

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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**WERNER ENTERPRISES INC**

CIK:[793074](#) | IRS No.: [470648386](#) | State of Incorporation: **NE** | Fiscal Year End: **1231**  
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SIC: **4213** Trucking (no local)

Mailing Address  
*P.O. BOX 45308*  
*OMAHA NE 68145*

Business Address  
*14507 FRONTIER ROAD*  
*OMAHA NE 68138*  
*4028956640*

**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 10, 2016**

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

**NEBRASKA**  
(State or other jurisdiction of  
incorporation or organization)  
  
**14507 FRONTIER ROAD  
POST OFFICE BOX 45308  
OMAHA, NEBRASKA**  
(Address of principal executive offices)

**0-14690**  
(Commission File  
Number)

**47-0648386**  
(I.R.S. Employer  
Identification No.)

**68145-0308**  
(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))

**ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

**Departure of Directors or Certain Officers**

On May 10, 2016, Clarence L. Werner stepped down as the Chief Executive Officer of Werner Enterprises, Inc. (the “Company”), effective May 10, 2016. Mr. Werner will continue to serve as Executive Chairman of the Company.

**Appointment of Certain Officers**

On May 10, 2016, the Board of Directors (the “Board”) promoted Derek J. Leathers, 46, to President and Chief Executive Officer and promoted H. Marty Nordlund, 54, to Senior Executive Vice President and Chief Operating Officer. These changes became effective on May 10, 2016. Officers of the Company hold their respective offices until he or she resigns such office, is removed by the Board or is no longer able to serve as such due to his or her death or incapacity.

Mr. Leathers most recently served as our President and Chief Operating Officer. He joined the Company in 1999 as the Managing Director-Mexico Division. During his tenure with us, he has served in the following positions: (i) Vice President-Mexico Division in 2000; (ii) Vice President-International in 2001; (iii) Senior Vice President-International in April 2003; (iv) Senior Vice President-Van Division and International in July 2003; (v) Executive Vice President-Van Division and International in 2004; and (vi) Senior Executive Vice President and President of Werner Global Logistics in 2006. The Board then appointed Mr. Leathers our Chief Operating Officer in May 2008 and President in May 2011. Prior to joining the Company, Mr. Leathers was Vice President of Mexico Operations for two years at Schneider National, a large truckload carrier, and he held various other management positions during his eight-year career at Schneider National.

Mr. Nordlund most recently served as Senior Executive Vice President of Specialized Services. He joined the Company in 1994 as an account executive. He then received the following promotions within the Company: (i) Director of Dedicated Fleet Services in 1995; (ii) Senior Director of Dedicated Fleet Services in 1997; (iii) Vice President-Dedicated Fleet Services in 1998; (iv) Vice President-Specialized Services in 2001; (v) Senior Vice President-Specialized Services in 2003; and (vi) Executive Vice President-Specialized Services in 2005. In 2006, Mr. Nordlund was named Senior Executive Vice President-Specialized Services. Before joining the Company, Mr. Nordlund held various management positions with Crete Carrier Corporation, a large privately held truckload carrier.

There are no arrangements or understandings between either Mr. Leathers or Mr. Nordlund and any other persons pursuant to which either individual was selected as an officer. There are no family relationships between either Mr. Leathers or Mr. Nordlund and any director or other executive officer. Neither Mr. Leathers nor Mr. Nordlund have had an interest in any transaction since the beginning of the Company’s last fiscal year, or any currently proposed transaction, that requires disclosure pursuant to Item 404(a) of Regulation S-K.

Mr. Leathers and Mr. Nordlund do not have written employment agreements with the Company and have not entered into or materially amended any plan, contract or arrangement with the Company in connection with their respective appointments.



## **Election of Directors**

On May 10, 2016, the Nominating and Corporate Governance Committee nominated Gerald H. Timmerman as a director candidate to fill a directorship vacancy. In accordance with the By-Laws of the Company, the Board then voted to appoint Mr. Timmerman as a member of the Company's Board effective May 10, 2016. Mr. Timmerman will receive the same compensation package as received by other non-employee members of the Board. This package provides for an annual retainer (paid in quarterly installments) of \$15,000 per year for service on the Board and a fee of \$2,000 per meeting for each Board meeting and for each committee meeting not held on the same day as a Board meeting. Non-employee directors are also eligible to receive equity awards. Mr. Timmerman previously served as a director of the Company from 1988 to 2011. There are no arrangements or understandings between Mr. Timmerman and any other persons pursuant to which Mr. Timmerman was selected as a director. Mr. Timmerman has not had an interest in any transaction since the beginning of the Company's last fiscal year, or any currently proposed transaction, that requires disclosure pursuant to Item 404(a) of Regulation S-K.

A copy of the press release issued in connection with these matters is furnished as Exhibit 99.1 to this Form 8-K.

