

**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):
October 5, 2026

WERNER ENTERPRISES, INC.
(Exact name of registrant as specified in its charter)

Nebraska
(State or other jurisdiction of
incorporation)

14507 Frontier Road
Post Office Box 45308
Omaha , Nebraska
(Address of principal executive offices)

0-14690
(Commission File Number)

47-0648386
(I.R.S. Employer
Identification No.)

68145-0308
(Zip Code)

(402) 895-6640
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, \$0.01 Par Value

Trading Symbol(s)
WERN

Name of each exchange on which registered
The Nasdaq Stock Market LLC

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

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. ☐

**ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS;
APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

On October 5, 2026, Jack A. Holmes provided notice to Werner Enterprises, Inc. (the "Company") of his decision to resign from the Board of Directors of the Company (the "Board") and from the Compensation and Governance Committees of the Board, effective October 5, 2026.

Mr. Holmes's decision to resign was made in connection with his decision to accept an executive leadership position at another transportation company and to avoid any potential operational or governance conflicts. His resignation is amicable and is not the result of any disagreement with the Company, the Board, or management on any matter relating to the Company's operations, policies, or practices.

The Company and the Board extend their sincere gratitude to Mr. Holmes for his leadership, insight, and dedicated service to Werner Enterprises and its shareholders during his tenure as a director.

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.

WERNER ENTERPRISES, INC.

Date: October 5, 2026

By: /s/ Christopher D. Wikoff
Christopher D. Wikoff
Executive Vice President, Treasurer and
Chief Financial Officer

Date: October 5, 2026

By: /s/ Alan G. Colson
Alan G. Colson
Vice President, Controller and
Principal Accounting Officer