

Daseke, Inc.
Form DEF 14A
April 10, 2018

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

DASEKE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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 - (1) Title of each class of securities to which transaction applies:
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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

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DASEKE, INC.
15455 Dallas Parkway, Suite 550
Addison, Texas 75001

To the Stockholders of Daseke, Inc.:

You are cordially invited to attend the 2018 annual meeting of stockholders (the "Annual Meeting") of Daseke, Inc. (the "Company") to be held on Tuesday, May 22, 2018 at 1:00 p.m., Central time, at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001 to consider and vote upon the following proposals:

1. To elect the two directors named in this proxy statement to serve as Class III directors on the Company's Board of Directors (the "Board of Directors" or "Board") until the 2021 annual meeting of stockholders or until their successors are elected and qualified;
2. To ratify the selection by our audit committee of Grant Thornton LLP to serve as our independent registered public accounting firm for the year ending December 31, 2018; and
3. Such other matters as may properly come before the Annual Meeting or any adjournment(s) or postponement(s) thereof.

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "**FOR**" THE ELECTION OF EACH NOMINEE FOR DIRECTOR NAMED IN THIS PROXY STATEMENT AND "**FOR**" THE RATIFICATION OF GRANT THORNTON LLP TO SERVE AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM.

The Annual Meeting will be held at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001. The Board has fixed the close of business on Monday, March 26, 2018 as the record date (the "Record Date") for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting or any postponement or adjournment thereof. Accordingly, only stockholders of record at the close of business on the Record Date are entitled to notice of, and shall be entitled to vote at, the Annual Meeting or any postponement or adjournment thereof.

Your vote is important. You are requested to carefully read the proxy statement and accompanying Notice of Annual Meeting for a more complete statement of matters to be considered at the Annual Meeting.

By Order of the Board of Directors,

/s/ DON R. DASEKE

Don R. Daseke
Chairman and CEO

This proxy statement is dated April 10, 2018 and is being mailed with the form of proxy beginning on April 10, 2018.

Important Notice Regarding the Availability of Proxy Materials for the 2018 Annual Meeting of Stockholders to Be Held on

Tuesday, May 22, 2018 at 1:00 p.m., Central time at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001

The proxy statement and annual report to stockholders are available at
<http://www.cstproxy.com/daseke/2018>.

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IMPORTANT

Whether or not you expect to attend the Annual Meeting, you are respectfully requested by the Board of Directors to sign, date and return the enclosed proxy card promptly, or follow the instructions contained in the proxy card or voting instruction form provided to you to vote via telephone or online. If you grant a proxy, you may revoke it at any time prior to the Annual Meeting or vote during the Annual Meeting, as discussed in more detail in the proxy statement.

PLEASE NOTE: If your shares are held by a broker, bank, broker-dealer, custodian or other similar organization (also known as shares held in "street name"), your broker, bank, broker-dealer, custodian, or other holder cannot vote your shares in the election of directors unless you provide them with instructions, as discussed in more detail in the proxy statement.

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DASEKE, INC.

**15455 Dallas Parkway, Suite 550
Addison, Texas 75001**

**NOTICE OF 2018 ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 22, 2018**

To the Stockholders of Daseke, Inc.:

NOTICE IS HEREBY GIVEN that the 2018 annual meeting of stockholders (the "Annual Meeting") of Daseke, Inc., a Delaware corporation (the "Company"), will be held on Tuesday, May 22, 2018 at 1:00 p.m., Central time, at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001 to consider and vote upon the following proposals:

1. To elect the two directors named in this proxy statement to serve as Class III directors on the Company's Board of Directors (the "Board of Directors" or "Board") until the 2021 annual meeting of stockholders or until their successors are elected and qualified;
2. To ratify the selection by our audit committee of Grant Thornton LLP to serve as our independent registered public accounting firm for the year ending December 31, 2018; and
3. Such other matters as may properly come before the Annual Meeting or any adjournment(s) or postponement(s) thereof.

The meeting will be held at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001. Only stockholders of record of the Company as of the close of business on March 26, 2018 are entitled to notice of, and to vote at, the Annual Meeting or any adjournment or postponement thereof. Each share of common stock entitles the holder thereof to one vote.

Your vote is important. Proxy voting permits stockholders unable to attend the Annual Meeting to vote their shares through a proxy. By appointing a proxy, your shares will be represented and voted in accordance with your instructions. You can vote your shares by completing and returning your proxy card, or submit your proxy by telephone or over the Internet (if those options are available to you) in accordance with the instructions on the enclosed proxy card or voting instruction form, as discussed in greater detail in this proxy statement. Proxy cards that are signed and returned, but do not include voting instructions, will be voted by the proxy holders as recommended by the Board of Directors. You can change your voting instructions or revoke your proxy at any time prior to the Annual Meeting by following the instructions included in this proxy statement and on the proxy card or voting instruction form.

Even if you plan to attend the Annual Meeting, it is strongly recommended you vote your shares before the Annual Meeting date to ensure that your shares will be represented at the Annual Meeting if you are unable to attend. You are urged to review carefully the information contained in the enclosed proxy statement prior to deciding how to vote your shares. You may also access our proxy materials at the following website: <http://www.cstproxy.com/daseke/2018>.

By Order of the Board of Directors,

/s/ DON R. DASEKE

Don R. Daseke
Chairman and CEO

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DASEKE, INC.

**15455 Dallas Parkway, Suite 550
Addison, Texas 75001**

PROXY STATEMENT

2018 ANNUAL MEETING OF STOCKHOLDERS

To be held on Tuesday, May 22, 2018, at 1:00 p.m., Central time

held at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001

QUESTIONS AND ANSWERS ABOUT THESE PROXY MATERIALS

Why did you send me this proxy statement?

This proxy statement and the enclosed proxy card are being sent to you in connection with the solicitation of proxies by the Board of Directors (the "Board of Directors" or "Board") of Daseke, Inc., a Delaware corporation (the "Company," "we," "us," and "our"), for use at the 2018 annual meeting of stockholders (the "Annual Meeting") to be held on Tuesday, May 22, 2018 at 1:00 p.m., Central time, at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001, or at any adjournments or postponements thereof. This proxy statement summarizes the information that you need to make an informed decision on the proposals to be considered at the Annual Meeting. This proxy statement and the enclosed proxy card were mailed to the Company's stockholders beginning on April 10, 2018.

What is included in these materials?

These materials include:

This Proxy Statement for the Annual Meeting and the Company's Annual Report on Form 10-K for the year ended December 31, 2017, as filed with the Securities and Exchange Commission (the "SEC") on March 16, 2018.

What proposals will be addressed at the Annual Meeting?

Stockholders will be asked to consider the following proposals at the Annual Meeting:

1. To elect the two directors named in this proxy statement to serve as Class III directors on the Board until the 2021 annual meeting of stockholders or until their successors are elected and qualified; and
2. To ratify the selection by our audit committee of Grant Thornton LLP ("Grant Thornton") to serve as our independent registered public accounting firm for the year ending December 31, 2018.

We will also consider any other business that properly comes before the Annual Meeting, although we are not currently aware of any business to be acted upon at the Annual Meeting other than the matters discussed in this proxy statement.

How does the Board of Directors recommend that I vote?

Our Board of Directors unanimously recommends that stockholders vote "**FOR**" each nominee for director and "**FOR**" the ratification of the selection of Grant Thornton as our independent registered public accounting firm.

Who may vote during the Annual Meeting?

Stockholders who owned shares of the Company's common stock, par value \$.0001 per share, as of the close of business on March 26, 2018 are entitled to vote during the Annual Meeting. As of the Record Date, there were 57,169,408 shares of our common stock issued and

outstanding.

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How many votes must be present to hold the Annual Meeting?

