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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): February 25, 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 25, 2020, Norman E. Johnson informed the Board of Directors (the "Board") of Schneider National, Inc. (the "Company") of his intention not to stand for reelection at the Company's Annual Meeting of Shareholders on April 27, 2020 (the "Annual Meeting"). Mr. Johnson's decision was not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

On February 28, 2020, the Board announced that it had nominated Robert M. Knight, Jr. for election to the Board at the Annual Meeting. Mr. Knight is expected to serve on the Compensation Committee of the Board.

Mr. Knight served as Chief Financial Officer of Union Pacific Corporation, a transportation company that primarily operates one of the largest railroads in North America, from 2004 until his retirement in 2019. Mr. Knight previously served on the boards of Grupo Ferrovuario Mexicano and TTX Company where he was Lead Director and Chair of TTX's Compensation and Audit Committees. Mr. Knight holds a bachelor's degree in business administration from Kansas State University and an M.B.A. from Southern Illinois University.

The Board has determined that Mr. Knight is an independent director under the New York Stock Exchange's ("NYSE's") listing standards and the Board's categorical standards and that he meets the Securities and Exchange Commission's independence requirements for service on the Company's compensation committee. There was no arrangement or understanding between Mr. Knight and any other persons pursuant to which Mr. Knight was nominated as a director. As of the date of this Current Report on Form 8-K, neither Mr. Knight nor any of his immediate family members is a party, either directly or indirectly, to any transactions that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K.

If elected to the Board, Mr. Knight will be eligible to participate in the compensation arrangements and programs established for the Company's non-employee directors. The current arrangements and programs are described in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 19, 2020. Mr. Knight will also be subject to the director indemnification provisions described in the prospectus.

Also on February 28, 2020, the Company announced that Shelly Dumas Magnin would succeed Amy G. Schilling as Vice President and Controller of the Company effective March 1, 2020. As previously reported on a Form 8-K on January 14, 2020, Ms. Schilling is resigning to pursue other opportunities.

Ms. Dumas Magnin has been with the Company since 2001 and has held numerous financial leadership roles including Director, Accounting, Sector Controller, Truckload, and Director, Financial Operations. Previously, Ms. Dumas Magnin held financial positions at Plexus Corp and Banta Corporation. Ms. Dumas Magnin was also previously an Audit Senior at Deloitte & Touche, LLP. Ms. Dumas Magnin is a Certified Public Accountant and holds a bachelor's degree in business administration from the University of Wisconsin - Whitewater.

There are no material arrangements or understandings between Ms. Dumas Magnin and any other person pursuant to which she was appointed as Vice President and Controller of the Company. Ms. Dumas Magnin does not have any family relationship with any director or officer of the Company or any person nominated or chosen by the Company to become a director or executive officer, and there are no transactions in which Ms. Dumas Magnin has an interest requiring disclosure under Item 404(a) of Regulation S-K.

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**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 February 28, 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: February 28, 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 Nomination of Robert Knight

GREEN BAY, WI – February 28, 2020 – The Board of Directors of Schneider National, Inc. (NYSE: SNDR) announced today that it has nominated Robert M. Knight, Jr. for election to the Board of Directors at the Annual Meeting of Shareholders on April 27, 2020. Knight is expected to also serve on the Compensation Committee of the Board.

Knight served as Chief Financial Officer of Union Pacific Corporation, a transportation company that primarily operates one of the largest railroads in North America, from 2004 until his retirement in 2019. He previously served on the Boards of Grupo Ferroviario Mexicano and TTX Company where he was Lead Director and Chair of TTX's Compensation and Audit Committees. Knight holds a Bachelor's Degree in Business Administration from Kansas State University and an MBA from Southern Illinois University.

He was nominated by the Board's Corporate Governance and Nominating Committee (the "Nominating Committee") based upon his executive and operating leadership and knowledge of the transportation industry.

### 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 in annual revenue, Schneider has been safely delivering superior customer experiences for over 80 years.

For more information about Schneider, visit [Schneider.com](http://Schneider.com) or follow the company socially on LinkedIn and Twitter: @WeAreSchneider.





**SCHNEIDER**

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