

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

**SCHEDULE TO
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 3)**

UNIVERSAL LOGISTICS HOLDINGS, INC.

(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

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

91388P105
(CUSIP Number of Class of Securities)

Jeffrey A. Rogers
Chief Executive Officer
Universal Logistics Holdings, Inc.
12755 E. Nine Mile Road
Warren, Michigan 48089
(586) 920-0100

(Name, address and telephone number of person authorized to receive notices
and communication on behalf of Filing Persons)

Copy to:

Courtney C. Crouch, III, Esq.
Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.
425 West Capitol, Ste. 1800
Little Rock, Arkansas 72201
Telephone: (501) 688-8822
Facsimile: (501) 918-7822

CALCULATION OF REGISTRATION FEE

Transaction Valuation*	Amount of Filing Fee**
\$14,400,000	\$1,746

* Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the purchase of 600,000 shares of common stock at the maximum tender offer price of \$24.00 per share.

** The Amount of Filing Fee calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$121.20 for each \$1,000,000 of the value of the transaction.

Check the box if any part of the filing fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$1,746

Filing Party: Universal Logistics Holdings, Inc.

Form or Registration No.: Schedule TO-I and Schedule TO-I/A

Date Filed: August 5, 2019 and August 27, 2019, respectively.

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transaction to which the statement relates:

- third party tender offer subject to Rule 14d-1.
 issuer tender offer subject to Rule 13e-4.
 going private transaction subject to Rule 13e-3.
 amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

AMENDMENT NO. 3 TO SCHEDULE TO

Universal Logistics Holdings, Inc., a Michigan corporation (“Universal” or the “Company”), hereby amends and supplements its Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on August 5, 2019 (together with all amendments and supplements thereto, the “Schedule TO”). The Schedule TO, as amended by this Amendment No. 3 and Amendment Nos. 1 and 2 filed on August 9, 2019 and August 27, 2019, respectively, relates to the Company’s offer to purchase for cash up to 600,000 shares of its common stock, no par value, at a price not greater than \$24.00 nor less than \$21.00 per share, net to the seller in cash, less any applicable withholding taxes and without interest. The Company’s offer is being made upon the terms and subject to the conditions set forth in the original Offer to Purchase, dated August 5, 2019 and previously filed as Exhibit (a)(1)(A) to the Schedule TO (the “Original Offer to Purchase”), as amended and supplemented by the supplement to the Offer to Purchase, dated August 27, 2019 and filed herewith as Exhibit (a)(1)(G) (the “Supplement to the Offer to Purchase” and, together with the Original Offer to Purchase, as may be further amended or supplemented from time to time, the “Offer to Purchase”), and in the Letter of Transmittal previously filed as Exhibit (a)(1)(B) to the Schedule TO (the “Letter of Transmittal”), which, as amended and supplemented from time to time, together constitute the “Offer.”

Except as otherwise set forth below, the information included in the Schedule TO, as previously amended, remains unchanged and is incorporated by reference herein to this Amendment No. 3. This Amendment No. 3 should be read in conjunction with the Schedule TO, as previously amended, the Offer to Purchase, the Letter of Transmittal and the other documents that constitute part of the Offer, as each may be further amended or supplemented from time to time.

The purpose of this Amendment No. 3 is to amend and supplement the Schedule TO to indicate that, on September 16, 2019, the Company issued a press release announcing the preliminary results of the Offer. Accordingly, Items 11 and 12 of the Schedule TO, which incorporate by reference the information contained in the Schedule TO and the Offer to Purchase, are hereby amended and supplemented as follows:

Item 11. *Additional Information.*

Item 11(c) of the Schedule TO is hereby amended and supplemented as follows:

On September 16, 2019, the Company issued a press release announcing the preliminary results of the Offer, which expired at 5:00 p.m., Eastern Time, on September 13, 2019. A copy of such press release is filed as Exhibit (a)(1)(K) to this Schedule TO and is incorporated herein by reference.

Item 12. *Exhibits.*

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

(a)(1)(K)** Press Release announcing the preliminary results of the Offer, dated September 16, 2019.

** Filed herewith.

SIGNATURE

After due 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.

Date: September 16, 2019

UNIVERSAL LOGISTICS HOLDINGS, INC.