Your shares are counted as present at the Annual Meeting if (a) you attend the Annual Meeting, (b) you vote (either by mail, telephone or online) in advance of the Annual Meeting (even if you abstain from voting on either proposal or both proposals) or at the Annual Meeting, or (c) your shares are registered in the name of a bank or brokerage firm and you do not provide voting instructions and such bank or broker casts a vote on the ratification of the selection of Grant Thornton to serve as our independent registered public accounting firm (as discussed further below). On March 26, 2018, there were 57,169,408 shares of the Company's common stock outstanding and entitled to vote. In order for us to conduct the Annual Meeting, a majority of our outstanding shares of common stock entitled to vote during the Annual Meeting must be present at the beginning of the Annual Meeting. This is referred to as a quorum. Consequently, 28,584,705 shares of common stock must be present at the beginning of the Annual Meeting to constitute a quorum.

How many votes do I have?

Each share of common stock is entitled to one vote on each matter that comes before the Annual Meeting. Information about the stock holdings of our directors and executive officers is contained in the section of this Proxy Statement entitled "Security Ownership of Certain Beneficial Owners and Management."

What is the difference between a stockholder of record and a beneficial owner of shares held in street name?

Stockholder of Record. If your shares are registered directly in your name with the Company's transfer agent, Continental Stock Transfer & Trust Company, you are considered the stockholder of record with respect to those shares, and the proxy materials were sent directly to you by the Company.

Beneficial Owner of Shares Held in Street Name. If your shares are held in an account at a broker, bank, broker-dealer, custodian or other similar organization, then you are the beneficial owner of shares held in "street name," and the proxy materials were forwarded to you by that organization. The organization holding your account is considered the stockholder of record for purposes of voting during the Annual Meeting. As a beneficial owner, you have the right to instruct that organization on how to vote the shares held in your account, but you must follow the instructions that organization has provided to you in order to vote or attend the Annual Meeting. Those instructions are contained in a "vote instruction form" provided to you.

What is the proxy card?

The proxy card enables you to appoint Don Daseke, the Chairman and CEO, and R. Scott Wheeler, a director, President and Chief Financial Officer, each as your representative at the Annual Meeting. By completing and returning the proxy card, you are authorizing Messrs. Daseke and Wheeler to vote your shares during the Annual Meeting in accordance with your instructions on the proxy card. This way, your shares will be voted whether or not you attend the Annual Meeting. Even if you plan to attend the Annual Meeting, it is strongly recommended that you complete and return your proxy card or vote via telephone or online before the Annual Meeting date in case your plans change. If a proposal comes up for vote during the Annual Meeting that is not on the proxy card, the representatives you have appointed as proxies will vote your shares, under your proxy, according to their best judgment.

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If I am a stockholder of record of the Company's shares, how do I vote?

There are three ways to vote:

Via Telephone/Online Prior to the Annual Meeting. If you are a stockholder of record, you may vote in advance of the Annual Meeting by telephone by calling 866-894-0536 and following the instructions, or online at <http://www.cstproxyvote.com>. If you choose to vote online in advance of the Annual Meeting, have your proxy card in hand when you access the website and follow the instructions.

By Mail. If you are a stockholder of record, you may vote by proxy by filling out the proxy card and sending it back in the envelope provided.

Via Telephone/Online During the Annual Meeting. If you are a stockholder of record, you may vote during the Annual Meeting by following the instructions provided at the Annual Meeting.

If I am a beneficial owner of shares held in street name, how do I vote?

There are three ways to vote:

Via Telephone/Online Prior to the Annual Meeting. You may vote by submitting your vote by telephone or online if those options are made available to you by your broker, bank, broker-dealer, custodian or other similar organization in accordance with the instructions on the voting instruction form provided to you. Although most banks, brokers and other nominees offer these voting alternatives, availability and specific procedures vary.

By Mail. You may vote by filling out the vote instruction form and sending it back in the envelope provided by your broker, bank, broker-dealer, custodian or other similar organization that holds your shares.

Via Telephone/Online During the Annual Meeting. If you are a beneficial owner, you will need to follow the instructions on the voting instruction form provided to you in order to attend and vote during the Annual Meeting.

Will my shares be voted if I do not provide my proxy?

If you hold your shares directly in your own name, they will not be voted if you do not provide a proxy (either voting by telephone or online, or by filling out a proxy card). Proxy cards that are signed and returned, but do not include voting instructions, will be voted by the proxy holders as recommended by the Board of Directors.

If you are a beneficial owner, your shares may be voted under certain circumstances if they are held in the name of a brokerage firm. Brokerage firms generally have the authority to vote shares absent instructions from their customers on certain "routine" matters, including the ratification of the selection of the independent registered public accounting firm. At the Annual Meeting, your shares may only be voted by your brokerage firm on Proposal Two.

Brokers are prohibited from exercising discretionary authority on non-routine matters. Proposal One is considered a non-routine matter, and therefore brokers cannot exercise discretionary authority regarding this proposal for beneficial owners who have not returned instructions to the brokers. When brokers cannot exercise discretionary authority and do not receive instructions from beneficial owners, this results in "broker non-votes", which are still counted for purposes of determining quorum, but which do not impact the outcome of either Proposal One or Proposal Two.

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What vote is required to elect directors?

Directors are elected by a plurality of the votes cast at the Annual Meeting. Abstentions will have no direct effect on this proposal, assuming that a quorum is present. There are no cumulative voting rights.

What vote is required to ratify the selection by our audit committee of Grant Thornton as our independent registered public accounting firm?

Approval of the proposal to ratify the selection of Grant Thornton as our independent registered public accounting firm requires the affirmative vote of the majority of the shares present in person or by proxy and entitled to vote on the matter at the Annual Meeting. Abstentions will have no direct effect on this proposal, assuming that a quorum is present.

Can I change my vote after I have voted?

You may revoke your proxy and change your vote at any time before the final vote at the Annual Meeting. You may vote again by signing and returning a new proxy card or vote instruction form with a later date or by submitting a later vote electronically or via phone (if those options are available to you), or, if you are a stockholder of record, by attending the Annual Meeting and voting at the Annual Meeting. Attending the Annual Meeting will not automatically revoke your proxy unless you vote again during the Annual Meeting or specifically request that your prior proxy be revoked by delivering to the Company's General Counsel at 15455 Dallas Parkway, Suite 550, Addison, Texas 75001, a written notice of revocation prior to the Annual Meeting.

Please note, however, that if your shares are held of record by a broker, bank, broker-dealer, custodian or other similar organization, you must instruct your broker, bank, broker-dealer, custodian or other similar organization that you wish to change your vote by following the procedures on the voting instruction form provided to you by such representative.

What happens if I do not indicate how to vote my proxy?

If you sign your proxy card without providing further instructions, your shares will be voted "FOR" all the director nominees and "FOR" the ratification of the selection of the independent registered public accounting firm at our Annual Meeting.

Is my vote kept confidential?

Proxies, ballots and voting tabulations identifying stockholders are kept confidential to the extent possible and will not be disclosed except as may be necessary to meet legal requirements.

Where do I find the voting results of the Annual Meeting?

We will announce preliminary voting results at the Annual Meeting. The final voting results will be tallied by the inspector of election and published in the Company's Current Report on Form 8-K, which the Company is required to file with the SEC within four business days following the Annual Meeting.

Who bears the cost of soliciting proxies?

The Company will bear the cost of soliciting proxies in the accompanying form and will reimburse brokerage firms and others for expenses involved in forwarding proxy materials to beneficial owners or soliciting their execution. In addition to solicitations by mail, the Company, through its directors and officers, may solicit proxies in person, by telephone or by electronic means. Such directors and officers will not receive any special remuneration for these efforts.

Who can help answer my questions?

You can contact our General Counsel, Soumit Roy by sending a letter to Mr. Roy at the offices of the Company at 15455 Dallas Parkway, Suite 550, Addison, Texas 75001 with any questions about the proposals described in this proxy statement or how to execute your vote.

