
**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): 1/26/2026

Schneider National, Inc.

(Exact Name of Registrant as Specified in Charter)

Wisconsin (State of incorporation)	001-38054 (Commission File Number)	39-1258315 (I.R.S. Employer Identification No.)
3101 South Packerland Drive (Address of Principal Executive Offices)	Green Bay	WI
	(920) 592-2000 (Registrant's Telephone Number, including Area Code)	54313 (Zip 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 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))

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Class B common stock, no par value	SNDR	New York Stock Exchange

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 8.01. Other Events.

Increase in Quarterly Dividend

On January 28, 2026, the Company announced that on January 26, 2026, the Board approved a quarterly cash dividend for the first quarter of 2026 in the amount of \$0.10 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 March 13, 2026 and is expected to be paid on April 8, 2026.

Share Repurchase Program

On January 28, 2026, the Company also announced that on January 26, 2026, its Board approved a new stock repurchase program, effective immediately, under which up to \$150 million of the Company's outstanding Class A common stock, no par value, and/or Class B common stock, no par value, may be acquired over the next three years (the "Share Repurchase Program"). The Share Repurchase Program supersedes and replaces the \$150 million stock repurchase authorization approved by the Board on January 31, 2023 (the "Prior Repurchase Program"), which is scheduled to expire on January 31, 2026, and is substantially similar to the Prior Repurchase Program. The Company repurchased 4.4 million shares for a total of \$110.1 million under the Prior Repurchase Program.

A press release announcing the Company's quarterly dividend and Share Repurchase Program was issued and is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description of Exhibit

99.1 [Press Release dated January 28, 2026](#)

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

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: January 28, 2026

SCHNEIDER NATIONAL, INC.

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



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Schneider National, Inc. announces increase to quarterly dividend and new share repurchase program

GREEN BAY, Wis. (January 28, 2026) – Schneider National, Inc. (NYSE: SNDR), a premier multimodal provider of transportation, intermodal and logistics services, announced today that on January 26, 2026, its Board of Directors declared a quarterly cash dividend of \$0.10 per share on its Class A and Class B common stock, a 5% increase over the previous quarterly dividend of \$0.095 per share. The dividend is payable to shareholders of record as of March 13, 2026. The dividend is expected to be paid on April 8, 2026.

On January 26, 2026, its Board of Directors approved a new stock repurchase program (the “Share Repurchase Program”), effective immediately, under which up to \$150 million of the Company’s outstanding Class A common stock, no par value, and/or Class B common stock, no par value, may be acquired over the next three years. The Share Repurchase Program is a complementary component of the Company’s capital allocation framework and will primarily serve to offset the dilutive effect of equity grants to employees over time.

The Share Repurchase Program supersedes and replaces the \$150 million stock repurchase authorization approved by the Board on January 31, 2023 (the “Prior Repurchase Program”), which is scheduled to expire on January 31, 2026, and is substantially similar to the Prior Repurchase Program. The Company repurchased 4.4 million shares for a total of \$110.1 million under the Prior Repurchase Program.

Stock repurchases under the Share Repurchase Program may be made from time to time, at the discretion of management, through open market repurchases effected through a broker at prevailing market prices, or through privately negotiated transactions, based on a variety of factors including the Company’s liquidity and capital position, current market conditions, and the future economic and earnings outlook.

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There can be no assurance as to the number of shares the Company will purchase pursuant to the Share Repurchase Program, if any, and the Company may discontinue purchases at any time at the discretion of management. The Share Repurchase Program may be increased or otherwise modified, renewed, suspended or terminated by the Company at any time, without prior notice.

About Schneider

Schneider is a premier multimodal provider of transportation, intermodal 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](#), [Port Logistics](#) and [Logistics Consulting](#).

Schneider has been safely delivering superior customer experiences and investing in innovation for 90 years. The company's digital marketplace, [Schneider FreightPower®](#), is revolutionizing the industry giving shippers access to an expanded, highly flexible capacity network and provides carriers with unmatched access to quality drop-and-hook freight – *Always Delivering, Always Ahead.*

For more information about Schneider, visit [Schneider.com](https://schneider.com) or follow the company socially on [Facebook](#), [LinkedIn](#) and [X](#): [@WeAreSchneider](#).

Source: Schneider SNDR

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