Chain Management and Port Logistics.

With nearly \$5 billion annual 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 the company socially on LinkedIn and Twitter: @WeAreSchneider.

Source: Schneider SNDR

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