

QUALITY DISTRIBUTION INC
Form SC 13G
February 02, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. ____)*

QUALITY DISTRIBUTION INC.

(Name of Issuer)

Common Stock

(Title of Class Securities)

74756M102

(CUSIP Number)

January 22, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:**

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosure provided in a prior cover page.

** Moab Capital Partners, LLC and Michael M. Rothenberg are filing this Schedule 13G pursuant to Rule 13d-1(b). Moab Partners, L.P. is filing this Schedule 13G pursuant to Rule 13d-1(c).

The information required in 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).

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Name of Reporting Persons.

I.R.S. Identification Nos. of
above persons (entities only).

1 **Moab Capital Partners, LLC**

20-4093001

Check the Appropriate Box if
a Member of a Group (See
Instructions)

2 (a)

(b)

SEC Use Only

3
Citizenship or Place of
Organization

4
Delaware

Sole Voting Power

5

1,509,123

6 Shared Voting Power

**number of
shares
beneficially 0
owned by
each
reporting
person with**

Sole Dispositive Power

7

1,509,123

8 Shared Dispositive Power

0

Aggregate Amount
Beneficially Owned by Each
Reporting Person

9

1,509,123

Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions)

10

Percent of Class Represented
by Amount in Row (9)

11

5.37%

12 Type of Reporting Person (See
Instructions)

IA

CUSIP No. 74756M102

Name of Reporting Persons.

I.R.S. Identification Nos. of
above persons (entities only).

1 Moab Partners, L.P.

20-4092810

Check the Appropriate Box if
a Member of a Group (See
Instructions)

2 (a)

(b)

SEC Use Only

3 Citizenship or Place of
Organization

4 **Delaware**

Sole Voting Power

5

1,410,859

6 Shared Voting Power

number of 0
shares
beneficially
owned by Sole Dispositive Power
each
reporting 7
person with
1,410,859

8 Shared Dispositive Power

0

9 Aggregate Amount
Beneficially Owned by Each
Reporting Person

1,410,859

10 Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions)

11 Percent of Class Represented
by Amount in Row (9)

5.02%

12 Type of Reporting Person (See
Instructions)

PN

Name of Reporting Persons.

I.R.S. Identification Nos. of
above persons (entities only).

1 Michael M. Rothenberg

Check the Appropriate Box if
a Member of a Group (See
Instructions)

2 (a)

(b)

SEC Use Only

3 Citizenship or Place of
Organization

4 **United States of America**

Sole Voting Power

5

1,509,123

6 Shared Voting Power

**number of
shares
beneficially 0
owned by
each**

reporting Sole Dispositive Power

person with

7

1,509,123

8 Shared Dispositive Power

0

Aggregate Amount
Beneficially Owned by Each
Reporting Person

9

1,509,123

Check if the Aggregate
Amount in Row (9) Excludes
Certain Shares (See
Instructions)

10

Percent of Class Represented
by Amount in Row (9)

11

5.37%

12 Type of Reporting Person (See
Instructions)

IN, HC

Item 1. (a) Name of Issuer
Quality
Distribution Inc.

(b) Address of Issuer's
Principal
Executive Offices
4041 Park Oaks
Boulevard, Suite
200
Tampa, Florida
33610

Item 2. (a) Name of Person
Filing
This Schedule
13G is being filed
on behalf of Moab
Capital Partners,
LLC ("Moab LLC");
Moab Partners,
L.P. ("Moab LP");
and Mr. Michael
M. Rothenberg
(each, a "Reporting
Person").

(b) Address of
Principal Business
office or, if None,
Residence
For each
Reporting Person,
15 East 62nd Street
New York, New
York 10065

(c) Citizenship
Moab LLC is a
Delaware limited
liability company
Moab LP is a
Delaware limited
partnership
Mr. Rothenberg is
a United States
citizen

(d) Title of Class of
Securities
Common Stock

(e) CUSIP Number
74756M102

Item 3. If this statement is filed
pursuant to §§
240.13d-1(b), or
240.13d-2(b) or (c),
check whether the
person filing is a:

(a) Broker or
dealer
registered
under
section 15
of the Act
(15 U.S.C.
78c).

