

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>ROADRUNNER TRANSPORTATION SYSTEMS, INC.</b>		2 Issuer's employer identification number (EIN) <b>20-2454942</b>	
3 Name of contact for additional information <b>TERENCE R. ROGERS</b>	4 Telephone No. of contact <b>414-615-1500</b>	5 Email address of contact <b>IR@RRTS.COM</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>1431 OPUS PLACE, SUITE 530</b>		7 City, town, or post office, state, and ZIP code of contact <b>DOWNERS GROVE, IL 60515</b>	
8 Date of action <b>04/04/2019</b>		9 Classification and description <b>1-FOR-25 REVERSE STOCK SPLIT (COMMON STOCK)</b>	
10 CUSIP number <b>See item 19</b>	11 Serial number(s)	12 Ticker symbol <b>RRTS</b>	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On April 4, 2019, Roadrunner Transportation Systems, Inc. (the "Company") filed with the Secretary of State of the State of Delaware a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the "Certificate of Amendment"), to effect a reverse stock split (the "Reverse Stock Split"). The Certificate of Amendment and, as a result, the Reverse Stock Split, took effect at 6:00 pm EST on April 4, 2019 and the Company's common stock began trading on a split-adjusted basis when the market opened on April 5, 2019.

Pursuant to the Reverse Stock Split, shares of the Company's common stock were automatically consolidated at the rate of 1-for-25 without any further action on the part of the Company's stockholders. All fractional shares owned by each stockholder were aggregated and to the extent after aggregating all fractional shares any stockholder was entitled to a fraction of a share, such stockholder became entitled to receive, in lieu of the issuance of such fractional share, a cash payment based on a pre-split cash in lieu rate of \$0.4235, which is the volume-weighted average trading price per share on the New York Stock Exchange ("NYSE") for the five consecutive trading days immediately preceding April 4, 2019.

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ As a result of the Reverse Stock Split, the Company's stockholders will be required to allocate the aggregate tax basis in their shares of Company stock held immediately prior to the Reverse Stock Split among the shares of Company stock held immediately after the Reverse Stock Split, including any fractional share interest for which cash was received. In general, a stockholder's aggregate tax basis in his, her, or its shares of Company stock held immediately prior to the Reverse Stock Split should be allocated in proportion to the reduced number of shares of Company stock held immediately after the Reverse Stock Split. Stockholders who acquired their shares of Company stock on different dates and at different prices should consult their own tax advisors regarding the allocation of the tax basis of such shares.

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See answer to item 15 above.

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► The tax treatment of the Company's Reverse Stock Split is determined pursuant to sections 368(a)(1)(E) and 354(a)(1) of the Internal Revenue Code. The adjustment to a stockholder's basis in his, her, or its shares of Company stock is determined pursuant to section 358(a). Determination of gain or loss on the receipt of cash in lieu of a fractional share is made pursuant to section 1001. Each stockholder should consult such stockholder's own tax advisor with respect to the tax consequences to such stockholder of the Reverse Stock Split.

18 Can any resulting loss be recognized? ► Generally, a reverse stock split will not result in the recognition of gain or loss for federal income tax purposes. The adjusted basis of the new shares of common stock will be the same as the adjusted basis of the common stock exchanged for such new shares. A U.S. holder of common stock that received cash in lieu of a fractional share of common stock pursuant to the Reverse Stock Split will recognize capital gain or loss in an amount equal to the difference between the amount of cash received and the U.S. holder's tax basis in the common stock surrendered that is allocated to such fractional share of common stock. The deductibility of capital losses may be limited.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► Part I, Box 10 - CUSIP number prior to reverse split was 76973Q105; CUSIP number after reverse split is 76973Q204

The reportable tax year is the year that includes April 4, 2019, the effective date of the Reverse Stock Split.

Information contained within this Form 8937 should not be interpreted as tax advice. Stockholders are encouraged to consult with their own tax advisors regarding specific tax consequences of the Reverse Stock Split, based on their specific facts and circumstances.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ► *Terence R. Rogers* Date ► May 17, 2019

Print your name ► Terence R. Rogers Title ► EVP & CFO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ►			Firm's EIN ►	
Firm's address ►			Phone no.	