

QUALITY DISTRIBUTION INC  
Form 8-K  
January 07, 2011

**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): January 6, 2011

**Quality Distribution, Inc.**

(Exact name of Registrant as specified in its charter)

**Florida**  
(State of Incorporation)

**000-24180**  
(Commission File Number)  
4041 Park Oaks Blvd., Suite 200

**59-3239073**  
(I.R.S. Employer Identification Number)

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**Tampa, Florida 33610**

**(Address of principal executive offices) (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 8.01 Other Events**

The Registrant announced today that it has filed a shelf registration statement on Form S-3 with the U.S. Securities and Exchange Commission ( SEC ) to offer to the public from time to time in one or more offerings up to 1,500,000 shares of its common stock, at prices and on terms that the Registrant will decide at the time of the offering. In addition, under the shelf registration, if and when declared effective by the SEC, the Registrant's stockholders may offer for resale to the public from time to time in one or more offerings up to 1,950,000 secondary shares of the Registrant's common stock owned by them at prices and on terms to be determined at the time of any such offering. The Registrant also announced today that it has filed a request to withdraw its previously-filed registration statement on Form S-1 with the SEC. A copy of the press release is attached hereto as Exhibit 99.1.

The registration statement on Form S-3 has not yet been declared effective by the SEC. The securities may not be sold and offers to buy may not be accepted prior to the time the registration statement becomes effective. This Current Report shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities in any state or other jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits. The following exhibit is filed herewith:

99.1 Press Release of the Registrant dated January 6, 2011.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized this 6th day of January, 2011.

QUALITY DISTRIBUTION, INC.

By: /s/ Gary R. Enzor  
Gary R. Enzor  
Chief Executive Officer

**EXHIBIT INDEX**

Exhibit

Number	Description
99.1	Press Release of the Registrant dated January 6, 2011.