# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

# **SCHEDULE 13D/A**

Under the Securities Exchange Act of 1934 (Amendment No. 7)\*

# Universal Logistics Holdings, Inc.

(Name of Issuer)

Common Stock, no par value (Title of Class of Securities)

91388P105 (CUSIP Number)

Matthew T. Moroun 12225 Stephens Road Warren, MI 48089 (586) 939-7000

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

December 15, 2020 (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.  $\Box$ 

**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).

CUSIP No. 91388P105	SCHEDULE 131	D/A

1	1 NAMES OF REPORTING PERSON:		
2	Matthew T		
2		не А (b) [	PPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS): □
	(a) 🗆	(D) L	
3	SEC USE (	NIX	<i>y</i> .
	OLG COL (	J. 11.	•
4	4 SOURCE OF FUNDS (SEE INSTRUCTIONS):		
	OO See Item 3		
5	CHECK IF	DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):
6	CITIZENS	HIP (	OR PLACE OF ORGANIZATION:
	United Stat	es of	America
	Omica otal	7	SOLE VOTING POWER:
		,	SOLE VOINGIONER
	JMBER OF		16,163,422*
	SHARES	8	SHARED VOTING POWER:
	NEFICIALLY WNED BY		
	EACH		285,550**
RI	EPORTING	9	SOLE DISPOSITIVE POWER:
	PERSON		16,163,422*
	WITH	10	SHARED DISPOSITIVE POWER:
		10	SIMKED DISTOSITIVE TOWER.
			285,550**
11	AGGREG/	TE A	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
	16,448,972		
12	12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):		
13	D 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
13	15 PERCENT OF CLASS REPRESENTED BY AWIOUNT IN ROW (11):		
	61.1%		
14			

<sup>\*</sup> Includes 14,302,736 shares held by Matthew T. Moroun, individually; 417,757 shares held by the Manuel J. Moroun Revocable Trust U/A, dated March 24, 1977, as amended and restated on December 22, 2004; 81,079 shares held by the Nora M. Moroun 2019 Annuity Trust, dated April 25, 2019; 362,891 shares beneficially owned by the 2020 Irrevocable Nora M. Moroun Trust; 762,042 shares beneficially owned by the 2020 Irrevocable Lindsay S. Moroun Trust; and 236,917 shares held by Redoubtable, LLC ("Redoubtable"). Matthew T. Moroun serves as trustee of each of these four trusts and as Manager of Redoubtable.

<sup>\*\*</sup> Consists of 285,550 shares owned by Matthew T. Moroun's spouse, Lindsay S. Moroun. Matthew T. Moroun disclaims beneficial ownership of the shares held by Lindsay S. Moroun, and this report shall not be deemed an admission that Mr. Moroun is the beneficial owner of such shares.

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CUSIP No. 91388P105	SCHEDULE 13D/A

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	1	
1	NAMES O	OF REPORTING PERSON:
	Matthay T	Γ. Moroun, as Trustee of the Manuel J. Moroun Revocable Trust U/A, dated March 24, 1977, as amended and restated on December 2.
		t. Moroun, as Trustee of the Mahuer J. Moroun Revocable Trust O/A, dated March 24, 1977, as amended and restated on December 2. IM Revocable Trust")
2		THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):
		(b) □
3	SEC USE	ONLY:
4	SOURCE (	OF FUNDS (SEE INSTRUCTIONS):
	00 *	
5		F DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):
)	CHECKII	T DISCLOSORE OF LEGAL PROCEEDINGS IS REQUIRED FORSOANT TO TIEMS 2(u) OR 2(e).
6	CITIZENS	SHIP OR PLACE OF ORGANIZATION:
	United Sta	ates of America
		7   SOLE VOTING POWER:
NT	UMBER OF	
11	SHARES	417,757  8 SHARED VOTING POWER:
BE	NEFICIALLY	8 SHARED VOTING POWER:
0	WNED BY	
_	EACH	9 SOLE DISPOSITIVE POWER:
R	EPORTING PERSON	
	WITH	417,757
	*******	10 SHARED DISPOSITIVE POWER:
		0
11	AGGREGA	ATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
	417,757	
12		F THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
12	SILCIVII	
13	PERCENT	Γ OF CLASS REPRESENTED BY AMOUNT IN ROW (11):
	1.6%	
14	TYPE OF	REPORTING PERSON (SEE INSTRUCTIONS):
	1	

