

QUALITY DISTRIBUTION INC  
Form 8-K  
June 23, 2015

**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 23, 2015 (June 19, 2015)**

**QUALITY DISTRIBUTION, INC.**

**(Exact name of registrant as specified in its charter)**

**Florida**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**000-24180**  
**(Commission**  
  
**File Number)**

**59-3239073**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**4041 Park Oaks Boulevard, Suite 200**

**Tampa, Florida 33610**

**(Address of principal executive offices including Zip Code)**

**(813) 630-5826**

**(Registrant's telephone number, including area code)**

**N.A.**

**(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))

**Item 5.03 Amendment to Articles of Incorporation or Bylaws.**

Effective June 19, 2015, the Board of Directors of Quality Distribution, Inc. (the Company ) amended the Amended & Restated By-Laws (the By-Laws ) of the Company. The amendment changes the methods by which a shareholder of the Company may vote by proxy. Shareholders of the Company may now execute a proxy in writing and deliver it to the Company in original form, or transmit the proxy as permitted by law, including, without limitation, by telephone, electronically, via telegram, internet, interactive voice response system, or other means of electronic transmission executed or authorized by such shareholder or by the shareholder's duly authorized attorney-in-fact.

The By-Laws are otherwise unchanged.

The foregoing description is qualified in its entirety by reference to the Amendment to Amended & Restated By-Laws of the Company, a copy of which is filed as Exhibit 3.1 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit  
Number**

**Description of Exhibits**

3.1 Amendment to Amended and Restated By-Laws of Quality Distribution, Inc.

**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.

**QUALITY DISTRIBUTION, INC.**  
(Registrant)

Dated: June 23, 2015

By: /s/ John T. Wilson  
Name: John T. Wilson  
Title: Senior Vice President, General Counsel  
and Corporate Secretary

**EXHIBIT INDEX**

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