

**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

May 20, 2015
(Date of earliest event reported)

OLD DOMINION FREIGHT LINE, INC.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

0-19582
(Commission
File Number)

56-0751714
(I.R.S. Employer
Identification No.)

500 Old Dominion Way
Thomasville, North Carolina 27360
(Address of principal executive offices)
(Zip Code)

(336) 889-5000
(Registrant's telephone number, including area 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 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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b), (c), (e)

On May 20, 2015, J. Wes Frye, the Senior Vice President – Finance, Chief Financial Officer and Assistant Secretary of Old Dominion Freight Line, Inc. (the “Company”), notified the Company’s Board of Directors (the “Board”) that he intends to retire from each of these positions effective December 31, 2015.

On May 21, 2015, the Board appointed Adam N. Satterfield, the Company’s Vice President – Treasurer, to serve as the Company’s Chief Financial Officer effective upon Mr. Frye’s retirement on December 31, 2015. Mr. Satterfield, age 40, has served as the Company’s Vice President – Treasurer since June 2011. He previously served as the Company’s Director – Finance and Accounting from August 2007 – June 2011 and as its Manager – SEC Reporting from October 2004 – August 2007.

The compensation that Mr. Satterfield will receive in his role as Chief Financial Officer has not yet been determined by the Board, and an amendment to this Current Report on Form 8-K will be filed within four business days of such determination. There are no arrangements or understandings between Mr. Satterfield and any other person pursuant to which he was selected as an officer. Mr. Satterfield does not have any family relationship with any director or other executive officer of the Company or any person nominated or chosen by the Company to become a director or executive officer, and there are no transactions in which Mr. Satterfield has an interest requiring disclosure under Item 404(a) of Regulation S-K.

On May 21, 2015, the Board also appointed Greg C. Gantt, the Company’s Executive Vice President and Chief Operating Officer, to serve as the Company’s President and Chief Operating Officer effective immediately. Mr. Gantt, age 59, has served as the Company’s Executive Vice President and Chief Operating Officer since June 2011. He previously served as the Company’s Senior Vice President – Operations from January 2002 to June 2011. Mr. Gantt joined the Company in November 1994 and served as one of the Company’s regional Vice Presidents from November 1994 to January 2002.

In connection with his appointment to President and Chief Operating Officer, effective immediately, Mr. Gantt’s annual base salary has been increased to \$525,000 and his participation factor in the Company’s Performance Incentive Plan has been increased to 0.40%. Mr. Gantt will continue to receive the other employee benefits provided to the Company’s executive officers. There are no arrangements or understandings between Mr. Gantt and any other person pursuant to which he was selected as an officer. Mr. Gantt does not have any family relationship with any director or other executive officer of the Company or any person nominated or chosen by the Company to become a director or executive officer, and there are no transactions in which Mr. Gantt has an interest requiring disclosure under Item 404(a) of Regulation S-K.

On May 21, 2015, in connection with Mr. Gantt’s appointment described above, David S. Congdon, the Company’s Chief Executive Officer, President and a member of the Board, ceased to serve as the Company’s President effective immediately. On the same date, the Board appointed Mr. Congdon to serve as the Company’s Vice Chairman of the Board effective immediately, and he will continue to serve as the Company’s Chief Executive Officer.

The press release issued by the Company on May 21, 2015 announcing the matters described above is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Exhibit No.	Description
99.1	Press Release dated May 21, 2015

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.

OLD DOMINION FREIGHT LINE, INC.

By: /s/ John P. Booker, III
John P. Booker, III
Vice President – Controller
(Principal Accounting Officer)

Date: May 21, 2015

**EXHIBIT INDEX
TO CURRENT REPORT ON FORM 8-K**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated May 21, 2015



HELPING THE WORLD
KEEP PROMISES.

Contact: J. Wes Frye
Senior Vice President, Finance and
Chief Financial Officer
(336) 822-5305

**OLD DOMINION FREIGHT LINE ANNOUNCES
SENIOR MANAGEMENT CHANGES**

***Greg C. Gantt Elected President of the Company
CEO David S. Congdon also Elected Vice Chairman of the Board
J. Wes Frye to Retire at the End of 2015
Adam N. Satterfield to Become Chief Financial Officer***

THOMASVILLE, N.C. (May 21, 2015)- Old Dominion Freight Line, Inc. (NASDAQ: ODFL) announced today that Greg C. Gantt, the Company's Executive Vice President and Chief Operating Officer, has been promoted to President and Chief Operating Officer. David S. Congdon will remain the Company's Chief Executive Officer and will assume the new responsibilities of Vice Chairman of the Board of Directors. J. Wes Frye, the Company's Senior Vice President - Finance and Chief Financial Officer, has announced his plans to retire from the Company effective December 31, 2015. Adam N. Satterfield, the Company's Vice President - Treasurer, will become the Company's Chief Financial Officer effective upon Mr. Frye's retirement.

David S. Congdon commented, "Old Dominion is quite fortunate to have someone of Greg's experience and expertise. Since joining the Company in 1994, he has assumed ever-increasing levels of responsibility for all aspects of our operations. Greg has played a critical leadership role in Old Dominion's growth from a small, regional LTL motor carrier to one of the five largest LTL companies in the United States. As the Company's newly-elected Vice Chairman of the Board and continuing CEO, I look forward to working with Greg and our Board of Directors as we continue to enhance the business model that is setting the standard for success in our industry. On behalf of our entire Old Dominion family, I congratulate Greg on his well-deserved promotion."