CUSIP No. 91388P105	SCHEDULE 13D/A

1	NAMES O	F RE	PORTING PERSON:
	Nora M. M		
2			PPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):
	(a) □	(b) [	
3	SEC USE	ONLY	
4	4 SOURCE OF FUNDS (SEE INSTRUCTIONS):		
	OO See Item 3		
5	CHECK IF	DISC	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):
6	CITIZENS	HIP (	OR PLACE OF ORGANIZATION:
	United Sta	tes of	
		7	SOLE VOTING POWER:
	JMBER OF		3,009,800*
	SHARES NEFICIALLY	8	SHARED VOTING POWER:
	NEFICIALLI WNED BY		
	EACH		0 *
RI	EPORTING	9	SOLE DISPOSITIVE POWER:
	PERSON		
	WITH		3,009,800*
		10	SHARED DISPOSITIVE POWER:
			0*
11	AGGREGA	ATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:
	2 000 000		
	3,009,800*		
12	CHECK II	THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):
12			
13	13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):		
	44.207		
1.4	11.2%		
14	14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):		
	INI		
l	IN		

<sup>\*</sup> After the December 15, 2020 transaction described in this Schedule 13D, Nora M. Moroun has an 11.2% beneficial ownership in the common shares of Universal Logistics Holding, Inc. ("ULH") as of December 15, 2020.

This Amendment No. 7 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the "Commission") on September 17, 2012, as amended by the Schedule 13D/A statements filed with the Commission on July 22, 2013, October 1, 2013, May 21, 2014, February 14, 2020, November 30, 2020, and December 15, 2020, respectively (as amended, the "Schedule 13D"). Each Item below amends and supplements the information disclosed under the corresponding Item of the Schedule 13D. Capitalized terms used but not defined herein shall have the meanings attributed to them in the Schedule 13D. Except as otherwise set forth herein, this Amendment No. 7 does not modify any of the information previously reported by the Reporting Persons in the Schedule 13D.

#### Item 1. Security and Issuer

Item 1 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

The class of equity securities to which this statement on Schedule 13D/A relates is the common stock, no par value ("Common Stock"), of Universal Logistics Holdings, Inc. (the "Company" or "ULH"), a Michigan corporation with its principal offices located at 12755 E. Nine Mile Road, Warren, Michigan 48089.

#### Item 2. Identity and Background

Item 2 of the Schedule 13D is hereby amended and restated in its entirety to read as follows:

This Amendment No. 7 is being filed by Matthew T. Moroun in his individual capacity, and in his capacity as Manager of Redoubtable, LLC and as trustee of the following four trusts: (i) the Manuel J. Moroun Revocable Trust U/A, dated March 24, 1977, as amended and restated on December 22, 2004 ("MJM Revocable Trust"), (ii) the Nora M. Moroun 2019 Annuity Trust, dated April 25, 2019 ("2019 NMM Annuity Trust"), (iii) the 2020 Irrevocable Nora M. Moroun Trust, dated November 20, 2020 ("2020 Nora Moroun Trust"), and (iv) the 2020 Irrevocable Lindsay S. Moroun Trust ("2020 Lindsay Moroun Trust"). The Amendment is also being filed by Lindsay S. Moroun and Nora M. Moroun in their individual capacities. Matthew Moroun, Lindsay Moroun, and Nora Moroun are collectively referred to as the Reporting Persons.

Since the December 15, 2020 filing of Amendment No. 6 to this Schedule 13D:

- 1) On December 15, 2020, the MJM Revocable Trust distributed 3,009,800 ULH common shares to Nora M. Moroun, individually. The value of the trust distribution was \$55,893,000 based on the number of shares multiplied by a per share price of approximately \$18.57. The share price was determined by an independent third party using the average of ULH's stock price adjusted for an applicable discount.
- 2) On December 22, 2020, the 2020 Nora Moroun Trust contributed 84,509 ULH common shares to Redoubtable, LLC, a Michigan limited liability company ("Redoubtable"). The value of the contribution was \$1,700,000 based on the number of shares multiplied by a per share price of approximately \$20.12. The share price was determined by an independent third party using the average of ULH's stock price adjusted for an applicable discount. Matthew T. Moroun is trustee of the 2020 Nora Moroun Trust and Manager of Redoubtable.
- 3) On December 22, 2020, the 2020 Lindsay Moroun Trust contributed 152,408 ULH common shares to Redoubtable. The value of the contribution was \$3,000,000 based on the number of shares multiplied by a per share price of approximately \$19.68. The share price was determined by an independent third party using the average of ULH's stock price adjusted for an applicable discount. Matthew T. Moroun is trustee of the 2020 Lindsay Moroun Trust and Manager of Redoubtable.
- (a) This statement is being filed by each of the Reporting Persons.
- (b) The business address for each of the Reporting Persons is 12225 Stephens Road, Warren, Michigan 48089.