By: /s/ Jeffrey A. Rogers

Name: Jeffrey A. Rogers

Title: Chief Executive Officer

EXHIBIT INDEX

- (a)(1)(A)* Offer to Purchase dated August 5, 2019.
- (a)(1)(B)* Letter of Transmittal.
- (a)(1)(C)* Notice of Guaranteed Delivery.
- (a)(1)(D)* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated August 5, 2019.
- (a)(1)(E)* Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated August 5, 2019.
- (a)(1)(F)* Press Release dated August 5, 2019.
- (a)(1)(G)* Supplement to the Offer to Purchase dated August 27, 2019.
- (a)(1)(H)* Amended Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated August 27, 2019.
- (a)(1)(I)* Amended Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated August 27, 2019.
- (a)(1)(J)* Press Release dated August 27, 2019.
- (a)(1)(K)** Press release announcing the preliminary results of the Offer, dated September 16, 2019.
- (a)(2) Not Applicable.
- (a)(3) Not Applicable.
- (a)(4) Not Applicable.
- (a)(5) Quarterly Report on Form 10-Q of Universal Logistics Holdings, Inc. for the period ended June 29, 2019 (incorporated by reference to the Registrant's Quarterly Report on Form 10-Q filed on August 8, 2019).
- (b)(1) Credit and Security Agreement dated as of November 27, 2018 among Universal Management Services, Inc., Cavalry Logistics, LLC, Fore Transportation, Inc., Logistics Insight Corp., Mason Dixon Intermodal, Inc., Southern Counties Express, Inc., Specialized Rail Service, Inc., Universal Logistics Solutions International, Inc., Universal Specialized, Inc., Universal Truckload, Inc., Westport Axle Corp., and Westport Machining, LLC, as borrowers, certain subsidiaries to Universal Logistics Holdings, Inc., as guarantors, and KeyBank National Association as administrative agent and lender (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on November 29, 2018).
- (d)(1) 2014 Amended and Restated Stock Incentive Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A, filed on April 29, 2014).
- (d)(2) Form of Restricted Stock Bonus Award Agreement under the 2014 Amended and Restated Stock Incentive Plan (incorporated by reference to Exhibit B of Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A, filed on April 29, 2014).
- (d)(3) Employment Agreement, dated June 2, 2014, by and between Universal Management Services, Inc. and Jeff Rogers (incorporated by reference to Exhibit 10.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2014, filed on March 16, 2015).
- (d)(4) Amended and Restated Registration Rights Agreement among the Registrant, Matthew T. Moroun, the Manuel J. Moroun Revocable Trust and the M.J. Moroun 2012 Annuity Trust (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed July 26, 2012).
- (g) Not Applicable.
- (h) Not Applicable.

* Previously filed.

** Filed herewith.



For further information:
Steven Fitzpatrick, Investor Relations
SFitzpatrick@UniversalLogistics.com

Universal Logistics Holdings, Inc. Announces Preliminary Results of Tender Offer

Warren, Michigan, September 16, 2019 — Universal Logistics Holdings, Inc. (NASDAQ: ULH) (the “Company” or “ULH”) today announced the preliminary results of its modified “Dutch auction” tender offer to repurchase up to 600,000 shares of its outstanding common stock, which expired at 5:00 p.m., Eastern Time, on Friday, September 13, 2019.

Based on the preliminary count by Computershare Trust Company, N.A. (“Computershare”), the depository for the tender offer, approximately 1,101,597 shares were properly tendered and not properly withdrawn at or below the expected final purchase price of \$22.50 per share, including shares that were tendered through notices of guaranteed delivery.

In accordance with the terms and conditions of the tender offer, the Company expects to acquire 1,101,597 shares at a final purchase price of \$22.50 per share, for an aggregate purchase price of approximately \$24,785,933. These shares represent approximately 3.9% of the Company’s issued and outstanding shares as of August 2, 2019. The total amount of shares expected to be purchased in the tender offer includes the Company’s right to increase the tender offer by up to two percent of the Company’s outstanding shares and also includes a total of 600,000 shares tendered by a director of the Company, Mr. Manuel J. Moroun, and a total of 10,000 shares tendered by the Company’s Chief Financial Officer, Mr. Jude Beres. The determination of the final number of shares to be purchased and the final price per share is subject to confirmation by Computershare of the proper delivery of the shares validly tendered and not withdrawn.

The number of shares to be purchased and the price per share are preliminary and are subject to verification by Computershare and subject to change for a number of reasons, including if some or all of the shares tendered through notices of guaranteed delivery are not delivered within the applicable two trading day settlement period. The actual number of shares to be purchased and the final price per share will be announced following the expiration of the guaranteed delivery period and completion of the confirmation process by Computershare, and are not expected to be announced until at least September 18, 2019. Promptly after such announcement, Computershare will issue payment for the shares validly tendered and accepted for payment under the tender offer and will return shares tendered and not purchased in the tender offer.

The Company may purchase additional shares in the future in the open market subject to market conditions and private transactions, tender offers or otherwise. Under applicable securities laws, however, the Company may not repurchase any shares until September 30, 2019. Whether the Company makes additional repurchases in the future will depend on many factors, including the number of shares purchased in this tender offer, its business and financial performance and situation, the business and market conditions at the time, including the price of the shares, and other factors the company considers relevant.

The Company has retained Georeson LLC as the information agent. All questions regarding the tender offer should be directed to the information agent at (800) 932-9864 (toll free).

About Universal

Universal Logistics Holdings, Inc. is a leading asset-light provider of customized transportation and logistics solutions throughout the United States, and in Mexico, Canada and Colombia. We provide our customers with supply chain solutions that can be scaled to meet their changing demands and volumes. We offer our customers a broad array of services across their entire supply chain, including truckload, brokerage, intermodal, dedicated and value-added services.

Forward-Looking Statements

Some of the statements contained in this press release might be considered forward-looking statements. These statements identify prospective information. Forward-looking statements can be identified by words such as: “expect,” “anticipate,” “intend,” “plan,” “goal,” “seek,” “believe,” “project,” “estimate,” “future,” “likely,” “may,” “should” and similar references to future periods. Forward-looking statements are based on information available at the time and/or management’s good faith belief with respect to future events, and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements. These forward-looking statements are subject to a number of factors that may cause actual results to differ materially from the expectations described. Additional information about the factors that may adversely affect these forward-looking statements is contained in the Company’s reports and filings with the Securities and Exchange Commission. The Company assumes no obligation to update forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information except to the extent required by applicable securities laws.