

USA TRUCK INC
Form SC 13D/A
November 12, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
(Amendment No. 11)*
Under the Securities Exchange Act of 1934

USA Truck, Inc.

(Name of Issuer)
Common Stock, par value \$0.01

(Title of Class of Securities)
902925106

(CUSIP Number)
Todd F. Carlson, Esq.
General Counsel
Knight Transportation, Inc.
20002 North 19th Avenue
Phoenix, Arizona 85027

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)
November 11, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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 of 7
 Pages

1. NAMES OF REPORTING PERSONS
 Knight Capital Growth LLC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (see instructions)
 (a)
 (b)
3. SEC USE ONLY
4. SOURCE OF FUNDS
 (see instructions)
5. AF
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION

Arizona

7. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
- SOLE VOTING POWER
- 0
8. SHARED VOTING POWER
- 501,558
9. SOLE DISPOSITIVE POWER

0
SHARED
DISPOSITIVE
10. POWER

501,558

11. AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON

501,558
CHECK BOX IF THE
AGGREGATE
AMOUNT IN ROW
12. (11) EXCLUDES
CERTAIN SHARES
(see instructions)

13. PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW
(11)

4.94%
TYPE OF REPORTING
PERSON (see
14. instructions)

OO

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 13D
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 Pages

1. NAMES OF REPORTING PERSONS
 Knight Transportation, Inc.
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
 (see instructions)
 (a)
 (b)
3. SEC USE ONLY
4. SOURCE OF FUNDS
 (see instructions)
5. WC
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)
6. CITIZENSHIP OR PLACE OF ORGANIZATION
 Arizona
7. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
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TYPE OF REPORTING
PERSON (see
14. instructions)

CO, HC

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Item 1. Security and Issuer.

This Amendment No. 11 to Schedule 13D (this "13D Amendment No. 11") amends and supplements the statement on Schedule 13D (the "Original Schedule 13D") filed on September 26, 2013, by Knight Transportation, Inc. ("Knight Transportation") and Knight Capital Growth LLC (together with Knight Transportation, the "Knight Entities"), as amended by Amendment No.1 to the Original Schedule 13D filed on September 30, 2013, Amendment No. 2 to the Original Schedule 13D filed on October 15, 2013, Amendment No. 3 to the Original Schedule 13D filed on November 4, 2013, Amendment No. 4 to the Original Schedule 13D filed on February 4, 2014, Amendment No. 5 to the Original Schedule 13D filed on May 15, 2014, Amendment No. 6 to the Original Schedule 13D filed on August 4, 2014, Amendment No. 7 to the Original Schedule 13D filed on January 7, 2015, Amendment No. 8 to the Original Schedule 13D filed on March 6, 2015, Amendment No. 9 to the Original Schedule 13D filed on June 23, 2015 and Amendment No. 10 to the Original Schedule 13D filed on September 17, 2015 (the "13D Amendment No. 10"). The Original Schedule 13D relates to the shares of common stock, par value \$0.01 per share, issued by USA Truck, Inc. ("USA Truck" and such shares, the "Shares"). The address of the principal executive offices of USA Truck is 3200 Industrial Park Road, Van Buren, Arkansas. Capitalized terms used but not defined in this 13D Amendment No. 11 shall have the meanings ascribed to them in the Original Schedule 13D. Except as set forth herein, the Original Schedule 13D is unmodified.

Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13D is hereby amended and supplemented by adding the following information: The Reporting Persons sold, in a series of open market transactions, an aggregate of 104,852 Shares between September 16, 2015 and November 11, 2015 in order to realize a return on their investment in USA Truck. As Knight Transportation has previously indicated, Knight Transportation may continue to own shares in USA Truck and will continue to consider its options in the future regarding its investment in USA Truck.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Original Schedule 13D is hereby amended and supplemented by adding the following information: The following sets forth, as of the close of trading on November 11, 2015, the aggregate number and percentage of Shares beneficially owned by each of the Reporting Persons, as well as the number of Shares as to which each Reporting Person has the sole power to vote or to direct the vote, shared power to vote or direct the vote, sole power to dispose or to direct the disposition of, or shared power to dispose or to direct the disposition of, as of the close of trading on November 11, 2015.

| Reporting Person | Amount Beneficially Owned (1) | Percent of Class (2) | Sole Power to Vote or Direct the Vote | Shared Power to Vote or to Direct the Vote | Sole Power to Dispose or to Direct the Disposition of | Shared Power to Dispose or to Direct the Disposition of |
|-----------------------|-------------------------------|----------------------|---------------------------------------|--|---|---|
| Knight Transportation | 501,558 | 4.94% | 0 | 501,558 | 0 | 501,558 |
| Knight Capital | 501,558 | 4.94% | 0 | 501,558 | 0 | 501,558 |

Knight Capital is the direct owner of 501,558 Shares and Knight Transportation is the sole member and owner of
 (1) all of the outstanding equity interests of Knight Capital
 (2)

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Based on 10,144,208 Shares outstanding as of October 30, 2015, as reported on USA Truck's Form 10-Q filed on November 4, 2015

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The following table sets forth all transactions with respect to Shares effected after September 15, 2015, the last date for which transactions were reported on 13D Amendment No. 10.