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(c) Matthew Moroun is the Chairman of the Board of Directors of the Company. He is also the sole shareholder, President and a director of DIBC Holdings, Inc., a holding company for Detroit International Bridge Company and its subsidiaries. Matthew is the sole shareholder of CenTra, Inc., and has served as a director of CenTra since 1993. CenTra, Inc. is a privately-owned transportation holding company. The business address of DIBC Holdings, Inc. and CenTra, Inc. is 12225 Stephens Road, Warren, Michigan 48089. Matthew Moroun is also Chairman of the Board of Directors of P.A.M. Transportation Services, Inc. (NASDAQ: PTSI). PTSI is a leading truckload dry van carrier. Its business address is 297 West Henri De Tonti, Tontitown, Arkansas 72770. He is also the shareholder and Chairman of Oakland Financial Corporation, an insurance holding company based in Sterling Heights, Michigan, and its subsidiaries. He is a shareholder in other family owned businesses engaged in providing transportation services.

Nora Moroun is the President of Ammex, Inc., a company which owns and operates duty-free retail locations in Detroit, Michigan. The business address of Ammex, Inc. is 12225 Stephens Road, Warren, Michigan 48089.

The business address of Lindsay Moroun is 12225 Stephens Road, Warren, Michigan 48089.

- (d), (e) During the last five years, none of the Reporting Persons have been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) and none have been a party to a civil proceeding of any judicial or administrative body of competent jurisdiction as a result of which such person was or is 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 of any violation with respect to such laws.
- (f) Each of the Reporting Persons is a citizen of the United States of America.

#### Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented by inserting the following paragraph after the last paragraph thereof:

The Source and Amount of Funds or Other Consideration of the three transactions occurring on December 15, 2020 through December 22, 2020 are set forth in Item 2, items 1), 2) and 3).

#### **Item 4. Purpose of Transactions**

Item 4 of the Schedule 13D is hereby amended and supplemented by inserting the following paragraphs after the fifth paragraph thereof:

Since the filing of Amendment No. 6 on December 15, 2020, three transactions as set forth in Item 2 decreased the aggregate shares reportable by Matthew Moroun from 19,458,772 (72.3% of the Company's outstanding shares) on December 10, 2020 to 16,448,972 shares (61.1% of the Company's outstanding shares) on December 22, 2020.

Since the filing of Amendment No. 6 on December 15, 2020, the transaction set forth in Item 2, item 1), increased the aggregate shares reportable by Nora Moroun from zero shares (0.0% of the Company's outstanding shares) on December 10, 2020 to 3,009,800 shares (11.2% of the Company's outstanding shares) on December 15, 2020.

# Item 5. Interest in Securities of the Issuer

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

(a) The aggregate number and percentage of the class of securities identified pursuant to Item 1 beneficially owned by each Reporting Person are stated in Items 11 and 13 on the cover page for each such Reporting Person. The percentage of shares of Common Stock beneficially owned by each Reporting Person is based on 26,912,580 shares of Common Stock outstanding as of the end of the business day on December 14, 2020.

- (b) See items 7-10 of the cover page for each Reporting Person.
- (c) Except for the transactions described in the Amendment No. 7, the Reporting Persons have not engaged in any transactions in the Common Stock since the filing of Amendment No. 6 to the Schedule 13D.
- (d) Matthew Moroun's wife, Lindsay Moroun, has the right to receive or the power to direct the receipt of dividends from, and the proceeds from the sale of, 285,550 shares held by her which are reported as beneficially owned by Matthew Moroun. Matthew Moroun disclaims beneficial ownership of these shares. Shares in the 2020 Nora Moroun Trust and the 2020 Lindsay Moroun Trust are held for the benefit of members of the Moroun family.
- (e) The MJM Revocable Trust ceased to be the beneficial owner of more than 5.0% of the outstanding shares of ULH at the end of day on December 15, 2020.

#### Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to the Securities of the Issuer

The first paragraph of Item 6 of the Schedule 13D is hereby amended and supplemented by inserting the following sentence at the end of the first paragraph thereof:

Voting and investment power of shares contributed by the 2020 Nora Moroun Trust and the 2020 Lindsay Moroun Trust to Redoubtable on December 22, 2020 is exercised by Matthew T. Moroun as he is the trustee of both trusts, as well as the Manager of Redoubtable. The 2020 Nora Moroun Trust and the 2020 Lindsay Moroun Trust collectively own 100.0% of Redoubtable, which principally owns and/or operates real estate businesses.

