

**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): **May 19, 2016**

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.

On May 19, 2016, at the annual meeting of shareholders (the “Annual Meeting”) of Old Dominion Freight Line, Inc. (the “Company”), the Company’s shareholders approved the Old Dominion Freight Line, Inc. 2016 Stock Incentive Plan (the “Plan”). The Plan, under which awards can be granted until May 18, 2026 or the Plan’s earlier termination, provides for the grant of incentive stock options, nonqualified stock options, stock appreciation rights (“SARs”), restricted awards in the form of restricted stock awards, restricted stock units and deferred stock units, performance awards in the form of performance shares and performance units, phantom stock awards and other stock-based awards or dividend equivalent awards to selected employees, including the Company’s named executive officers, and non-employee directors of the Company and its affiliates.

The maximum number of shares of common stock that the Company may issue or deliver pursuant to awards granted under the Plan is 2,000,000 shares. Of this number, the maximum number of shares of common stock that the Company may issue pursuant to incentive stock options under the Plan is 2,000,000 shares. In addition to the share limitations described above, the Plan includes limits on the amounts of participant awards. Specifically, no participant may be granted in any 12-month period: (i) stock options and SARs that are not related to an option for more than 500,000 shares of common stock (or the equivalent value of such common stock based on the fair market value per share of the common stock on the date of grant of an award); or (ii) awards other than options or SARs for more than 500,000 shares of common stock (or the equivalent value of such common stock based on the fair market value per share of the common stock on the date of grant of an award). The participant award limitations and the terms of awards are subject to adjustment in the capital structure of the Company or as otherwise provided in the Plan.

The foregoing summary description of the Plan is qualified in its entirety by reference to the actual terms of the Plan, which is incorporated herein by reference as Exhibit 10.23. For additional information regarding the Plan, please refer to “Proposal 3 – Approval of the Old Dominion Freight Line, Inc. 2016 Stock Incentive Plan” on pages 47-58 of the Company’s 2016 definitive proxy statement (the “Proxy Statement”), as filed with the Securities and Exchange Commission on April 19, 2016, which is incorporated herein by reference as Exhibit 10.24.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Annual Meeting was held on May 19, 2016. The following matters, which are described in more detail in the Proxy Statement, were voted upon and approved by the Company’s shareholders at the Annual Meeting.

Proposal 1 – Election of Nine Directors

Each of the following individuals were elected by the shareholders to serve as directors for one-year terms and until their respective successors have been elected and qualified or until their death, resignation, removal or disqualification or until there is a decrease in the number of directors, and received the number of votes set opposite their respective names:

Nominee	For	Withheld	Broker Non-Votes
Earl E. Congdon	77,112,027	2,738,239	1,706,742
David S. Congdon	79,360,859	489,407	1,706,742
John R. Congdon, Jr.	78,076,084	1,774,182	1,706,742
Robert G. Culp, III	75,352,836	4,497,430	1,706,742
Bradley R. Gabosch	79,373,099	477,167	1,706,742
Patrick D. Hanley	79,371,618	478,648	1,706,742
John D. Kasarda	79,110,672	739,594	1,706,742
Leo H. Suggs	75,402,900	4,447,366	1,706,742
D. Michael Wray	75,486,429	4,363,837	1,706,742

Proposal 2 – Approval, on an Advisory Basis, of the Compensation of our Named Executive Officers

The compensation of the Company's named executive officers was approved, on an advisory basis, by the shareholders based on the following vote:

For	Against	Abstain	Broker Non-Votes
58,131,160	21,597,370	121,736	1,706,742

Proposal 3 – Approval of the Old Dominion Freight Line, Inc. 2016 Stock Incentive Plan

The Plan was approved by the shareholders based on the following vote:

For	Against	Abstain	Broker Non-Votes
76,416,949	3,403,012	30,305	1,706,742

Proposal 4 – Ratification of the Appointment of our Independent Registered Public Accounting Firm

The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016 was approved by the shareholders based on the following vote:

For	Against	Abstain
81,098,592	334,377	124,039

Item 8.01. Other Events.

On May 23, 2016, the Company issued a press release announcing a new authorization to repurchase up to \$250 million of the Company's outstanding shares of common stock. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

10.23	Old Dominion Freight Line, Inc. 2016 Stock Incentive Plan, incorporated herein by reference to Exhibit 99 to the Registration Statement on Form S-8 (File No. 333-211464) filed on May 19, 2016*
10.24	Definitive Proxy Statement, filed on Schedule 14A with the Securities and Exchange Commission on April 19, 2016 and incorporated herein by reference.
99.1	Press Release dated May 23, 2016

* Executive compensation plan or agreement

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 23,
2016

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

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KEEP PROMISES.

Contact: Adam N. Satterfield
Senior Vice President, Finance and
Chief Financial Officer
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**OLD DOMINION FREIGHT LINE ANNOUNCES NEW
\$250 MILLION STOCK REPURCHASE PROGRAM**

THOMASVILLE, N.C. – (May 23, 2016) – Old Dominion Freight Line, Inc. (NASDAQ: ODFL) today announced that its Board of Directors has approved a new two-year stock repurchase program authorizing Old Dominion to repurchase up to \$250 million of its outstanding common stock.

Old Dominion’s total outstanding stock repurchase authority is now approximately \$262 million. This total includes approximately \$12 million remaining under the previously authorized repurchase program announced on November 10, 2014, which the Company intends to complete before it commences the new repurchase program.

David S. Congdon, Vice Chairman and Chief Executive Officer of Old Dominion, commented, “We are pleased with the Board’s authorization of this new stock repurchase program, which reflects our confidence in Old Dominion’s financial stability and focus on improving long-term shareholder value. While we remain committed to investing in the strategic growth of our business, this new program reflects our strong financial position and substantial cash flow, which provides the flexibility for us to continue to return capital to our shareholders.”

Under the new repurchase program, Old Dominion may repurchase shares from time to time in the open-market or through privately negotiated transactions. The extent to which Old Dominion repurchases its shares and the timing of such repurchases will depend upon market conditions and other corporate considerations, as determined by Old Dominion’s management team. The new repurchase program does not obligate Old Dominion to repurchase any number of shares and may be suspended or discontinued at any time.

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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 diesel 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 various legal proceedings and claims that have arisen in the ordinary course of our business, some of which include class-action allegations; (16) the costs and potential liabilities related to governmental proceedings; (17) the costs and potential liabilities related to our international business operations and relationships; (18) 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; (19) seasonal trends in the less-than-truckload industry, including harsh weather conditions; (20) our dependence on key employees; (21) the concentration of our stock ownership with the Congdon family; (22) the costs and potential adverse impact associated with future changes in accounting standards or practices; (23) potential costs associated with cyber incidents and other risks, including system failure, security breach, disruption by malware or other damage; (24) the impact of potential disruptions to our information technology systems or our service center network; (25) damage to our reputation from the misuse of social media; (26) the costs and potential adverse impact of compliance

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with anti-terrorism measures on our business; (27) dilution to existing shareholders caused by any issuance of additional equity; and (28) 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.

About Old Dominion

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 container drayage, truckload brokerage, supply chain consulting and warehousing.

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