## **ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

### (d) Exhibits.

99.1	Press release issued by the registrant on May 10, 2016, "Werner Enterprises Announces Planned Transitions in Executive Management and Board of Director Appointment".
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## 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: May 10, 2016

By: /s/ John J. Steele

John J. Steele

Executive Vice President, Treasurer and  
Chief Financial Officer

Date: May 10, 2016

By: /s/ James L. Johnson

James L. Johnson

Executive Vice President, Chief Accounting  
Officer and Corporate Secretary



Werner Enterprises, Inc.  
14507 Frontier Road  
P. O. Box 45308  
Omaha, NE 68145

Contact: John J. Steele  
Executive Vice President, Treasurer  
and Chief Financial Officer  
(402) 894-3036

**FOR IMMEDIATE RELEASE**

**WERNER ENTERPRISES ANNOUNCES PLANNED TRANSITIONS IN  
EXECUTIVE MANAGEMENT AND BOARD OF DIRECTOR APPOINTMENT**

OMAHA, NEBRASKA, May 10, 2016 - Werner Enterprises, Inc. (NASDAQ: WERN), one of the nation's largest transportation and logistics companies, announced today that the Company's Board of Directors approved the following planned transitions in executive management and a board of director appointment that became effective today.

Clarence L. Werner, 78, the Company's founder and first driver, is stepping down from the position of Chief Executive Officer as part of the planned management transition announced in August 2015 and will remain as Executive Chairman of the Company.

Derek J. Leathers, 46, was promoted to President and Chief Executive Officer. Mr. Leathers was previously President and Chief Operating Officer. Mr. Leathers has 25 years of experience in the transportation and logistics industry and over 17 years of leadership experience with Werner Enterprises. Throughout his Werner career, Mr. Leathers has held integral executive management roles leading multiple organizational service offerings, including the establishment and development of Werner's Mexico cross-border operations when he joined the Company in 1999, leadership oversight of the asset-based trucking businesses and development of Werner's brokerage, freight management, intermodal and global logistics business units. Mr. Leathers previously became President of Werner Enterprises in 2011. Mr. Leathers holds an Economics degree from Princeton University.

H. Marty Nordlund, 54, was promoted to Senior Executive Vice President and Chief Operating Officer. Mr. Nordlund was previously Senior Executive Vice President of Specialized Services. In his new role, Mr. Nordlund will have executive operating responsibility for the Company's trucking and logistics business units. Mr. Nordlund has 32 years of truckload industry experience, including over 21 years in positions of increasing responsibilities at Werner. Mr. Nordlund joined Werner in 1994 as an account executive. Mr. Nordlund led our very successful Specialized Services unit with over 3,700 trucks for the last 20 years. Mr. Nordlund is a graduate of University of Nebraska - Kearney.

Jim S. Schelble, 55, was promoted to Executive Vice President and Chief Administrative Officer. Mr. Schelble was previously Executive Vice President of Marketing and Driver Resources. In his new role, Mr. Schelble will lead Driver Recruiting, our Driver School network, Safety, Human Resources, Pricing and Corporate Communications. Mr. Schelble joined Werner in 1998 as manager of New Business Development and subsequently assumed increasing responsibilities in the areas of Sales and Marketing. Mr. Schelble became Executive Vice President of Marketing in 2005 and added responsibility for Driver Recruiting in 2015. Mr. Schelble has over 30 years of trucking industry experience, including over 17 years at Werner, and he o





obtained his undergraduate degree from St. Johns University in Minnesota and his MBA from Drake University.

Gerald H. Timmerman, 76, was elected as a Company director to fill an open position. Mr. Timmerman was previously a director of the Company from 1988 to 2011. Since 1969, Mr. Timmerman has been and currently serves as President of Timmerman & Sons Feeding Co., Inc. He has also served as the President of Timmerman Feeding Corporation since 1965. Timmerman & Sons Feeding Co., Inc. and Timmerman Feeding Corporation, both of which are based in Springfield, Nebraska, are cattle feeding, ranching and beef production enterprises with operations in several Midwestern states. Mr. Timmerman is also a partner in several other privately held entities that engage in integrated agricultural business operations. Mr. Timmerman is also active in and serves on the board of directors of several civic organizations. As a result of these and other professional experiences, Mr. Timmerman brings to our Board substantial business experience, financial acumen and outside board experience that contributes to the Board's collective qualifications, skills and experience.

Werner Enterprises, Inc. was founded in 1956 and is a premier transportation and logistics company, with coverage throughout North America, Asia, Europe, South America, Africa and Australia. Werner maintains its global headquarters in Omaha, Nebraska and maintains offices in the United States, Canada, Mexico, China and Australia. Werner is among the five largest truckload carriers in the United States, with a diversified portfolio of transportation services that includes dedicated van, temperature-controlled and flatbed; medium-to-long-haul, regional and local van; and expedited services. Werner's Value Added Services portfolio includes freight management, truck brokerage, intermodal, and international services. International services are provided through Werner's domestic and global subsidiary companies and include ocean, air and ground transportation; freight forwarding; and customs brokerage.

Werner Enterprises, Inc.'s common stock trades on The NASDAQ Global Select Market<sup>SM</sup> under the symbol "WERN". For further information about Werner, visit the Company's website at [www.werner.com](http://www.werner.com).