Mr. Congdon continued, "It would be hard to overstate the pivotal contributions that Wes Frye has made to Old Dominion in his 30 years as our CFO. Wes joined Old Dominion when our annual revenue was approximately \$90 million and our operating ratio was in the high 90% range. He was instrumental in the turnaround of our business, and in 1991 led the Company through its initial public offering. Since that

time, we have grown into one of the country's leading LTL companies with \$2.8 billion in revenue, an operating ratio of 84.2% and a market capitalization of over \$6 billion at the end of 2014. Our current financial condition has never been stronger. We thank Wes for his hard work in helping Old Dominion create an outstanding record of long-term growth and increased shareholder value, as well as for his dedication, his counsel and his integrity. Speaking for everyone at Old Dominion, we wish him well in the years ahead.

"Finally, we are very pleased to announce that Adam Satterfield will become the Company's CFO effective upon Wes's retirement. Adam has been working with Wes for more than 10 years in positions of increasing responsibility. Over the past several years, consistent with our long-term succession planning, Adam has had extensive exposure to the responsibilities that he will assume as our new CFO. He and Wes will continue to work closely together for the remainder of 2015 to help ensure a seamless transition at year-end. We have the utmost confidence in Adam's capabilities and look forward to continued financial success under his leadership."

Greg C. Gantt joined Old Dominion in 1994 and served as one of the Company's Regional Vice Presidents until 2002. In 2002, he was promoted to Senior Vice President - Operations, and in 2011 he was promoted to Executive Vice President and Chief Operating Officer. Prior to joining Old Dominion, Mr. Gantt served in many operational capacities with Carolina Freight Carriers Corporation, including Vice President of its Southern Region. Mr. Gantt received his undergraduate degree from Appalachian State University.

Adam N. Satterfield joined Old Dominion in 2004 as Manager of SEC Reporting. In 2007, he was promoted to Director of Finance and Accounting, and in 2011 he was promoted to Vice President - Treasurer. Prior to joining Old Dominion, he was an Audit Manager for KPMG, a global accounting firm. Mr. Satterfield, a CPA, received his undergraduate degree from North Carolina State University and a Masters degree in Accounting from The University of North Carolina at Greensboro.

Forward-Looking Statements

Forward-looking statements in this news release are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. We caution the reader that such forward-looking statements involve risks and uncertainties that could cause actual events and results to be materially different from those expressed or implied herein, including, but not limited to, the following: (1) the competitive environment with respect to industry capacity and pricing, including the use of fuel surcharges, such that our total overall pricing is sufficient to cover our operating expenses; (2) our ability to collect fuel surcharges and the effectiveness of those fuel surcharges in mitigating the impact of fluctuating prices for fuel and other petroleum-based products; (3) the negative impact of any unionization, or the passage of legislation or regulations that could facilitate unionization, of our employees; (4) the challenges associated with executing our growth strategy, including the inability to successfully consummate and integrate any acquisitions; (5) changes in our goals and strategies, which are subject to change at any time at our discretion; (6) various economic factors such as economic recessions and downturns in customers' business cycles and shipping requirements; (7) increases in driver compensation or difficulties attracting and retaining qualified drivers to meet freight demand; (8) our exposure to claims related to cargo loss and damage, property damage, personal injury, workers' compensation, group health and group dental, including increased premiums, adverse loss development, increased self-insured retention levels and claims in excess of insured coverage levels; (9) cost increases associated with employee benefits, including compliance obligations associated with the Patient Protection and Affordable Care Act; (10) the availability and cost of capital for our significant ongoing cash requirements; (11) the availability and cost of new equipment and replacement parts, including regulatory changes and supply constraints that could impact the cost of these assets; (12) decreases in demand

for, and the value of, used equipment; (13) the availability and cost of diesel fuel; (14) the costs and potential liabilities related to compliance with, or violations of, existing or future governmental laws and regulations, including environmental laws, engine emissions standards, hours-of-service for our drivers, driver fitness requirements and new safety standards for drivers and equipment; (15) the costs and potential liabilities related to litigation and governmental proceedings; (16) various risks arising from our international business operations and relationships; (17) the costs and potential adverse impact of compliance with, or violations of, current and future rules issued by the Department of Transportation, the Federal Motor Carrier Safety Administration, including its Compliance, Safety, Accountability initiative, and other regulatory agencies; (18) seasonal trends in the less-than-truckload industry, including harsh weather conditions; (19) our dependence on key employees; (20) the concentration of our stock ownership with the Congdon family; (21) the costs and potential adverse impact associated with future changes in accounting standards or practices; (22) potential costs associated with cyber incidents and other risks, including system failure, security breach, disruption by malware or other damage; (23) the impact of potential disruptions to our information technology systems or our service center network; (24) damage to our reputation from the misuse of social media; (25) dilution to existing shareholders caused by any issuance of additional equity; and (26) other risks and uncertainties described in our most recent Annual Report on Form 10-K and other filings with the Securities and Exchange Commission. Our forward-looking statements are based upon our beliefs and assumptions using information available at the time the statements are made. We caution the reader not to place undue reliance on our forward-looking statements (i) as these statements are neither a prediction nor a guarantee of future events or circumstances and (ii) the assumptions, beliefs, expectations and projections about future events may differ materially from actual results. We undertake no obligation to publicly update any forward-looking statement to reflect developments occurring after the statement is made, except as otherwise required by law.

Old Dominion Freight Line, Inc. is a leading, less-than-truckload (“LTL”), union-free motor carrier providing regional, inter-regional and national LTL services, which include ground and air expedited transportation and consumer household pickup and delivery through a single integrated organization. In addition to its core LTL services, the Company offers a broad range of value-added services including international freight forwarding, container drayage, truckload brokerage, supply chain consulting and warehousing.

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