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THE ANNUAL MEETING

We are furnishing this proxy statement to you as a stockholder of Daseke, Inc. as part of the solicitation of proxies by our Board of Directors for use at our Annual Meeting to be held on Tuesday, May 22, 2018, or any adjournment or postponement thereof.

Date, Time, Place and Purpose of the Annual Meeting

The Annual Meeting will be held at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001, on Tuesday, May 22, 2018, at 1:00 p.m., Central time. You are cordially invited to attend the Annual Meeting, at which stockholders will be asked to consider and vote upon the following proposals, which are more fully described in this proxy statement:

To elect the two directors named in this proxy statement to serve as Class III directors on the Board until the 2021 annual meeting of stockholders or until their successors are elected and qualified; and

To ratify the selection by our audit committee of Grant Thornton to serve as our independent registered public accounting firm for the year ending December 31, 2017.

Record Date, Voting and Quorum

Our Board fixed the close of business on March 26, 2018, as the Record Date for the determination of holders of our outstanding common stock entitled to notice of and to vote on all matters presented at the Annual Meeting. As of the record date, there were 57,169,408 shares of the Company's common stock issued and outstanding and entitled to vote. Each share of common stock entitles the holder thereof to one vote. The holders of 57,169,408 shares of common stock entitled to vote, present in person or represented by proxy at the Annual Meeting, constitute a quorum.

Required Vote

The affirmative vote of a plurality of the votes cast at the Annual Meeting by the holders of common stock entitled to vote in the election directors is required to elect each director.

The approval of the proposal to ratify the selection of Grant Thornton as our independent registered public accounting firm requires the affirmative vote of a majority of the common stock present in person or represented by proxy and entitled to vote on this matter at the Annual Meeting.

Voting

If you are a stockholder of record, you may vote during the Annual Meeting by following the instructions provided at the Annual Meeting.

If you are a stockholder of record, you may also vote by proxy by having one or more individuals who will be at the Annual Meeting vote your shares for you. These individuals are called "proxies" and using them to cast your ballot during the Annual Meeting is called voting "by proxy." If you wish to vote by proxy, you must (i) complete the enclosed form, called a "proxy card," and mail it in the envelope provided or (ii) submit your proxy by telephone or over the Internet in accordance with the instructions on the enclosed proxy card.

If you complete the proxy card and mail it in the envelope provided or submit your proxy by telephone or over the Internet as described above, you will designate Don Daseke, the Chairman and CEO, and R. Scott Wheeler, a director, President and Chief Financial Officer, each to act as your proxy at the Annual Meeting. One of them will then vote your shares during the Annual Meeting in accordance with the instructions you have given them in the proxy, as applicable, with respect to the proposals presented in this proxy statement. Proxies will extend to, and be voted at, any adjournment(s)

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or postponement(s) of the Annual Meeting. Alternatively, you can vote your shares during the Annual Meeting.

While we know of no other matters to be acted upon at this year's Annual Meeting, it is possible that other matters may be properly presented at the Annual Meeting. If that happens and you have submitted your proxy, the proxy representatives will vote on such other matters in accordance with their best judgment.

Our Board of Directors is asking for your proxy. Giving the Board your proxy means you authorize it to vote your shares at the Annual Meeting in the manner you direct. You may vote for or withhold your vote for each nominee or proposal or you may abstain from voting. All valid proxies received prior to the Annual Meeting will be voted. All shares represented by a proxy will be voted, and where a stockholder specifies by means of the proxy a choice with respect to any matter to be acted upon, the shares will be voted in accordance with the specification so made. If no choice is indicated on the proxy, but the proxy card is signed, the shares will be voted "FOR" the election of each nominee for Director and "FOR" the ratification of the selection of Grant Thornton as our independent registered public accounting firm and as the proxy holders may determine in their discretion with respect to any other matters that may properly come before the Annual Meeting.

If you are a beneficial owner, meaning that you own your shares in "street name" rather than directly as a holder of record, you may vote by filling out the vote instruction form provided to you and sending it back in the envelope provided by your broker, bank, broker-dealer or other similar organization that holds your shares. Alternatively, you may vote by submitting your proxy by telephone or over the Internet (if those options are available to you) in accordance with the instructions on the voting instruction form provided to you. This is allowed if you hold shares in street name and your bank, broker or other nominee offers those alternatives. Although most banks, brokers and other nominees offer these voting alternatives, availability and specific procedures vary.

Stockholders who have questions or need assistance in completing or submitting their proxy cards should contact our President and Chief Financial Officer, R. Scott Wheeler, at 972-248-0412.

Revocability of Proxies

Any proxy may be revoked by the person giving it at any time before the polls close during the Annual Meeting. A proxy may be revoked in advance of the Annual Meeting by filing with our General Counsel (at 15455 Dallas Parkway, Suite 550, Addison, Texas 75001) a written notice of revocation bearing a date later than the date of such proxy or providing a subsequent proxy relating to the same shares, or by attending the Annual Meeting and voting during the Annual Meeting. Simply attending the Annual Meeting will not constitute revocation of your proxy.

If your shares are held in the name of a broker or other nominee who is the record holder, you must follow the instructions of your broker or other nominee to revoke a previously given proxy.

Attendance at the Annual Meeting

You can attend the Annual Meeting at the Addison Conference Centre, 15650 Addison Road, Addison, TX 75001, and you can submit questions, confirm your ownership and vote by following the instructions to be provided.

Solicitation of Proxies

The cost of preparing, assembling, printing and mailing this proxy statement and the accompanying form of proxy, and the cost of soliciting proxies relating to the Annual Meeting, will be borne by the Company. Some banks and brokers have customers who beneficially own common stock listed of record in the names of nominees. We intend to request banks and brokers to solicit such customers and will

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reimburse them for their reasonable out-of-pocket expenses for such solicitations. If any additional solicitation of the holders of our outstanding shares of common stock is deemed necessary, we (through our directors and officers) anticipate making such solicitation directly. The solicitation of proxies by mail may be supplemented by telephone, telegram and personal solicitation by officers, directors and other employees of the Company, but no additional compensation will be paid to such individuals.

No Right of Appraisal

Neither Delaware law nor our second amended and restated certificate of incorporation provide for appraisal or other similar rights for dissenting stockholders in connection with any of the proposals to be voted upon at the Annual Meeting. Accordingly, our stockholders will have no right to dissent and obtain payment for their shares.

Other Business

We are not currently aware of any business to be acted upon at the Annual Meeting other than the matters discussed in this proxy statement. The form of proxy accompanying this proxy statement confers discretionary authority upon the named proxy holders with respect to amendments or variations to the matters identified in the accompanying Notice of Annual Meeting and with respect to any other matters which may properly come before the Annual Meeting. If other matters do properly come before the Annual Meeting, or at any adjournment(s) or postponement(s) of the Annual Meeting, we expect that shares of our common stock, represented by properly submitted proxies will be voted by the proxy holders in accordance with the recommendations of our Board.

Principal Offices

Our principal executive offices are located at Daseke, Inc., 15455 Dallas Parkway, Suite 550, Addison, Texas 75001. Our telephone number at such address is 972-248-0412.

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On February 27, 2017, Hennessy Capital Acquisition Corp. II ("Hennessy Capital") consummated the previously announced merger of a wholly owned subsidiary of the former registrant with and into Daseke, Inc., with Daseke, Inc. surviving as a direct wholly owned subsidiary of Hennessy Capital, in accordance with the Agreement and Plan of Merger, dated December 22, 2016 (the "Business Combination"). In connection with the Business Combination, the former registrant changed its name from "Hennessy Capital Acquisition Corp. II" to "Daseke, Inc.", and the surviving company, a direct wholly owned subsidiary of the registrant, changed its name to Daseke Companies, Inc. At a special meeting of Hennessy Capital stockholders conducted on February 27, 2017, Messrs. Hennessy, Daseke and Sinclair were each elected as directors with terms commencing upon consummation of the closing of the transaction and expiring at the time of our third annual meeting following the transaction (expected to be held during the second calendar quarter of 2019). Also on February 27, 2017, (i) effective immediately upon consummation of the closing of the transaction, (a) the size of the Board was increased to eight members, (b) the Board appointed Messrs. Charlton and Wheeler to serve as directors with terms expiring at the time of our second annual meeting following the transaction (the 2018 Annual Meeting), and (c) the Board appointed Messrs. Bonner and Gafford to serve as directors with terms expiring at the time of our first annual meeting following the transaction, which was the 2017 Annual Meeting and (ii) effective on February 28, 2017, the Board also appointed Mr. Shepko to serve as a director with a term expiring at the time of our first annual meeting following the transaction, which was the 2017 Annual Meeting.

