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

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**FORM S-8  
REGISTRATION STATEMENT**  
*UNDER  
THE SECURITIES ACT OF 1933*

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**UNIVERSAL LOGISTICS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

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**Michigan**  
(State or other Jurisdiction of  
Incorporation or Formation)

**38-3640097**  
(I.R.S. Employer  
Identification No.)

**12755 E. Nine Mile Road  
Warren, Michigan 48089  
586-920-0100**  
(Address of Principal Executive Offices, Zip Code)

**Universal Truckload Services, Inc. 2014 Amended and Restated Stock Incentive Plan**  
(Full Title of the Plan)

**Tim Phillips  
Chief Executive Officer  
Universal Logistics Holdings, Inc.  
12755 E. Nine Mile Road  
Warren, Michigan 48089  
586-920-0100**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copy to:*

**Edwin J. Lukas, Esq.  
Vistula PLC  
100 Maple Park Boulevard, Suite 110  
Saint Clair Shores, Michigan 48081  
Telephone: 313-989-0004  
Facsimile: 313-666-0808**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) registers 200,000 additional shares of common stock, no par value per share (“Common Stock”) of Universal Logistics Holdings, Inc. (the “Registrant”) to be issued pursuant to the Universal Truckload Services, Inc. 2014 Amended and Restated Stock Incentive Plan. The information contained in the Registrant’s registration statement on [Form S-8](#) filed with the Securities and Exchange Commission (the “SEC”) (SEC File No. 333-198376) together with all exhibits filed therewith or incorporated therein by reference, is hereby incorporated by reference pursuant to General Instruction E to Form S-8, and the shares of Common Stock registered hereunder are in addition to the shares of Common Stock registered on such registration statements.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 8. Exhibits.

Exhibit No.	Exhibit Description
4.1	<a href="#">Amended and Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant’s Registration Statement on Form S-1 filed on November 15, 2004).</a>
4.2.	Amendment to Restated Articles of Incorporation (incorporated by reference to Exhibit <a href="#">3(i)-1</a> and <a href="#">3(i)-2</a> to the Registrant’s Current Report on Form 8-K filed on November 1, 2012)
4.3	<a href="#">Certificate of Amendment to Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on May 2, 2016)</a>
4.4	<a href="#">Fifth Amended and Restated Bylaws, effective December 13, 2019 (incorporated by reference to Exhibit 3.1 to the Registrant’s Current Report on Form 8-K filed on December 16, 2019)</a>
4.5	<a href="#">Second Amended and Restated Registration Rights Agreement dated July 28, 2021 (incorporated by reference to Exhibit 4.1 to the Registrant’s Current Report on Form 8-K filed July 29, 2021).</a>
5.1*	<a href="#">Consent of Vistula PLC</a>
23.1*	<a href="#">Consent of Grant Thornton LLP</a>
23.2*	<a href="#">Consent of BDO USA LLP</a>
23.3*	<a href="#">Consent of Vistula PLC (included in Exhibit 5.1)</a>
24.1*	<a href="#">Power of Attorney (included on the signature page to this Registration Statement)</a>
99.1	<a href="#">2014 Amended and Restated Stock Incentive Plan (incorporated by reference to Appendix A of the Registrant’s Definitive Proxy Statement on Schedule 14A, filed on April 29, 2014).</a>
99.2	<a href="#">Amendment to 2014 Amended and Restated Stock Incentive Plan dated May 4, 2022 (incorporated by reference to Exhibit 4.2 to the Registrant’s Quarterly Report on Form 10-Q filed on May 12, 2022).</a>
107.1*	<a href="#">Filing Fee Table.</a>

\* 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: June 30, 2022

UNIVERSAL LOGISTICS HOLDINGS, INC.

By: /s/ Tim Phillips  
Name: Tim Phillips  
Title: Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of Tim Phillips, Jude M. Beres, and Steven A. Fitzpatrick, and each of them acting individually, as his true and lawful attorneys-in-fact and agents, each with full power of substitution in each of them singly, for him and in his name, place and stead, and in any and all capacities, to sign any and all amendments, including post-effective amendments, to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting to the attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in or about the premises, as full to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that the attorneys-in-fact and agents or any of each of them or their substitutes may lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on the dates indicated.

