

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

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**Amendment No. 2 to  
SCHEDULE TO  
Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934**

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**UNIVERSAL TRUCKLOAD SERVICES, INC.**  
(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

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

**91388P105**  
(CUSIP Number of Class of Securities)

**Jeffrey A. Rogers**  
**Chief Executive Officer**  
**UNIVERSAL TRUCKLOAD SERVICES, 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)

*Copies to:*

**C. Douglas Buford, Jr., Esq.**  
**Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.**  
**425 West Capitol, Ste. 1800**  
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**Detroit, Michigan 48226**  
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**CALCULATION OF REGISTRATION FEE**

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<b>Transaction Valuation*</b>	<b>Amount of Filing Fee**</b>
\$ 23,500,000	\$ 2,731

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\* Estimated for purposes of calculating the amount of the filing fee only, this amount is based on the purchase of 1,000,000 shares of common stock at the maximum tender offer price of \$23.50 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 \$116.20 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: \$2,731

Filing Party: Universal Truckload Services, Inc.

Form or Registration No.: Schedule TO-I

Date Filed: June 9, 2015

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)

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## AMENDMENT NO. 2 TO SCHEDULE TO

Universal Truckload Services, 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 June 9, 2015 (together with all amendments and supplements thereto, the “Schedule TO”). The Schedule TO, as amended by this Amendment No. 2 and Amendment No. 1 filed on June 29, 2015, relates to the Company’s offer to purchase for cash up to 1,000,000 shares of its common stock, no par value, at a price not greater than \$23.50 nor less than \$21.50 per share, net to the seller in cash, less any applicable withholding taxes and without interest, plus up to an additional 2% of the Company’s outstanding shares (or approximately 599,605 additional shares), upon the terms and subject to the conditions set forth in the Offer to Purchase dated June 9, 2015. The Company’s offer is being made upon the terms and subject to the certain conditions set forth in the Offer to Purchase dated June 9, 2015 (the “Offer to Purchase”), previously filed as Exhibit (a)(1)(A) to the Schedule TO, and the Letter of Transmittal (the “Letter of Transmittal”) previously filed as Exhibit (a)(1)(B) to the Schedule TO (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 amended by this Amendment No. 2 and Amendment No. 1 filed on June 29, 2015, remains unchanged and is incorporated by reference herein to the items in this Amendment No. 2.

Defined terms used but not defined herein shall have the respective meanings ascribed to them in the Offer to Purchase.

### **Item 11. Additional Information.**

Item 11 of the Schedule TO is hereby amended and supplemented by adding the following information to the end thereof:

“On July 9, 2015, the Company issued a press release announcing the preliminary results of the Offer, which expired at the end of the day, 12:00 Midnight, Eastern Time, on July 8, 2015. A copy of such press release is filed as Exhibit (a)(1)(H) to this Schedule TO and is incorporated herein by reference.”

### **Item 12. Exhibits.**

Item 12 of the Schedule TO is hereby amended and supplemented to add the following exhibit:

(a)(1)(H)\*\* Press Release announcing the preliminary results of the Offer, dated July 9, 2015.

## 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: July 9, 2015

UNIVERSAL TRUCKLOAD SERVICES, INC.

By: /s/ Jeffrey A. Rogers  
Name: Jeffrey A. Rogers  
Title: Chief Executive Officer

## EXHIBIT INDEX

- (a)(1)(A)\* Offer to Purchase dated June 9, 2015.
- (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 June 9, 2015.
- (a)(1)(E)\* Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated June 9, 2015.
- (a)(1)(F)\* Press Release dated June 9, 2015.
- (a)(1)(G)\* Press Release announcing second quarter 2015 earnings release and conference call dates and providing outlook, dated June 29, 2015.
- (a)(1)(H)\*\* Press Release announcing the preliminary results of the Offer, dated July 9, 2015.
- (a)(2) Not Applicable.
- (a)(3) Not Applicable.
- (a)(4) Not Applicable.
- (a)(5) Not Applicable.
- (b)(1) Revolving Credit and Term Loan Agreement, dated as of August 28, 2012, among Universal Truckload Services, Inc., the lenders parties thereto and Comerica Bank, as administrative agent, arranger and documentation agent (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed August 31, 2012).
- (b)(2) Security Agreement, dated as of August 28, 2012, among Universal Truckload Services, Inc., certain of its subsidiaries and Comerica Bank, as administrative agent (Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed August 31, 2012).
- (b)(3) First Amendment to Revolving Credit and Term Loan Agreement, date June 3, 2013 (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on June 5, 2013).
- (b)(4) Second Amendment to Revolving Credit and Term Loan Agreement, dated December 19, 2013 (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on December 20, 2013).
- (b)(5) Third Amendment to Revolving Credit and Term Loan Agreement, dated June 9, 2015 (Incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on June 9, 2015).
- (b)(6) Amendment to Security Agreement, dated June 9, 2015 (Incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on June 9, 2015).
- (d)(1) 2014 Amended and Restated Stock Incentive Plan (Incorporated by reference to Appendix A of the Registrant's Definitive Proxy Statement on Schedule 14A, dated April 29, 2014).
- (d)(2) 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).
- (g) Not Applicable.
- (h) Not Applicable.

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\* Previously filed.

\*\* Filed herewith.



For further information:  
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(586) 467-1427

### **Universal Truckload Services, Inc. Announces Preliminary Results of Self Tender Offer**

Warren, Michigan, July 9, 2015 - Universal Truckload Services, Inc. (NASDAQ: UACL) today announced the preliminary results of its modified "Dutch auction" tender offer to repurchase up to 1,000,000 shares of its outstanding common stock, which expired at 12:00 Midnight, Eastern Time, on Wednesday, July 8, 2015.

Based on the preliminary count by Computershare Trust Company, N.A. ("Computershare"), the depository for the tender offer, approximately 1,733,798 shares were properly tendered and not properly withdrawn at or below the expected final purchase price of \$21.50 per share, including shares that were tendered through notices of guaranteed delivery.

In accordance with the terms and conditions of the tender offer, Universal expects to acquire 1,599,605 shares at a final purchase price of \$21.50 per share, for an aggregate purchase price of approximately \$34,391,500. These shares represent approximately 5.3% of the Company's issued and outstanding shares as of June 5, 2015. 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 our outstanding shares and also includes a total of approximately 1,476,163 shares tendered, including shares tendered through a notice of guaranteed delivery, by Mr. Manuel J. Moroun, a member of Universal's Board of Directors, and a trust controlled by him. Mr. Moroun is the father of Mr. Matthew T. Moroun, the Chairman of the Board of Directors. 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.

Due to the oversubscription of the tender offer, Universal expects to accept for purchase approximately 92.3% of the shares properly tendered and not properly withdrawn at or below the purchase price of \$21.50 per share by each tendering shareholder.

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 three 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 July 14, 2015. 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.

Universal 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, we may not repurchase any shares until July 23, 2015. Whether we make additional repurchases in the future will depend on many factors, including the number of shares purchased in this tender offer, our 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 Georgeson Inc. as the information agent, and all questions regarding the tender offer should be directed to Georgeson at (866) 431-2110 (toll free).

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## **About Universal**

Universal Truckload Services, 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 transportation, intermodal, 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 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.*

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