(b) Bank as
defined in
section
3(a)(6) of
the Act
(15 U.S.C.
78c).

- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).*
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(ii)(F).
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).**
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group in accordance with § 240.13d-1(b)(ii)(J).

* Moab LLC is an investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).

** Mr. Rothenberg is a control person of Moab LLC in accordance with §240.13d-1(b)(1)(ii)(G).

Item 4. Ownership

For each Mr. Rothenberg and Moab LLC:

- (a) Amount beneficially owned: 1,509,123
- (b) Percent of class: 5.37%*
- (c) Number of shares to which the Mr. Rothenberg and Moab LLC have:

- (i) Sole power to vote or to direct the vote: 1,509,123
- (ii) Shared power to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 1,509,123
- (iv) Shared power to dispose or to direct the disposition of: 0

For Moab LP:

- (a) Amount beneficially owned: 1,410,859
- (b) Percent of class: 5.02%*
- (c) Number of shares to which the Moab LP has:

- (i) Sole power to vote or to direct the vote: 1,410,859
- (ii) Shared power to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 1,410,859
- (iv) Shared power to dispose or to direct the disposition of: 0

* The Company's quarterly report filed on November 6, 2014 indicated that the total number of shares of Common Stock outstanding was 28,059,053 as of November 3, 2014.

The reported shares of the issuer's Common Stock (the "Shares") are owned directly by Moab LP and a separate account managed by Moab LLC on a discretionary basis. Moab LLC, in its capacity as investment adviser to Moab LP and the separate account, may be deemed to be the beneficial owner of the Shares, as in its capacity as investment adviser it has the power to dispose of, direct the disposition of, and vote the Shares.

Michael M. Rothenberg is an owner and a Managing Member of Moab LLC. As a control person of Moab LLC, Mr. Rothenberg may be deemed to beneficially own the Shares. Pursuant to Rule 13d-4, Michael M. Rothenberg and Moab LLC each disclaim beneficial ownership of the securities owned by Moab LP and the separate account.

Item
5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class securities, check the following

Item
6. Ownership of More than Five Percent on Behalf of Another Person.

See Item 4 above.

Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the

7. Parent Holding Company.

N/A

Item Identification and Classification of Members of the Group.

8.

N/A

Item Notice of Dissolution of Group.

9.

N/A

Item Certification:

10.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose or with the effect of changing or influencing the control of the issuer and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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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.

Date: January 29, 2015

Moab Partners, L.P.

By: Moab GP, LLC,
its General Partner

By: Moab Capital Partners, LLC,
its Managing Member

By: /s/ Michael M. Rothenberg
Michael M. Rothenberg, Managing Director

Moab Capital Partners, LLC

By: /s/ Michael M. Rothenberg
Michael M. Rothenberg, Managing Director

/s/ Michael M. Rothenberg

Michael M. Rothenberg

Exhibit A

Joint Filing Agreement Pursuant to Rule 13d-1

This agreement is made pursuant to Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934, as amended (the “Act”) by and among the parties listed below, each referenced to herein as a “Joint Filer.” The Joint Filers agree that a statement of beneficial ownership as required by Sections 13(g) or 13(d) of the Act and the Rules thereunder may be filed on each of their behalf on Schedule 13G or Schedule 13D, as appropriate, and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1.

Date: January 29, 2015

Moab Partners, L.P.

By: Moab GP, LLC,
its General Partner

By: Moab Capital Partners, LLC,
its Managing Member

By: /s/ Michael M. Rothenberg
Michael M. Rothenberg, Managing Director

Moab Capital Partners, LLC

By: /s/ Michael M. Rothenberg
Michael M. Rothenberg, Managing Director

/s/ Michael M. Rothenberg

Michael M. Rothenberg