

SECURITIES AND EXCHANGE COMMISSION

FORM SC 13D/A

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities [amend]

Filing Date: **2013-01-23**
SEC Accession No. 0001193125-13-020847
(FILING DELETED)

(HTML Version on secdatabase.com)

FILED BY

TRANSFORCE INC

CIK:**1076530** | IRS No.: **000000000** | State of Incorpor.:**A8**
Type: **SC 13D/A**

Business Address
*5510 CHEROKEE AVE
SUITE 260
ALEXANDRIA VA 22312*

SUBJECT COMPANY

VITRAN CORP INC

CIK:**946823** | IRS No.: **000000000** | State of Incorpor.:**A6** | Fiscal Year End: **1231**
Type: **SC 13D/A** | Act: **34** | File No.: **005-52463** | Film No.: **13543354**
SIC: **4731** Arrangement of transportation of freight & cargo

Mailing Address
*185 THE WEST MALL
SUITE 701
TORONTO A6 M9C 5L5*

Business Address
*185 THE WEST MALL
SUITE 701
TORONTO A6 M9C 5L5
416-596-7664*

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

SCHEDULE 13D

**Information To Be Included in Statements Filed Pursuant to § 240.13d-1(a) and
Amendments Thereto Filed Pursuant to § 240.13d-2(a)*
(Amendment No. 1)**

VITRAN CORPORATION INC.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

92850E107

(CUSIP Number)

**Howard A. Kenny
Morgan, Lewis & Bockius LLP
101 Park Avenue
New York, NY 10178
(212) 309-6843**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 17, 2013

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because off §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

1	NAME OF REPORTING PERSONS TRANSFORCE INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS* BK	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CANADA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,286,778
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,286,778
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,286,778	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.85%(1)	
14	TYPE OF REPORTING PERSON* CO	

- (1) The percentage owned is based on 16,399,241 shares of common stock outstanding as of October 24, 2012, as reported by the Issuer in its Form 10-Q filed with the Commission on November 5, 2012.

1	NAME OF REPORTING PERSONS TFI HOLDINGS INC.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS* AF	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CANADA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 0
	8	SHARED VOTING POWER 1,286,778
	9	SOLE DISPOSITIVE POWER 0
	10	SHARED DISPOSITIVE POWER 1,286,778
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,286,778	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.85%(1)	
14	TYPE OF REPORTING PERSON* CO	

- (1) The percentage owned is based on 16,399,241 shares of common stock outstanding as of October 24, 2012, as reported by the Issuer in its Form 10-Q filed with the Commission on November 5, 2012.

Item 1. Security and Issuer

Item 1 is hereby amended and restated in its entirety as follows:

This statement on Schedule 13D originally filed on December 31, 2012, as amended by Amendment No. 1 filed on January 23, 2013 (as so amended, the "Schedule 13D"), is being filed by the undersigned with respect to common stock, without par value (the "Common Stock"), of Vitran Corporation Inc., an Ontario, Canada corporation (the "Issuer"). The Issuer's principal executive office is located at 185 The West Mall, Suite 701, Toronto, Ontario, Canada, M9C 5L5.

Item 2. Identity and Background

Item 2 is hereby amended and restated in its entirety as follows:

(a-f) This Schedule 13D is being filed by TransForce Inc. ("TransForce"), a Canada public company and TFI Holdings Inc. ("TFI"), a Canada company and a direct wholly-owned subsidiary of TransForce. TransForce's and TFI's principal place of business 8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6. TransForce is a leader in the transportation and logistics industry operating across Canada and the United States.

TFI holds of record all 1,286,778 shares of the Common Stock. Due to TransForce's ownership of 100% of TFI, TransForce may be deemed to beneficially own all shares of the Common Stock held by TFI.

During the last five years, neither TFI nor TransForce has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

During the last five years, neither TFI nor TransForce has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and was not and is not as a result of any such proceeding subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Current information concerning the identity and background of each of the directors and executive officers of TFI and TransForce is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2. To the best of each of TFI and TransForce's knowledge, during the past five years, none of the directors and executive officers identified on Annex A hereto has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and restated in its entirety as follows:

TransForce, through its direct wholly-owned subsidiary, TFI, acquired an aggregate of 1,286,778 shares of Common Stock in open market purchases on the Toronto Stock Exchange for an aggregate purchase price of C\$6,252,368.53 on the dates, in the amounts and at the purchase price per share set forth below:

Date	Number of Shares	Purchase Price per Share
December 17, 2012	250,900	C\$4.5999
December 19, 2012	451,000	C\$4.6000
December 20, 2012	311,700	C\$4.5998
January 17, 2013	273,178	C\$5.8200

The purchase of shares of the Common Stock was funded through borrowings under TransForce' s general C\$800 million credit facility with a bank syndicate of 14 lenders led by National Bank Financial as Sole Bookrunner and Co-Lead Arranger, RBC Capital Markets and Bank of America Merrill Lynch in their capacity as co-lead arrangers and National Bank of Canada acting as Administrative Agent.

Item 4. Purposes of Transactions

Item 4 is hereby amended and restated in its entirety as follows:

The information contained in Item 3 above is incorporated herein by reference. TransForce, through its direct subsidiary, TFI, acquired an aggregate of 1,286,778 shares of the Common Stock through open market purchases as described above.