The Board has determined that each of Messrs. Hennessy, Bonner, Charlton, Gafford, Shepko and Sinclair are independent within the meaning of Nasdaq Rule 5605(a)(2) and, to the extent applicable, that they qualify as independent directors according to the rules and regulations of the SEC and Nasdaq with respect to committee membership. In assessing the independence of these individuals, the Board considered all factors set forth in each director's biography, as set forth below.

There are no family relationships among any directors or officers.

Directors and Officers

The directors and executive officers of the Company are as follows:

Name	Position	Age	Class
Don R. Daseke	Chairman of the Board of Directors and Chief Executive Officer	78	Class I
Daniel J. Hennessy	Vice Chairman, Independent Director	60	Class I
Brian Bonner	Independent Director	61	Class II
Ron Gafford	Independent Director	68	Class II
Mark Sinclair	Independent Director	69	Class I
Kevin M. Charlton	Independent Director	52	Class III
Jonathan Shepko	Independent Director	40	Class II
R. Scott Wheeler	Director, President and Corporate Chief Financial Officer	61	Class III
Angie Moss	Senior Vice President, Chief Accounting Officer, Corporate Controller, and Assistant Secretary	59	*

Don R. Daseke has been Chief Executive Officer and Chairman of the board of directors of Daseke, Inc. since he founded the company (formerly named Walden Smokey Point, Inc.) in November 2008. Mr. Daseke has served as the President and sole director on the board of directors of The Walden Group for more than 30 years. Mr. Daseke also has served as the chairman of the board of directors of both Liquid Motors, Inc. and East Teak Fine Hardwoods, Inc. since June 2005 and March 2006, respectively. Mr. Daseke has been active in the non-profit sector throughout his career, having

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served in leadership roles for a number of non-profit institutions, including the WaterTower Theatre, DePauw University, the Dallas Chapter of the World Presidents Organization and the Dallas Arboretum and Botanical Society. Additionally, Mr. Daseke currently serves on the Advisory Council for the Cattle Barons Ball in Dallas, Texas. From 2005 to 2009, Mr. Daseke was a Commissioner on the Planning and Zoning Commission for Addison, Texas, and in May 2009, he was elected to a two-year term on the Addison Town Council. Mr. Daseke served as Mayor Pro Tempore of Addison, Texas in 2010. Mr. Daseke was the Regional Winner of the Ernst & Young Entrepreneur of the Year Award in 2014. Mr. Daseke received his B.A. from DePauw University, an M.B.A. from the University of Chicago, Graduate School of Business, and the Presidents Program in Leadership from the Harvard Business School. Mr. Daseke is a Certified Public Accountant (retired). Because Mr. Daseke has served as a chief executive officer and a member of the board of directors of a number of companies and has significant experience in the transportation and logistics industry, Mr. Daseke is well-qualified to serve on our Board.

Daniel J. Hennessy is the founder and managing member of Hennessy Capital LLC and the Chairman and CEO of Hennessy Capital Acquisition Corp. III, a Special Purpose Acquisition Company (or "SPAC") he formed which went public on the NYSE MKT in June of 2017. Mr. Hennessy was also the Chairman and CEO of Hennessy's first two SPACs: Hennessy Capital Acquisition Corp. I, which merged with School Bus Holdings Inc. in February 2015 and is now known as Blue Bird Corporation (NASDAQ: BLBD), and Hennessy Capital, which merged with Daseke, Inc. in February 2017. Mr. Hennessy now serves as Vice Chairman of both Blue Bird and the Company. Mr. Hennessy is also a Partner at CHS Capital LLC (f/k/a Code Hennessy & Simons LLC) a middle market private equity investment firm he co-founded in 1988 and led its investments in industrial, infrastructure and energy businesses. Over a 25-year period, CHS invested \$2.8 billion in 395 operating companies with aggregate revenues of approximately \$15 billion. Prior to forming CHS, Mr. Hennessy was employed by Citicorp from 1984 to 1988 as head of the Midwest Region for Citicorp Mezzanine Investments and Vice President and Team Leader with Citicorp Leveraged Capital Group. He began his career in 1981 in the oil and gas lending group at Continental Illinois National Bank (now Bank of America) where he was a Banking Officer. Mr. Hennessy holds a B.A. degree, magna cum laude, from Boston College and an M.B.A. from the University of Michigan Ross School of Business.

Kevin M. Charlton is President, COO and Vice Chairman of Hennessy Capital Acquisition Corp. III as well as the Managing Partner of River Hollow Partners, a private equity firm he founded in July 2013 to focus on the lower mid-market. Mr. Charlton was also the President, COO and a Director of Hennessy's first two SPACs, Hennessy Capital Acquisition Corp. I, which merged with School Bus Holdings Inc. in February 2015 and is now known as Blue Bird Corporation (NASDAQ: BLBD), and Hennessy Capital, which merged with Daseke, Inc. in February 2017. Mr. Charlton now serves as a Director of both Blue Bird and the Company. From 2009 to 2013, Mr. Charlton was a Managing Director in the Principal Transactions Group of Macquarie Capital (USA) Inc., and led a team that oversaw its existing portfolio of North American investments. Prior to joining Macquarie Capital (USA) Inc., Mr. Charlton worked as Managing Director at Investcorp International, a mid-market private equity firm, JPMorganChase, McKinsey & Company and as a contractor in the Astrophysics Division at NASA Headquarters. He received a Master's in Business Administration with honors from the Kellogg School of Management at Northwestern University, a Master's of Science in Aerospace Engineering with Distinction from the University of Michigan, and a Bachelor's of Science in Engineering Cum Laude from Princeton University. We believe his background and skill set make Mr. Charlton well-suited to serve as a member of our Board of Directors.

Brian Bonner served as a member of the board of directors of Daseke, Inc. beginning in February 2015. Mr. Bonner served as Vice President and Chief Information Officer of Texas Instruments, a publicly traded company, from January 2000 to May 2014. In this role, Mr. Bonner managed the business and technology aspects of IT operations. Prior to being appointed Chief Information Officer,

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Mr. Bonner served Texas Instruments for over 33 years in a number of strategic leadership roles and positions in general management, mass marketing and global product management. Mr. Bonner served as a member on the board of directors of Copper Mobile from June 2012 through October 2015 and is currently an advisory board member for Southern Methodist University's Computer & Electrical Engineering Department. Mr. Bonner also served as an advisory board member for Gemini Israel Funds from June 2004 to May 2015. Mr. Bonner holds an M.B.A. in Marketing and Finance from the Fuqua School of Business at Duke University, an MSEE and BSEE from the University of Michigan, and a B.A. in Physics from Kalamazoo College. He received the Minority & Women Business Development Award from Texas Instruments, the Transformational CIO Award from HMG Strategies and the Most Innovative User of Technology from Information Week Magazine. Mr. Bonner has significant experience serving as an executive officer and in other leadership positions in a large public company setting, including 14 years as chief information officer, and he has more than three years of experience serving on the board of directors of a private technology company. He has extensive experience in management, finance, operations and marketing. We believe his background and skill set make Mr. Bonner well-suited to serve as a member of our Board of Directors.