#### Item 7. Material to be Filed as Exhibits

- Joint Filing Agreement, dated as of December 29, 2020, among Matthew T. Moroun, individually and as trustee of the MJM Revocable Trust, the 2019 NMM Annuity Trust, the 2020 Nora Moroun Trust, and the 2020 Lindsay Moroun Trust; Lindsay Moroun; Nora Moroun; and Matthew T. Moroun, as Manager of Redoubtable.
- Purchase Price Promissory Note, dated December 10, 2020, by Matthew T. Moroun in favor of Nora Moroun (incorporated by reference to Exhibit 2 of the Schedule 13D/A filed by the reporting persons with the Commission on December 15, 2020 (file number 005-81356)).
- Amended and Restated Registration Rights Agreement, dated as of July 25, 2012, among Registrant, Matthew T. Moroun, the Manuel J. Moroun Revocable Trust U/A March 24, 1977, as amended and restated on December 22, 2004 and the M.J. Moroun 2012 Annuity Trust dated April 30, 2012 (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K filed by the Company with the Commission on July 26, 2012 (file number 000-51142)).

#### **SIGNATURES**

After reasonable inquiry and to the best knowledge and belief of the undersigned, such person certifies that the information set forth in this Statement with respect to such person is true, complete and correct.

# /s/ Matthew T. Moroun, Individually

Matthew T. Moroun, Individually

# /s/ Matthew T. Moroun, as Trustee

Matthew T. Moroun, as Trustee of the MJM MJM Revocable Trust

# /s/ Matthew T. Moroun, as Trustee

Matthew T. Moroun, as Trustee of the 2019 NMM Annuity

# /s/ Matthew T. Moroun, as Trustee

Matthew T. Moroun, as Trustee of the 2020 Nora Moroun

# /s/ Matthew T. Moroun, as Trustee

Matthew T. Moroun, as Trustee of the 2020 Lindsay Moroun

# /s/ Nora M. Moroun, Individually

Nora M. Moroun, Individually

# /s/ Lindsay S. Moroun, Individually

Lindsay S. Moroun, Individually

# /s/ Matthew T. Moroun, as Manager

Matthew T. Moroun, as Manager of Redoubtable, LLC

# EXHIBIT INDEX

Description

Exhibit No.

1	Joint Filing Agreement, dated as of December 29, 2020, among Matthew T. Moroun, individually and as trustee of the MJM Revocable Trust, the 2019 NMM Annuity Trust, the 2020 Nora Moroun Trust, and the 2020 Lindsay Moroun Trust; Lindsay Moroun; Nora Moroun; and Matthew T. Moroun, as Manager of Redoubtable, LLC.
2	Purchase Price Promissory Note, dated December 10, 2020, by Matthew T. Moroun in favor of Nora Moroun (incorporated by reference to Exhibit 2 of the Schedule 13D/A filed by the reporting persons with the Commission on December 15, 2020 (file number 005-81356)).
3	Amended and Restated Registration Rights Agreement, dated as of July 25, 2012, among Registrant, Matthew T. Moroun, the Manuel J. Moroun Revocable Trust U/A March 24, 1977, as amended and restated on December 22, 2004 and the M.J. Moroun 2012 Annuity Trust dated April 30, 2012 (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K filed by the Company with the Commission on July 26, 2012 (file number 000-51142)).

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#### JOINT FILING AGREEMENT

We, the signatories of Amendment No. 7 ("Amendment No. 7") to the Schedule 13D to which this Agreement is attached, hereby agree that, in accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, this Amendment No. 7 and any further amendments to such Schedule 13D filed by any of us will be filed on behalf of each of us.

Dated: December 29, 2020

By: /s/ Matthew T. Moroun

Matthew T. Moroun, Individually

By: /s/ Matthew T. Moroun, as Trustee

Matthew T. Moroun, as Trustee of the MJM Revocable Trust

By: /s/ Matthew T. Moroun, as Trustee

Matthew T. Moroun, as Trustee of the 2019 NMM Annuity Trust

By: /s/ Matthew T. Moroun, as Trustee

Matthew T. Moroun, as Trustee of the 2020 Nora Moroun Trust

By: /s/ Matthew T. Moroun, as Trustee

Matthew T. Moroun, as Trustee of the 2020 Lindsay Moroun Trust

By: /s/ Nora M. Moroun

Nora M. Moroun, Individually

By: /s/ Lindsay S. Moroun

Lindsay S. Moroun, Individually

By: /s/ Matthew T. Moroun, as Manager

Matthew T. Moroun, as Manager of Redoubtable, LLC