TransForce and TFI intend to review their investment in the Issuer from time to time and, depending upon market conditions and other factors that TransForce and/or TFI may deem material in making an investment decision, TransForce and/or TFI may purchase Common Stock in open market or private transactions, sell all or any portion of the Common Stock currently owned or hereafter acquired by each of TFI or TransForce, either in open market or private transactions, or take other steps to increase or decrease or hedge their investment in the Issuer.

Except as described above, TFI, TransForce and the other persons named in Item 2 above currently have no plans or proposals that relate to or would result in any of the actions specified in clause (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety as follows:

- (a) TransForce, through its direct wholly-owned subsidiary, TFI, acquired an aggregate of 1,286,778 shares of Common Stock, as described in Item 3 above, on the dates and in the amounts set forth below:

Date	Number of Shares
December 17, 2012	250,900
December 19, 2012	451,000
December 20, 2012	311,700
January 17, 2013	273,178

Such shares collectively constitute approximately 7.85% of the total number of shares of Common Stock of the Issuer outstanding as of October 24, 2012, as reported by the Issuer in its Form 10-Q filed with the Commission on November 5, 2012. Except for such shares, neither TFI, TransForce, nor any of the other persons identified in Item 2 above own any shares of Common Stock.

- (b) TFI and TransForce have the shared power to vote or to direct the vote and the shared power to dispose or direct the disposition of the 1,286,778 shares of the Common Stock described in (a) above.
- (c) Except as described above, during the past 60 days, there were no transactions in shares of Common Stock, or any securities directly or indirectly convertible into or exchangeable for shares of Common Stock, by any of the persons identified in Item 2 above.
- (d) Not applicable

Item 6. Contracts, Arrangements, Understandings or Relationships with respect to the Issuer

Not applicable.

Item 7. Materials to Be Filed as Exhibits

The Joint Filing Agreement by and between TransForce Inc. and TFI Holdings Inc., dated as of December 30, 2012, is hereby incorporated herein by reference to Exhibit A to the original statement on Schedule 13D filed with the Commission on December 31, 2012.

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.

Dated: January 23, 2013

TRANSFORCE INC.

By: /s/ Josiane-Melanie Langlois

Name: Josiane-Melanie Langlois

Title: Vice-President, Legal Affairs & Corporate
Secretary

TFI HOLDINGS INC.

By: /s/ Josiane-Melanie Langlois

Name: Josiane-Melanie Langlois

Title: Vice-President, Legal Affairs & Corporate
Secretary

ANNEX A

Annex A

Certain Information Regarding Directors and Executive Officers of
TransForce Inc. and TFI Holdings Inc

Transforce Inc.

Directors

<u>Name</u>	<u>Principal Business Address</u>	<u>Name of Employer</u>	<u>Principal Occupation</u>	<u>Citizenship</u>
Alain Bédard	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	President and CEO, acting CFO, Chairman of the Board	Canadian
André Bérard	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Corporate Director	Canadian
Lucien Bouchard	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	Davies Ward Phillips and Vineberg LLP	Attorney	Canadian
Richard Guay	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Consultant and Corporate Director	Canadian
Vincent Musacchio	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	Gabriella Holdings Inc.	Banking	Canadian
Ronald D. Rogers	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Corporate Director	Canadian
Joey Saputo	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	Montreal Impact and Saputo Stadium	Sports Management	Canadian

Executive Officers

<u>Name</u>	<u>Title</u>	<u>Principal Business Address</u>	<u>Name of Employer</u>	<u>Principal Occupation</u>	<u>Citizenship</u>
Alain Bédard	President and CEO	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Management	Canadian
Jean-Francois Dodier	Executive Vice President	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Management	Canadian
Marc Fox	Executive Vice President	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Management	Canadian

James Houston	Executive Vice President	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Management	Canadian
Brian Kohut	Executive Vice President	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Management	Canadian
Rob O' Reily	Executive Vice President	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Management	Canadian
Martin Quesnel	Vice President- Finance	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Finance	Canadian
Johanne Dean	Vice President - Marketing and Communications	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Marketing and Communications	Canadian
Sylvain Desaulniers	Vice President- Human Resources	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Human Resources	Canadian

Josiane-Melanie Langlois	Vice President- Legal Affairs, Corporate Secretary	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Notary	Canadian
Chantal Martel	Vice President - Compliance and Insurance	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Compliance Officer	Canadian
Ken Tourangeau	Vice President- Administration	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Administration	Canadian
Louis Gagnon	Vice President - Business Development	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Business Development	Canadian

TFI Holdings, Inc.**Directors**

<u>Name</u>	<u>Principal Business Address</u>	<u>Name of Employer</u>	<u>Principal Occupation</u>	<u>Citizenship</u>
Alain Bédard	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	President and CEO	Canadian
Josiane-Melanie Langlois	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Notary	Canadian

Executive Officers

<u>Name</u>	<u>Title</u>	<u>Principal Business Address</u>	<u>Name of Employer</u>	<u>Principal Occupation</u>	<u>Citizenship</u>
Alain Bédard	President & Chief Executive Officer	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	President and CEO	Canadian
Josiane-Melanie Langlois	Vice President - Legal Affairs & Corporate Secretary	8801 Trans-Canada Highway, Suite 500, Saint-Laurent, Quebec, H4S 1Z6	TransForce Inc.	Notary	Canadian