<b>Signatures</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Tim Phillips</u> Tim Phillips	Chief Executive Officer (Principal Executive Officer)	June 30, 2022
<u>/s/ Jude Beres</u> Jude Beres	Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	June 30, 2022
<u>/s/ Matthew T. Moroun</u> Matthew T. Moroun	Chairman of the Board	June 30, 2022
<u>/s/ Matthew J. Moroun</u> Matthew J. Moroun	Director	June 30, 2022
<u>/s/ Grant Belanger</u> Grant Belanger	Director	June 30, 2022
<u>/s/ Frederick P. Calderone</u> Frederick P. Calderone	Director	June 30, 2022
<u>/s/ Daniel J. Deane</u> Daniel J. Deane	Director	June 30, 2022
<u>/s/ Clarence W. Gooden</u> Clarence W. Gooden	Director	June 30, 2022
<u>/s/ Michael A. Regan</u> Michael A. Regan	Director	June 30, 2022
<u>/s/ Richard P. Urban</u> Richard P. Urban	Director	June 30, 2022
<u>/s/ H. E. "Scott" Wolfe</u> H. E. "Scott" Wolfe	Director	June 30, 2022



100 MAPLE PARK BOULEVARD, SUITE 110  
SAINT CLAIR SHORES, MICHIGAN 48081  
TELEPHONE: 313-989-0004  
FACSIMILE: 313-668-0808  
VISTULALAW.COM

June 30, 2022

Universal Logistics Holdings, Inc.  
12755 E. Nine Mile Road  
Warren, Michigan 48089

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel for Universal Logistics Holdings, Inc., a Michigan corporation (the “Company”), in connection with Registration Statement on Form S-8 (the “Registration Statement”) filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”) relating to 200,000 shares of the Company’s common stock, no par value (the “Shares”), issuable pursuant to the Company’s 2014 Amended and Restated Stock Incentive Plan (the “Plan”).

We have examined such certificates, instruments, and documents and reviewed such questions of law as we have considered necessary or appropriate for the purposes of this opinion.

We have assumed (i) the authority and genuineness of all signatures, (ii) the legal capacity of all natural persons, (iii) the authenticity of all documents submitted to us as originals, (iv) the conformity to authentic original documents of all documents submitted to us as certified, conformed or photostatic copies, and (v) the accuracy of all other information provided to us by the Company in connection with this opinion. We have also assumed that the Company and those persons purchasing Shares or receiving rights to purchase Shares under the Plan will have complied with the relevant requirements of the Plan and that all prescribed filings with regulatory authorities, including any stock exchanges that have jurisdiction, will be effected in accordance with their respective requirements and that approvals of such regulatory authorities, including any stock exchanges having jurisdiction, will have been granted prior to the issuance of the Shares.

On the basis of the foregoing and subject to the conditions set forth below and compliance with applicable state securities laws, it is our opinion that the Shares have been duly and validly authorized, and when and if issued pursuant to the terms of the Plan, will be validly issued, fully paid and non-assessable.

The opinions expressed herein are limited to the laws of the State of Michigan, as currently in effect, and we express no opinion with respect to the laws of any other state or jurisdiction including, without limitation, the application of the securities or "blue sky" laws of any state to the offer and/or sale of the Shares. In addition, the opinions expressed herein are conditioned upon the Registration Statement becoming effective under the Securities Act, and the Company's articles of incorporation and bylaws not being further amended prior to the issuance or sale of any of the Shares.

We hereby consent to the filing of this opinion as an exhibit to the registration statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

*/s/ Vistula PLC*

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated March 16, 2022 with respect to the consolidated financial statements and internal control over financial reporting of Universal Logistics Holdings, Inc. included in the Annual Report on Form 10-K for the year ended December 31, 2021, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned reports in this Registration Statement.

/s/ GRANT THORNTON LLP

Southfield, Michigan  
June 30, 2022

## Consent of Independent Registered Public Accounting Firm

Universal Logistics Holdings, Inc.  
Warren, Michigan

We hereby consent to the incorporation by reference in the Prospectus constituting a part of this Registration Statement of our reports dated March 16, 2021, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of Universal Logistics Holdings, Inc. appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2020. Our report on the effectiveness of internal control over financial reporting expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of December 31, 2020.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ BDO USA, LLP

Troy, Michigan  
June 30, 2022

## Calculation of Filing Fees Table

Form S-8  
(Form Type)

Universal Logistics Holdings, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title(1)	Fee Calculation Rate	Amount Registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, no par value	Rule 457(a)(2)	200,000(3)	\$28.42	\$5,684,000	\$92.70 per \$1,000,000	\$527
Total Offering Amounts					\$5,684,000		\$527
Total Fee Offsets							—
Net Fees Due							\$527

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 (this “Registration Statement”) shall also cover any additional shares of common stock, no par value per share (the “Common Stock”) of Universal Logistics Holdings, Inc. (the “Registrant”) that become issuable under the Universal Truckload Services, Inc. 2014 Amended and Restated Stock Incentive Plan, as amended (the “Plan”).
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and (h) of the Securities Act and based on the average of the high and low sale prices of the Common Stock, as quoted on the Nasdaq Global Select Market, on June 28, 2022.
- (3) Represents 200,000 shares of Common Stock reserved for issuance under the Plan.