Ron Gafford served as a member of the board of directors of Daseke, Inc. beginning in February 2015. From November 2012 to October 2014, Mr. Gafford served as a consultant to the chief executive officer and the board of directors of Austin Industries, Inc., a U.S.-based construction company. Prior to that, Mr. Gafford served Austin Industries, Inc. as president from March 1996 to November 2012, as chief executive officer from March 2001 to November 2012 and as chairman from March 2008 to November 2012. Mr. Gafford earned his B.S. from Texas A&M University in 1972 and completed the Advanced Management Program at Harvard University School of Business in 1987. Mr. Gafford brings more than 40 years of professional experience in the construction industry. He has significant experience serving in leadership positions in a large company setting, including 11 years as chief executive officer. He has extensive experience in management, finance and operations. We believe his background and skill set make Mr. Gafford well-suited to serve as a member of our Board of Directors.

Mark Sinclair was appointed to the Daseke, Inc. Board of Directors effective as of January 1, 2017. At the end of 2017, Mr. Sinclair completed a 46 year career in public accounting with over 38 years at Ernst & Young (EY) where he served as an Audit Partner, as Partner in Charge of Human Resources and Partner in Charge of the Strategic Growth Markets Practice in North Texas. After retirement from EY, Mr. Sinclair served 8 years as a Partner at Whitley Penn LLP, a Texas regional accounting firm. Mr. Sinclair primarily served and advised high growth public and venture/private equity backed companies from early stage to multi billion dollar revenue companies, often with global operations, in a wide variety of industries including technology, manufacturing, service and mining. He worked closely with management and reported to the Boards of his clients with a heavy focus on the governance aspects of internal controls and overall enterprise risk management. Mr. Sinclair is currently Chairman of the Board of the Institute for Excellence in Corporate Governance at the University of Texas at Dallas. He is also on the Board of the National Association of Corporate Directors (NACD), North Texas Chapter and has achieved the NACD Board Leadership Fellow designation. Mr. Sinclair is a Certified Public Accountant and a Certified Management Accountant. Mr. Sinclair qualifies as a "financial expert" for the audit committee under SEC guidelines. Because of his strong financial and accounting background, Mr. Sinclair is well-qualified to serve on our Board.

Jonathan Shepko was appointed to the board of directors of the Company, effective as of February 2017. Mr. Shepko is a Co-founder and Managing Partner of EF Capital Management, LP, which makes direct debt and equity investments (generally between \$20MM and \$100MM), in both public and private companies, across the United States. He is currently a Director, and Chairman of the Compensation Committee, for Shipston Equity Holdings, which, under the Busche Performance Group umbrella, is a Tier 1 supplier of "crash critical" chassis components, largely to the automotive OEM's.

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From 2015 to 2016, Mr. Shepko served as a Director, Chairman and CEO of Ameriquel Group Holdings, LLC, a global leader in shelf-stable food processing for the military, consumer and food service markets. Prior to founding EF Capital, Mr. Shepko was a Managing Director with Ares Management (~\$100B AUM), where he focused on originating and structuring debt financings in the energy industry. From 2009 until 2014, Mr. Shepko co-headed, and served as Managing Director of, CLG Energy Finance (an affiliate of Beal Bank), which focused on providing senior-stretch and uni-tranche facilities to the energy and infrastructure industries. Prior to forming CLG Energy Finance, Mr. Shepko was a Vice President with EnCap Investments, LP, where his responsibilities included originating, structuring and managing private equity investments in the oil and gas sector, while also serving on the boards of several of these companies. Collectively, Mr. Shepko has underwritten and managed nearly \$2 billion in direct equity and debt financings, spanning multiple industries, including investments in high-growth, as well as mature companies. Mr. Shepko graduated magna cum laude with a degree in Finance from Texas A&M University. We believe his background and skill set make Mr. Shepko well-suited to serve as a member of our Board of Directors.

R. Scott Wheeler is the President and Corporate Chief Financial Officer of Daseke, Inc. Mr. Wheeler has also served as a director of the company since December 2016. Previously, he served as the Executive Vice President and Corporate Chief Financial Officer of Daseke, Inc. from February 2015 to January 2018. Prior to this, beginning in August 2012, Mr. Wheeler served as Daseke's Senior Vice President and Corporate Chief Financial Officer. From 2008 to 2012, Mr. Wheeler served as Chief Financial Officer of OneSource Virtual, Inc., and from 2003 to 2008, Mr. Wheeler was the Managing Director of VCFO, a chief financial officer and controller focused consulting firm focused on high growth companies. From 1998 to 2002, Mr. Wheeler served as Chief Financial Officer of Malibu Entertainment Worldwide, a publicly-traded location-based entertainment company. Mr. Wheeler currently sits on the Advisory Board of the College of Business at Texas A&M University Commerce, where he also serves as an Adjunct Professor of Finance. Mr. Wheeler was Mayor of Addison, Texas from 1999 to 2005 and served on the Advisory Board of BBVA Compass Bank Dallas from 1994 to 2008. Mr. Wheeler earned his undergraduate degree from Texas A&M University Commerce in 1980 and his M.B.A. from Southern Methodist University in 1985. Because of his years of experience in finance, including his 18 years as chief financial officer of the companies noted above, and his knowledge of management and operations, Mr. Wheeler is well-qualified to serve on our Board.

Angie Moss is Senior Vice President, Chief Accounting Officer, Corporate Controller, and Assistant Secretary. Previously, she served as our Vice President and Corporate Controller from February 2015 to July 2017 and as our Corporate Controller from June 2013, when she joined Daseke. Ms. Moss brings over 22 years' experience in public accounting with national and regional accounting firms. From June 2012 to June 2013, Ms. Moss served Sanford, Baumeister & Frazier, LLP, an accounting firm, as an audit partner, and from June 2001 to December 2011, she served Travis Wolff, LLP, an accounting firm, in various capacities, including as an audit partner, Audit Department Head and member of the board of directors. Ms. Moss also serves as a member of the Advisory Board of the University of Texas at Arlington College of Business' Department of Accounting. She has also served on the American Institute of Certified Public Accountants (AICPA) committees and on the AICPA Accounting and Review Services Committee, which promulgates standards for accounting and review services. Ms. Moss earned a bachelor of business administration degree from the University of Texas at Arlington, graduating summa cum laude. She is a Certified Public Accountant.

Table of Contents**CORPORATE GOVERNANCE****Number and Terms of Office of Officers and Director**

Our Board of Directors is divided into three classes with only one class of directors being elected in each year and each class serving a three-year term. The term of office of our Class III directors, consisting of Messrs. Charlton and Wheeler will expire at this Annual Meeting. The term of office of our Class I directors, consisting of Messrs. Daseke, Hennessy and Sinclair, will expire at the next annual meeting of stockholders.

Our officers are elected by the Board of Directors and serve at the discretion of the Board of Directors, rather than for specific terms of office. Our Board of Directors is authorized to appoint persons to the offices set forth in our bylaws as it deems appropriate. Our bylaws provide that our officers may consist of a Chief Executive Officer, President, Chief Financial Officer, Vice Presidents, Secretary, Assistant Secretaries, Treasurer and such other offices as may be determined by the Board of Directors.

Committee Membership, Meetings and Attendance

The table below shows the current chair and membership of the Board and each standing Board committee, the independence status of each Board member and the number of Board and Board committee meetings held during fiscal 2017.

Director	Board of Directors	Audit Committee	Corporate Governance and Nominating Committee	Compensation Committee
Don R. Daseke*	C			
Brian Bonner	•	•	•	
Kevin M. Charlton	•			C
Ronald Gafford	•		•	•
Daniel J. Hennessy	•		C	•
Jonathan Shepko	•	•		
Mark Sinclair**	•	C		
R. Scott Wheeler*	•			
Number of 2017 Meetings	12	9	4	7

C

Chair

Member

*

Non-Independent Director

**

Financial Expert

We currently have the following standing committees: the audit committee, the nominating and governance committee, and the compensation committee. Each of the standing committees of the Board of Directors is comprised entirely of independent directors, and was comprised of entirely independent directors during 2017.

