
**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): June 6, 2019

C.H. ROBINSON WORLDWIDE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-23189
(Commission
file number)

41-1883630
(I.R.S. Employer
Identification No.)

14701 Charlson Road
Eden Prairie, MN 55347
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (952) 937-8500

Not Applicable
(Former name or former address, if changed since last report)

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	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.10 per share	CHRW	The Nasdaq Global Select Market

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 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans.

On June 6, 2019, C.H. Robinson Worldwide, Inc. (the "Company") delivered to its executive officers and directors (collectively, the "Covered Persons") a notice informing the Covered Persons that, in order to facilitate a transition of the assets and administration of the Robinson Companies Retirement Plan (the "Plan") from Wells Fargo to Fidelity on July 1, 2019, Plan participants will be subject to a "blackout period." During the blackout period, Plan participants will be unable to direct or diversify investments in individual accounts, obtain loans or obtain distributions from the Plan, including with respect to the Company's common stock. The blackout period will begin at 3:00 p.m. Central Time on June 24, 2019 and is expected to end the week beginning July 14, 2019.

The notice also advised the Covered Persons of certain trading restrictions that will apply to the Covered Persons as a result of the blackout period. The notice was required pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Section 104 of Regulation BTR under the Securities Exchange Act of 1934. A copy of the Company's notice to the Covered Persons is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

During the blackout period and for two years after the ending date of the blackout period, shareholders or other interested parties may obtain, without charge, information about the beginning date and the actual ending date of the blackout period by contacting:

Ben G. Campbell
Chief Legal Officer and Secretary
C.H. Robinson Worldwide, Inc.
14701 Charlson Road, Suite 1400
Eden Prairie, MN 55347
(952) 937-7829

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Notice to Covered Persons of Blackout Period, dated June 6, 2019.](#)

SIGNATURE

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: June 6, 2019

C.H. ROBINSON WORLDWIDE, INC.

By: /s/ Ben G. Campbell

Ben G. Campbell
Chief Legal Officer and Secretary

**NOTICE TO DIRECTORS AND EXECUTIVE OFFICERS OF
C.H. ROBINSON WORLDWIDE, INC.**

**Restrictions on Trading C.H. Robinson Worldwide, Inc. Common Stock
During Robinson Companies Retirement Plan Blackout Period**

C.H. Robinson Worldwide, Inc. (the “Company”) has determined to transition the assets and administration of the Robinson Companies Retirement Plan (the “Plan”) from Wells Fargo to Fidelity. In order to implement this transition, Plan activity will be restricted such that Plan participants will not be able to make changes to their Plan accounts, direct or diversify the investments in their Plan accounts, including in Company common stock, or obtain loans or distributions from the Plan for a specified period of time (the “Blackout Period”). During the Blackout Period, the Company’s directors and executive officers will be subject to trading restrictions, as described below, pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 of Regulation BTR (Blackout Trading Restriction).

Blackout Period

The Blackout Period will begin at 3:00 p.m. Central Time on June 24, 2019 and will end the week of July 14, 2019 (the “Blackout Period”). During the week of July 14, 2019, you may obtain information about whether the Blackout Period has ended, free of charge, by contacting the person listed below.

Trading Restrictions

During the Blackout Period, you will be prohibited from directly or indirectly purchasing, selling or otherwise acquiring or transferring shares of common stock of the Company and derivative securities, such as stock options, that you acquired in connection with your service or employment as a director or an executive officer of the Company. In this regard, any such security of the Company that you sell or otherwise transfer is automatically treated as acquired in connection with your service as a director or an executive officer unless you establish that the security was acquired from another source in accordance with rules established by the Securities and Exchange Commission. Please note that these trading prohibitions also apply to the Company’s securities held by immediate family members living with you, or held in trust, or by controlled partnerships or corporations.

Limited exemptions from these rules apply for purchases or sales under Rule 10b5-1 plans that are already in existence, sales required by law and certain other “automatic” transactions.

This notice is in addition to the restrictions on trading activity under the Company’s insider trading policy. Almost all of the Blackout Period will occur during a quarterly blackout period under the Company’s insider trading policy.

Questions

Inquiries concerning this notice or the Blackout Period, including the beginning and ending dates thereof, may be directed (during the Blackout Period and for a period of two years after the ending date of the Blackout Period) without charge to:

Ben G. Campbell
Chief Legal Officer and Secretary
C.H. Robinson Worldwide, Inc.
14701 Charlson Road, Suite 1400
Eden Prairie, MN 55347
(952) 937-7829

June 6, 2019