

USA TRUCK INC  
Form SC 13D/A  
September 30, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 1)\*

Under the Securities Exchange Act of 1934

USA Truck, Inc.

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(Name of Issuer)

Common Stock, par value \$0.01

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(Title of Class of Securities)

902925106

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(CUSIP Number)

Todd F. Carlson, Esq.  
General Counsel  
Knight Transportation, Inc.  
5601 West Buckeye Road  
Phoenix, Arizona 85043

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

September 26, 2013

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(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 of §§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.

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\* 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).

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1. NAMES OF REPORTING PERSONS

Knight Capital Growth LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

AF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Arizona

7. SOLE VOTING POWER

0

8. SHARED VOTING POWER

1,192,364

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE POWER

1,192,364

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

1,192,364

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES

(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.3%

14. TYPE OF REPORTING PERSON (see instructions)

OO



CUSIP No. 902925106

13D

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1. NAMES OF REPORTING PERSONS

Knight Transportation, Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED  
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Arizona

7. SOLE VOTING POWER

0

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(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.3%

14. TYPE OF REPORTING PERSON (see instructions)

CO, HC



## Item 1. Security and Issuer.

This Amendment No. 1 to Schedule 13D (this “13D Amendment No. 1”) amends and supplements the statement on Schedule 13D (the “Original Schedule 13D”), filed on September 26, 2013, by Knight Transportation, Inc. (“Knight Transportation”) and Knight Capital Growth LLC (“Knight Capital”, together with Knight Transportation, the “Reporting Persons”). The Original Schedule 13D relates to the shares of common stock, par value \$0.01 per share (the “Shares”), issued by USA Truck, Inc. (the “Issuer” or “USA Truck”). The address of the principal executive offices of the Issuer is 3200 Industrial Park Road, Van Buren, Arkansas. Capitalized terms used but not defined in this 13D Amendment No. 1 shall have the meanings ascribed to them in the Original Schedule 13D. Except as set forth herein, the Original Schedule 13D is unmodified.

## Item 4. Purpose of Transaction.

Item 4 of the Original Schedule 13D is hereby amended and supplemented by adding the following information:

The Reporting Persons purchased, in a series of open market transactions, an aggregate of 362,418 Shares since the filing of the Original Schedule 13D on September 26, 2013. The Reporting Persons intend to continue to purchase Shares in the open market or through private transactions. On September 30, 2013, Knight Transportation issued a press release responding to USA Truck’s September 26, 2013 public statement reasserting its rejection of Knight Transportation’s proposal to acquire all of the outstanding Shares for \$9.00 per share. A copy of Knight Transportation’s September 30, 2013 press release is filed herewith as Exhibit 99.4.

## Item 5. Interest in Securities of the Issuer.

Item 5 of the Original Schedule 13D is hereby amended and restated to read in its entirety as follows:

The following sets forth, as of the close of trading on September 27, 2013, the aggregate number and percentage of Shares beneficially owned by each of the Reporting Persons, as well as the number of Shares as to which each Reporting Person has the sole power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition of as of the close of trading on September 27, 2013.

Reporting Person	Amount Beneficially Owned (1)	Percent of Class (2)	Sole Power to Vote or Direct the Vote	Shared Power to Vote or to Direct the Vote	Sole Power to Dispose or to Direct the Disposition of	Shared Power to Dispose or to Direct the Disposition of
Knight Transportation	1,192,364	11.3%	0	1,192,364	0	1,192,364
Knight Capital	1,192,364	11.3%	0	1,192,364	0	1,192,364

(1) Knight Capital is the direct owner of 1,192,364 Shares and Knight Transportation is the sole member and owner of all of the outstanding equity interests of Knight Capital

(2) Based on 10,544,106 Shares outstanding as of August 2, 2013, as reported on the Issuer's Quarterly Report on Form 10-Q for the period ended June 30, 2013, filed by the Issuer on August 14, 2013

The following table sets forth all transactions with respect to Shares effected during the past sixty (60) days by any of the Reporting Persons through September 27, 2013.

Name of Reporting Person	Date of Transaction	Type of Transaction	Amount of Shares	Price Per Share (1)
Knight Capital	9/18/2013	Private	829,946	\$7.00
Knight Capital	9/26/2013	Open Market	150,000	\$8.85
Knight Capital	9/27/2013	Open Market	212,418	\$8.86

(1) The aggregate of 150,000 Shares acquired on September 26, 2013 were effected through multiple transactions at different prices ranging from \$8.76 to \$8.95. The indicated \$8.85 price per share represents the weighted average price per share for the aggregate of 150,000 Shares. The aggregate of 212,418 Shares acquired on September 27, 2013 were effected through multiple transactions at different prices ranging from \$8.64 to \$8.94. The indicated \$8.86 price per share represents the weighted average price per share for the aggregate of 212,418 Shares. Knight Transportation undertakes to provide full information regarding the number of shares purchased at each separate price to the staff of the United States Securities and Exchange Commission upon its request.

Item 7. Material to Be Filed as Exhibits.

99.4 Press Release, dated September 30, 2013, issued by Knight Transportation

13D

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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.

September 30, 2013

KNIGHT TRANSPORTATION, INC.

/s/ Kevin P. Knight

Name: Kevin P. Knight

Title: Chief Executive Officer

KNIGHT CAPITAL GROWTH LLC

/s/ Kevin P. Knight

Name: Kevin P. Knight

Title: Chief Executive Officer

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EXHIBIT INDEX

Exhibit Number	Description
99.4	Press Release, dated September 30, 2013, issued by Knight Transportation