During the fiscal year ended December 31, 2017, the Board of Directors held approximately 4 general meetings and 8 special meetings. The audit committee met 9 times during 2017, the compensation committee met 7 times during 2017, and the nominating and governance committee met 4 times during 2017. Each director then serving attended or participated in at least 75% of the meetings of the Board of Directors and the respective committees of which he was or is a member held during the period such incumbent director was a director during fiscal year ended December 31, 2017.

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We encourage all of our directors to attend our annual meetings of stockholders, and all eight of our directors attended the 2017 Annual Meeting.

The independent directors of the Board of Directors met in executive session during 2017. Mr. Hennessy presides at the meetings of the independent directors of the Board.

Audit Committee

We have a separately-designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and NASDAQ Listing Standards. In addition, a written charter for the audit committee has been adopted, as discussed below.

During 2017 prior to the Business Combination, Messrs. Bell, Burns, Shea and Sullivan served as members of our audit committee. Mr. Bell served as chairman of the audit committee. Under the NASDAQ Listing Standards and applicable SEC rules, we are required to have three members of the audit committee, all of whom must be independent. Messrs. Bell, Burns, Shea and Sullivan were determined to be independent for the purposes of audit committee service at the time of their service. In 2017 following the merger transaction and currently, the audit committee consists of Messrs. Bonner, Shepko and Sinclair, and Mr. Sinclair serves as the chairman of the audit committee, each of whom has been determined to be independent for the purposes of audit committee service. Each member who served during 2017 has been determined to be financially literate. The Board of Directors determined that Mr. Bell qualified as an "audit committee financial expert" as defined in applicable SEC rules, and currently Mr. Sinclair is the member of our audit committee that qualifies as an "audit committee financial expert."

The audit committee charter effective during 2017 details the principal functions of the audit committee, including:

the appointment, compensation, retention, replacement, and oversight of the work of the independent auditors and any other independent registered public accounting firm engaged by us;

pre-approving all audit and non-audit services to be provided by the independent auditors or any other registered public accounting firm engaged by us, and establishing pre-approval policies and procedures;

reviewing and discussing with the independent auditors all relationships the auditors have with us in order to evaluate their continued independence;

setting clear hiring policies for employees or former employees of the independent auditors;

setting clear policies for audit partner rotation in compliance with applicable laws and regulations;

obtaining and reviewing a report, at least annually, from the independent auditors describing (i) the independent auditor's internal quality-control procedures and (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the audit firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years respecting one or more independent audits carried out by the firm and any steps taken to deal with such issues;

reviewing and approving any related party transaction required to be disclosed pursuant to Item 404 of Regulation S-K promulgated by the SEC prior to us entering into such transaction;

reviewing with management, its enterprise risk management process and the adequacy of internal controls systems; and

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reviewing with management, the independent auditors, and our legal advisors, as appropriate, any legal, regulatory or compliance matters, including any correspondence with regulators or government agencies and any employee complaints or published reports that raise material issues regarding our financial statements or accounting policies and any significant changes in accounting standards or rules promulgated by the Financial Accounting Standards Board, the SEC or other regulatory authorities.

A copy of this audit committee charter is available on our website and free of charge from the Company by writing to the Company's General Counsel, 15455 Dallas Parkway, Suite 550, Addison, Texas 75001.

Compensation Committee

During 2017 prior to the Business Combination, the members of our compensation committee were Messrs. Bell, Burns, Shea, and Sullivan. Mr. Shea served as chairman of the compensation committee. Under the NASDAQ Listing Standards and applicable SEC rules, we are required to have independent compensation committee members. Messrs. Bell, Burns, Shea and Sullivan were determined to be independent for the purposes of compensation committee service at the time of their service. In 2017 following the merger transaction and currently, the compensation committee consists of Messrs. Charlton, Gafford and Hennessy, and Mr. Charlton serves as the chairman of the compensation committee, each of whom has been determined to be independent for the purposes of compensation committee service.

The compensation committee charter effective during 2017 details the principal functions of the compensation committee, including:

reviewing and approving on an annual basis the corporate goals and objectives relevant to our Chief Executive Officer's compensation, evaluating our Chief Executive Officer's performance in light of such goals and objectives and determining and approving the remuneration (if any) of our Chief Executive Officer based on such evaluation;

reviewing and approving the compensation of all of our other executive officers;

reviewing our executive compensation policies and plans;

implementing and administering our incentive compensation equity-based remuneration plans;

assisting management in complying with our proxy statement and annual report disclosure requirements;

approving all special perquisites, special cash payments and other special compensation and benefit arrangements for our executive officers and employees;

producing a report on executive compensation to be included in our annual proxy statement; and

reviewing, evaluating and recommending changes, if appropriate, to the remuneration for directors.

The charter also provides that the compensation committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser and will be directly responsible for the appointment, compensation and oversight of the work of any such adviser. However, before engaging or receiving advice from a compensation consultant, external legal counsel or any other adviser, the compensation committee will consider the independence of each such adviser, including the factors required by NASDAQ and the SEC.

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A copy of this compensation committee charter is available on our website and free of charge from the Company by writing to the Company's General Counsel, 15455 Dallas Parkway, Suite 550, Addison, Texas 75001.

Corporate Governance and Nominating Committee

During 2017, the members of our corporate governance and nominating committee were Messrs. Bonner, Gafford and Hennessy and Mr. Hennessy serves as the chairman of the nominating and governance committee. The nominating and governance committee charter effective during 2017 details the principal functions of the nominating and governance committee, including:

Advise the Board and make recommendations regarding appropriate corporate governance practices and assist the Board in implementing those practices;

Assist the Board by identifying individuals qualified to become members of the Board, consistent with the criteria approved of by the Board, and recommending director nominees to the Board for election at the annual meetings of stockholders or for appointment to fill vacancies on the Board;

Advise the Board about the appropriate composition of the Board and its committees; and

Lead the Board in the annual performance evaluation of the Board and its committees, and of management.

A copy of this corporate governance and nominating committee charter is available on our website and free of charge from the Company by writing to the Company's General, 15455 Dallas Parkway, Suite 550, Addison, Texas 75001.

The Board of Directors will consider director candidates recommended for nomination by our stockholders during such times as they are seeking proposed nominees to stand for election at the next annual meeting of stockholders (or, if applicable, a special meeting of stockholders). Our stockholders that wish to nominate a director for election to the Board should follow the procedures set forth in our bylaws.

We have not formally established any specific, minimum qualifications that must be met or skills that are necessary for directors to possess. In general, in identifying and evaluating nominees for director, the Board of Directors considers educational background; diversity, including diversity of professional experience; knowledge of our business; integrity; professional reputation; independence; wisdom; and the ability to represent the best interests of our stockholders.

Audit Committee Report*

Our audit committee has reviewed and discussed our audited financial statements with management, as well as management's assessment of the effectiveness of our Company's internal controls over financial reporting, and has discussed with our independent registered public accounting firm their evaluation of our Company's internal control over financial reporting as well as the matters required to be discussed by the applicable rules and standards promulgated by the Public Company Accounting Oversight Board (the "PCAOB"). Additionally, our audit committee has received the written disclosures and the letter from our independent registered public accounting firm, as required

*

The information contained in this Audit Committee Report shall not be deemed to be "soliciting material" or "filed" or incorporated by reference in future filings with the SEC, or subject to the liabilities of Section 18 of the Exchange Act, except to the extent that the Company specifically requests that the information be treated as soliciting material or specifically incorporates it by reference into a document filed under the Securities Act of 1933, as amended (the "Securities Act") or the Exchange Act.