| Name of Reporting Person | Date of Transaction | Type of Transaction | Amount of Shares Sold | Price Per Share (1) |
|--------------------------|---------------------|---------------------|-----------------------|---------------------|
| Knight Capital | 9/16/2015 | Open Market | 10,000 | \$22.01 |
| Knight Capital | 9/17/2015 | Open Market | 15,000 | \$22.61 |
| Knight Capital | 9/21/2015 | Open Market | 5,000 | \$22.94 |
| Knight Capital | 9/22/2015 | Open Market | 2,500 | \$22.30 |
| Knight Capital | 10/21/2015 | Open Market | 3,800 | \$20.02 |
| Knight Capital | 10/26/2015 | Open Market | 1,600 | \$20.00 |
| Knight Capital | 11/3/2015 | Open Market | 17,530 | \$19.13 |
| Knight Capital | 11/4/2015 | Open Market | 8,679 | \$19.53 |
| Knight Capital | 11/5/2015 | Open Market | 6,306 | \$18.86 |
| Knight Capital | 11/6/2015 | Open Market | 15,000 | \$18.94 |
| Knight Capital | 11/10/2015 | Open Market | 10,000 | \$19.09 |
| Knight Capital | 11/11/2015 | Open Market | 9,437 | \$19.04 |

The aggregate of 10,000 Shares sold on September 16, 2015 were effected through multiple transactions each at (1) different prices per Share ranging from \$22.00 to \$22.28. The indicated \$22.01 price per Share represents the approximate weighted average price per Share for the aggregate of 10,000 Shares sold.

The aggregate of 15,000 Shares sold on September 17, 2015 were effected through multiple transactions each at (2) different prices per Share ranging from \$22.40 to \$22.84. The indicated \$22.61 price per Share represents the approximate weighted average price per Share for the aggregate of 15,000 Shares sold.

The aggregate of 5,000 Shares sold on September 21, 2015 were effected through multiple transactions each at (3) different prices per Share ranging from \$22.85 to \$23.18. The indicated \$22.94 price per Share represents the approximate weighted average price per Share for the aggregate of 5,000 Shares sold.

The aggregate of 2,500 Shares sold on September 22, 2015 were effected through multiple transactions each at (4) different prices per Share ranging from \$22.25 to \$22.40. The indicated \$22.30 price per Share represents the approximate weighted average price per Share for the aggregate of 2,500 Shares sold.

The aggregate of 3,800 Shares sold on October 21, 2015 were effected through multiple transactions each at (5) different prices per Share ranging from \$20.00 to \$20.14. The indicated \$20.02 price per Share represents the approximate weighted average price per Share for the aggregate of 3,800 Shares sold.

(6)

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The aggregate of 1,600 Shares sold on October 26, 2015 were effected through multiple transactions each at \$20.00 per Share.

The aggregate of 17,530 Shares sold on November 3, 2015 were effected through multiple transactions each at (7) different prices per Share ranging from \$19.00 to \$19.30. The indicated \$19.13 price per Share represents the approximate weighted average price per Share for the aggregate of 17,530 Shares sold.

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The aggregate of 8,679 Shares sold on November 4, 2015 were effected through multiple transactions each at (8) different prices per Share ranging from \$19.50 to \$19.78. The indicated \$19.53 price per Share represents the approximate weighted average price per Share for the aggregate of 8,679 Shares sold.

The aggregate of 6,306 Shares sold on November 5, 2015 were effected through multiple transactions each at (9) different prices per Share ranging from \$18.75 to \$19.26. The indicated \$18.86 price per Share represents the approximate weighted average price per Share for the aggregate of 6,306 Shares sold.

The aggregate of 15,000 Shares sold on November 6, 2015 were effected through multiple transactions each at (10) different prices per Share ranging from \$18.76 to \$19.04. The indicated \$18.94 price per Share represents the approximate weighted average price per Share for the aggregate of 15,000 Shares sold.

The aggregate of 10,000 Shares sold on November 10, 2015 were effected through multiple transactions each at (11) different prices per Share ranging from \$18.93 to \$19.24. The indicated \$19.09 price per Share represents the approximate weighted average price per Share for the aggregate of 10,000 Shares sold.

The aggregate of 9,437 Shares sold on November 11, 2015 were effected through multiple transactions each at (12) different prices per Share ranging from \$19.00 to \$19.13. The indicated \$19.04 price per Share represents the approximate weighted average price per Share for the aggregate of 9,437 Shares sold.

After giving effect to the transactions described above, the Reporting Persons ceased to be the beneficial owners of more than five percent of USA Truck's Shares. This Amendment No. 11 is the final amendment to the Original Schedule 13D and an exit filing for the Reporting Persons.

Knight Transportation undertakes to provide full information regarding each transaction described above to the staff of the United States Securities and Exchange Commission upon its request.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

November 12, 2015

KNIGHT
TRANSPORTATION,
INC.

/s/ Kevin P. Knight

Name: Kevin P.

Knight

Title: Executive

Chairman

KNIGHT
CAPITAL
GROWTH
LLC

/s/ Kevin P.

Knight

Name:

Kevin P.

Knight

Title:

Executive

Chairman