

WERNER ENTERPRISES INC  
Form 8-K  
September 02, 2015

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):  
August 27, 2015

WERNER ENTERPRISES, INC.  
(Exact name of registrant as specified in its charter)

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|---|--|---|
| NEBRASKA<br>(State or other jurisdiction of<br>incorporation or organization) | 0-14690<br>(Commission File<br>Number) | 47-0648386<br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

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|---|------------------------------|
| 14507 FRONTIER ROAD<br>POST OFFICE BOX 45308<br>OMAHA, NEBRASKA<br>(Address of principal executive offices) | 68145-0308<br><br>(Zip Code) |
|---|------------------------------|

Registrant's telephone number, including area code: (402) 895-6640

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 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On August 27, 2015, and effective as of that date, the Board of Directors (the “Board”) of Werner Enterprises, Inc. adopted Revised and Restated By-Laws (the “By-Laws”), replacing the former Revised and Restated By-Laws in their entirety. The amendments include the following:

• Article II, Section 3 was amended so that the term of a director elected to fill a vacancy expires at the next election of shareholders.

• Article II, Section 11 was amended to clarify the types of compensation that directors may receive.

• Article III, Section 1 was amended to clarify that the Board of Directors shall determine whether or not the positions of Chairman and Vice Chairman are executive officers of the corporation.

• Article III, Section 7 was amended and Section 8 was added to separate the offices of Chief Executive Officer and President.

The foregoing description of the amendments to the By-Laws is qualified in its entirety by reference to the full text of the By-Laws, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

3.1 Revised and Restated By-Laws of Werner Enterprises, Inc.

SIGNATURES

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.

WERNER ENTERPRISES, INC.

Date: September 2, 2015

By: /s/ John J. Steele  
John J. Steele  
Executive Vice President, Treasurer and  
Chief Financial Officer

Date: September 2, 2015

By: /s/ James L. Johnson  
James L. Johnson  
Executive Vice President, Chief Accounting  
Officer and Corporate Secretary