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by the applicable requirements of the PCAOB, and has discussed with the independent registered public accounting firm the independent registered public accounting firm's independence. Based upon such review and discussions, our audit committee recommended to the Board that the audited financial statements be included in our Annual Report on Form 10-K, as filed with the SEC on March 16, 2018 for the year ended December 31, 2017.

Submitted by:

Audit Committee of the Board of Directors

Brian Bonner
Jonathan Shepko
Mark Sinclair

Compensation Committee Report*

The Compensation Committee of the Board of Directors of Daseke, Inc. has reviewed and discussed with management the executive compensation disclosures (as required by Item 402 of Regulation S-K of the U.S. Securities and Exchange Commission) contained in this Proxy Statement for the Annual Meeting of Stockholders to be held on May 22, 2018.

Based on that review and discussion, the Compensation Committee recommended to the Board of Directors that the executive compensation disclosures be included in this Proxy Statement and that the information contained in this report be incorporated by reference into the Daseke, Inc. Annual Report on Form 10-K for the year ended December 31, 2017.

Submitted by:

Compensation Committee of the Board of Directors.

Kevin M. Charlton, Chairperson
Ronald Gafford, Member
Danial J. Hennessy, Member

Board Leadership Structure and Role in Risk Oversight

Our Board of Directors recognizes that the leadership structure and combination or separation of the Chief Executive Officer and Chairman roles is driven by the needs of the Company at any point in time. As a result, no policy exists requiring combination or separation of leadership roles and our governing documents do not mandate a particular structure. This has allowed our Board of Directors the flexibility to establish the most appropriate structure for the Company at any given time.

Currently, our Chief Executive Officer is also our Chairman. The Board believes that, at this time, having a combined Chief Executive Officer and Chairman is the appropriate leadership structure for our company. In making this determination, the Board considered, among other matters, Mr. Daseke's experience in leading businesses, and believes that his experience and knowledge allow him to serve as both Chairman and Chief Executive Officer. In addition, the Board believes that such structure promotes clearer leadership and direction for the Company and allows for a single, focused chain of command to execute our strategic initiatives and business plans.

The Board, directed by the Audit Committee, is actively involved in overseeing our risk management processes. The Board focuses on our general risk management strategy and ensures that appropriate risk mitigation strategies are implemented by management. Further, operational and strategic presentations by management to the Board include consideration of the challenges and risks

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of our businesses, and the Board and management actively engage in discussion on these topics. In addition, each of the Board's committees considers risk within its area of responsibility.

Compensation Committee Interlocks and Insider Participation

None of our executive officers currently serves, nor served in the past year or at any time during 2017, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our Board of Directors.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act, as amended, requires our officers, directors and persons who beneficially own more than ten percent of our common stock to file reports of ownership and changes in ownership with the SEC. These reporting persons are also required to furnish us with copies of all Section 16(a) forms they file. Based solely upon a review of such forms, we believe that during the year ended December 31, 2017 there were no delinquent filers.

Communication with Directors

The Board of Directors recommends that stockholders initiate communications with the Board, the Chairman, or any Board committee by writing to the Company's General Counsel. This process assists the Board in reviewing and responding to stockholder communications. The Board has instructed the General Counsel to review correspondence directed to the Board and, at the General Counsel's discretion, to forward items that he deems to be appropriate for the Board's consideration.

Corporate Governance Guidelines

Our Board has adopted *Corporate Governance Guidelines* to further its goal of providing effective governance of our business and affairs for the long-term benefit of our stockholders. A copy of the *Corporate Governance Guidelines* is available free of charge on the *Investors* section of our website at <http://www.daseke.com>. The Corporate Governance and Nominating Committee is responsible for periodically reviewing the *Corporate Governance Guidelines* and recommending changes as appropriate to ensure the effective functioning of our Board and corporate governance.

Code of Ethics

We have adopted a code of ethics that applies to our officers and directors. We have filed copies of our code of ethics, our audit committee charter and our compensation committee charter as exhibits to our registration statement in connection with the initial public offering; these documents are also available on our website. You may review these documents by accessing our public filings at the SEC's web site at www.sec.gov. In addition, a copy of the code of ethics will be provided without charge upon request to us.

Table of Contents**DIRECTOR COMPENSATION****Annual Cash Compensation**

Our directors who also serve as employees of the Company do not receive additional compensation for their services as directors. Directors who are not also employees receive an annual retainer in the amount of \$75,000 and, as applicable, an annual fee for serving as the chair of the audit committee in the amount of \$15,000, as the chair of the compensation committee in the amount of \$10,000 and as the chair of the corporate governance and nominating committee in the amount of \$10,000. The annual retainer and committee fees are paid quarterly. In 2017, Messrs. Bonner and Gafford also received a one-time cash payment in the amount of \$30,000 for serving on a special committee of the Board related to the Business Combination.

Any cash compensation of Hennessy Capital's directors before the Business Combination is described in Hennessy Capital's definitive proxy statement dated February 6, 2017 (the "Hennessy Proxy Statement") in the section entitled "Information About Hennessy Capital Executive Compensation" beginning on page 217, which is incorporated herein by reference.

For 2018, the annual cash compensation package for non-employee directors will not change.

Equity Compensation

In addition to annual cash compensation described above, in connection with the Business Combination our non-employee directors received a one-time grant of 25,000 options with an exercise price equal to the fair market value on the date of grant.

The Board has decided that for the fiscal year 2018 our non-employee directors will receive an annual grant of restricted stock units worth \$50,000.

The following table presents information regarding compensation earned by the non-employee directors for their board service during the year ended December 31, 2017.

Name	Fees earned or paid in cash \$(1)	Stock awards	Option awards \$(2)	NonequityNonqualified incentive plan compensation earnings	deferred compensation	All other compensation	Total (\$)
Daniel J. Hennessy	85,000		107,750				192,750
Brian Bonner	105,000		107,750				212,750
Kevin M. Charlton	85,000		107,750				192,750
Ronald Gafford	105,000		107,750				212,750
Jonathan Shepko	75,000		107,750				182,750
Mark Sinclair	90,000		107,750				197,750

(1) Represents annual directors' fees of \$75,000 and for Mr. Hennessy, an annual fee of \$10,000 for chairing the Corporate Governance and Nominating Committee; for Mr. Bonner, a one-time payment of \$30,000 for serving on a special committee of the board related to the Business Combination; for Mr. Charlton, an annual fee of \$10,000 for chairing the Compensation Committee; for Mr. Gafford, a one-time payment of \$30,000 for serving on a special committee of the board related to the Business Combination; and for Mr. Sinclair, an annual fee of \$15,000 for chairing the Audit Committee.

(2) Represents the aggregate grant date fair value, computed in accordance with FASB ASC Topic 718, of options granted to each non-employee director during fiscal year 2017. For additional information regarding the assumptions underlying this calculation, please see Note 13 to our consolidated financial statements for the fiscal year ended December 31, 2017, included in our

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Annual Report on Form 10-K. As of December 31, 2017, each non-employee director held 25,000 outstanding options, all of which are exercisable.

In addition, our non-employee directors are reimbursed for all out-of-pocket expenses incurred in connection with attending Board or committee meetings. Each director is indemnified for his or her actions associated with being a director to the fullest extent permitted under Delaware law.

Process for Determining Non-Employee Director Compensation

The compensation committee conducts an annual review of director compensation and benefits, including cash, equity-based awards and other compensation. In determining non-employee director compensation, the Board will consider whether a director's independence may be jeopardized if: (i) director compensation and perquisites exceed market levels for similarly-situated companies, (ii) the Company makes substantial charitable contributions to organizations with which a director is affiliated and/or (iii) the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated. In determining non-employee director compensation, the Compensation Committee seeks guidance from the Board. After the Board's review of this information with the compensation consultant, the compensation committee recommended that the Board, and the Board approved the compensation paid to non-employee directors for 2017.

