

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **April 30, 2018**

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**OLD DOMINION FREIGHT LINE, INC.**

(Exact name of registrant as specified in its charter)

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**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)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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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 April 30, 2018, Old Dominion Freight Line, Inc. (the “Company”) announced the appointment of Kevin M. “Marty” Freeman, currently the Company’s Senior Vice President - Sales, to serve as the Company’s Executive Vice President and Chief Operating Officer, effective as of May 16, 2018.

Mr. Freeman, age 59, has served as the Company’s Senior Vice President - Sales since January 2011, after having served as the Company’s Vice President of Field Sales since May 1997. Mr. Freeman has assumed ever-increasing management roles and responsibilities in customer relations, sales and operations since joining the Company in February 1992. There are no arrangements or understandings between Mr. Freeman and any other person pursuant to which he was selected as an officer. Mr. Freeman 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. Freeman has a material interest requiring disclosure under Item 404(a) of Regulation S-K. Effective June 1, 2018, his annual base salary will be \$385,000 and his participation factor in the Company’s Performance Incentive Plan will be 0.30%. He will continue to be eligible to receive an annual restricted stock award, determined in the same manner as any such awards that are granted to the Company’s other officers, under the Company’s 2016 Stock Incentive Plan.

Except as otherwise set forth above, Mr. Freeman shall continue to receive the benefits historically provided to him, shall continue to participate in the benefit plans generally available to other Company officers, and shall be eligible for any and all additional benefits made available to Company officers generally.

**Item 8.01 Other Events.**

A copy of the press release issued by the Company, dated April 30, 2018, announcing Mr. Freeman’s promotion is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<u>No.</u>	<u>Description</u>
<a href="#">99.1</a>	Press Release dated April 30, 2018

**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/ KIMBERLY S. MAREADY  
Kimberly S. Maready  
Vice President – Accounting and Finance  
(Principal Accounting Officer)

Date: April 30, 2018

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

**Exhibit**

**No.**      **Description**

[99.1](#)      Press Release dated April 30, 2018



HELPING THE WORLD  
KEEP PROMISES.

Contact: Adam N. Satterfield  
Senior Vice President - Finance and  
Chief Financial Officer  
(336) 822-5721

**OLD DOMINION FREIGHT LINE PROMOTES KEVIN M. FREEMAN TO EXECUTIVE VICE PRESIDENT AND CHIEF OPERATING OFFICER**

**THOMASVILLE, N.C. (April 30, 2018)**- Old Dominion Freight Line, Inc. (Nasdaq: ODFL) today announced that it has appointed Kevin M. “Marty” Freeman, currently the Company’s Senior Vice President - Sales, to serve as the Company’s Executive Vice President and Chief Operating Officer, effective May 16, 2018.

Mr. Freeman has served in his current role since 2011 and has assumed ever-increasing roles and responsibilities in customer relations, sales and operations since joining the Company in 1992. He brings 39 years of transportation industry experience to his new position, which includes responsibility for the Company’s Operations, Sales, Human Resources and Customer Service functions.

Greg C. Gantt, the Company’s President and Chief Operating Officer, said, “I am pleased to announce Marty’s promotion, which will be effective upon my previously announced transition to the combined role of President and Chief Executive Officer. Marty has played a significant part in shaping Old Dominion into the industry-leading company it is today. We are fortunate to have such a strong and vibrant leader who is deeply committed to our history and culture, while also focusing on our strategic opportunities and goals. He has consistently demonstrated his passion and dedication to our Company, and his promotion will provide him with an even greater opportunity to further enhance Old Dominion’s performance. We will all benefit from Marty’s leadership and continued commitment to our long-term success.”

Mr. Freeman said, “I am honored to accept this new role and look forward to working with Greg, our Board of Directors and our entire OD Family of employees as we continue to grow our great Company. I am excited about this opportunity, and I promise that we will not waver from our commitment to providing on-time and claims-free service to our customers. I am proud to be a part of Old Dominion and look forward to our future accomplishments.”

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, which could negatively impact our total overall pricing strategy and our ability to cover our operating expenses; (2) our ability to collect fuel

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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 our ability 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 recessions, downturns in the economy, global uncertainty and instability, changes in U.S. social, political, and regulatory conditions or a disruption of financial markets, which may decrease demand for our services; (7) the impact of changes in tax laws, rates, guidance and interpretations, including those related to certain provisions of the Tax Cuts and Jobs Act; (8) increases in driver and maintenance technician compensation or difficulties attracting and retaining qualified drivers and maintenance technicians to meet freight demand; (9) 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; (10) cost increases associated with employee benefits, including costs associated with employee healthcare plans; (11) the availability and cost of capital for our significant ongoing cash requirements; (12) the availability and cost of new equipment and replacement parts, including regulatory changes and supply constraints that could impact the cost of these assets; (13) decreases in demand for, and the value of, used equipment; (14) the availability and cost of diesel fuel; (15) 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; (16) 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; (17) the costs and potential liabilities related to governmental proceedings, inquiries, notices or investigations; (18) the costs and potential liabilities related to our international business relationships; (19) 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 (the "FMCSA") and other regulatory agencies; (20) the costs and potential adverse impact of compliance associated with addressing interoperability between legacy electronic automatic on-board recording devices and electronic logging devices ("ELDs") that comply with FMCSA's ELD regulations and guidance; (21) seasonal trends in the less-than-truckload industry, including harsh weather conditions and disasters; (22) our dependence on key employees; (23) the concentration of our stock ownership with the Congdon family; (24) the costs and potential adverse impact associated with future changes in accounting standards or practices; (25) potential costs associated with cyber incidents and other risks, including system failure, security breach, disruption by malware or other damage; (26) failure to keep pace with developments in technology, any disruption to our technology infrastructure, or failures of essential services upon which our technology platforms rely, which could cause us to incur costs or result in a loss of business; (27) the costs and potential adverse impact associated with transitional challenges in upgrading or enhancing our technology systems; (28) damage to our reputation through unfavorable publicity; (29) the costs and potential adverse impact of compliance with anti-terrorism measures on our business; (30) dilution to existing shareholders caused by any issuance of additional equity; (31) the impact of a quarterly cash dividend or the failure to declare future cash dividends; (32) fluctuations in the market value of our common stock; (33) the impact of certain provisions in our articles of incorporation, bylaws, and Virginia law that could discourage, delay or prevent a change in control of us or a change in our management; and (34) other risks and uncertainties described in our most recent Annual Report on Form 10-K and other filings with the SEC. 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 as (i) 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.

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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 range of value-added services including container drayage, truckload brokerage, supply chain consulting and warehousing.

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