In determining non-employee director compensation for 2018, the compensation committee has received advice from the independent compensation consultants who are retained by the Board to, among other functions, analyze compensation and develop initial recommendations as to the amount and form of compensation to be paid to the Company's non-employee directors, including pay mix. After the Board's review of this information with the compensation consultant, the compensation committee recommended that the Board approve the 2018 compensation package, and the Board approved the compensation package for 2018.

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EXECUTIVE COMPENSATION

We are an "emerging growth company", as defined in the Jumpstart Our Business Startups Act of 2012, or JOBS Act. As such, we are eligible to take advantage of certain exemptions from various reporting requirements that are applicable to other public companies that are not emerging growth companies. These include, but are not limited to, reduced narrative and tabular disclosure obligations regarding executive compensation, and also includes an exemption from the requirement to submit certain executive compensation matters to stockholder advisory votes, such as "say on pay", "say on frequency" and "say on golden parachutes".

Further, our reporting obligations extend only to our "named executive officers," or "NEOs," who are the individuals who served as our principal executive officer and our two other most highly compensated officers who served as executive officers during the last completed fiscal year. This executive compensation disclosure provides an overview of the executive compensation program for our named executive officers identified below for the fiscal year ended December 31, 2017.

For 2017, our NEOs were:

Name	Principal Position
Don R. Daseke	Chief Executive Officer
R. Scott Wheeler	Chief Financial Officer
Angie Moss	Chief Accounting Officer

Compensation Overview

Our executive compensation program is designed to attract and retain individuals with the background and skills necessary to successfully execute our business model in a demanding environment, to motivate those individuals to reach near-term and long-term goals in a way that aligns their interest with that of our stockholders, and to reward success in reaching such goals. We use three primary elements of compensation to fulfill that design: base salary, cash bonus, and long-term equity incentive awards. Cash bonuses and equity incentives (as opposed to base salary) represent the business performance-driven elements of our compensation program. They are also flexible in application and can be tailored to meet our objectives. The determination of specific individuals' cash bonuses reflects our belief as to the NEOs' relative contribution to achieving or exceeding annual goals, and the determination of specific individuals' long-term incentive awards, which for 2017 were time-based stock option awards, is based on their expected long-term contributions.

We provide a basic benefits package generally to all employees, including our NEOs, which includes a company-sponsored 401(k) plan and health, disability and life insurance.

Elements of 2017 Compensation

We strive to recruit individuals who will support the Company's mission and values. To accomplish this overarching goal, the Company's executive compensation philosophy aims to properly motivate management with an easy to comprehend compensation package that seeks to provide the NEOs with

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base salaries, annual cash bonuses, and long-term equity-based compensation awards. Our NEOs also receive certain retirement, health, welfare, and additional benefits as described below.

Compensation Elements	Characteristics	Primary Objective
Base salary	Fixed annual cash compensation. Salaries may be increased from time to time by the Compensation Committee based on our NEOs' responsibilities and performance.	Recognize performance of job responsibilities and attract and retain talented employees.
Cash bonuses	Performance-based annual cash incentive (paid pursuant to the NEOs' employment agreements except as otherwise noted below).	Encourage focus on near-term performance goals and reward achievement of those goals.
Long-term equity incentives	Equity-based compensation awards. For 2017 long-term equity incentive awards consisted of stock options that are subject to a 5-year vesting period. The exercise price of the options is equal to or greater than the fair market value of a share of common stock on the date of grant.	Emphasize our long-term growth, encourage shareholder value creation, and retain talented employees.
Retirement savings 401(k) plan	Qualified 401(k) retirement plan benefits are available for our NEOs and all other full-time employees.	Provide an opportunity for tax-efficient savings.
Health and welfare benefits	Health and welfare benefits are available to our NEOs and other full-time employees.	Provide benefits to meet the health and welfare needs of our employees and their families.

Compensation Best Practices

The Company maintains compensation arrangements intended to optimize returns to stockholders and include best practice features. We have listed below some of the more significant best practices

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that we have adopted and the practices we have avoided, which we believe promote responsible pay and governance principles and alignment with stockholder interests.

What We Do	What We Do Not Do
Determine annual incentive compensation based on our assessment of Company performance	Provide excessive severance agreements to executives
Utilize an independent compensation consultant	Allow directors or officers to pledge and/or hedge Company stock
Perform an annual compensation risk assessment	Provide excessive perquisites to our executives
Utilize a balanced approach to compensation, which combines fixed and variable, short-term and long-term, and cash and equity	Utilize compensation practices that involve excessive or unnecessary risk-taking
Maintain a competitive compensation package designed to attract, motivate and retain and reward experienced and talented executive officers	Allow directors or officers to engage in speculative trading of Company stock

Process for Determining Executive Compensation

The compensation committee has overall responsibility for approving and evaluating the director and officer compensation plans, policies and programs of the Company. The compensation committee uses several different tools and resources in reviewing elements of executive compensation and making compensation decisions, including our compensation consultant noted below. These decisions, however, are not purely formulaic and the compensation committee exercises judgment and discretion as appropriate, as described further below. The compensation committee considers input from our CEO in making determinations regarding our executive compensation program and the individual compensation of each executive officer, other than our CEO. Our CEO and management also provide information to the compensation committee regarding the performance of the Company for the determination of annual bonuses. The compensation committee makes the final determination of NEO compensation. Our CEO makes no recommendations regarding, and does not participate in discussions about, his own compensation. As discussed above, the compensation committee has retained a compensation consultant to assist the committee in assessing and determining executive compensation for 2018.

On an annual basis, the compensation committee reviews and discusses compensation data for our CEO and our other NEOs as compared to compensation data for similarly situated executive officers at peer companies selected by the compensation committee. The compensation committee selects peer companies with similar market capitalization and similar lines of business to the Company (i.e., independent exploration and production companies). The peer group changes from time to time as a result of fluctuations in company size, changes in the business lines of our peers, acquisitions, developments in the oil and gas industry, and other factors.

There was no peer group used by the Board in benchmarking 2017 compensation decisions.

2017 Compensation Decisions

The Board, based on the applicable NEO's employment agreement, has approved the following bonus applicable in 2017 (i) Don R. Daseke will receive an annual cash bonus of \$120,000; (ii) R. Scott Wheeler will receive an annual cash bonus of \$120,000; and (iii) Angie Moss will receive an annual cash bonus of \$75,000. Additionally, Ms. Moss received a transaction bonus of \$40,000, which was

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approved by the Board, in its discretion, on May 2, 2017 and was based on her performance leading up to the Business Combination.

Agreements with our Executive Officers

On February 27, 2017, in connection with the consummation of the Business Combination, the Company entered into employment agreements with each of Don R. Daseke, R. Scott Wheeler and Angie J. Moss as described below.

The employment agreements each have an initial five-year term (three-year term in the case of Ms. Moss) that will be automatically extended for successive one-year periods unless either party provides written notice of termination at least 60 days prior to the date the then-current employment term would otherwise end. The employment agreements provide for annual salaries of at least \$550,000, \$450,000, and \$300,000 for Mr. Daseke, Mr. Wheeler and Ms. Moss, respectively, and target annual cash bonuses of at least \$150,000 for Messrs. Daseke and Wheeler and \$75,000 for Ms. Moss, based upon the attainment of certain milestones determined by the compensation committee. Mr. Wheeler's agreement also provides for a transaction bonus of \$100,000, which became payable on the closing of the Business Combination. Messrs. Daseke and Wheeler and Ms. Moss are able to participate in the same incentive compensation and benefit plans in which other senior executives of the Company are eligible to participate.

If the employment of Messrs. Daseke and Wheeler or Ms. Moss is terminated by the Company for cause or by the executive without good reason, such executive will be entitled to receive (i) all accrued salary through the date of termination and (ii) any post-employment benefits due under the terms and conditions of the Company's benefits plans. The executive will not be entitled to any additional amounts or benefits as the result of a termination of employment for cause or by the executive without good reason.

During the initial three years of employment under the employment agreements of Messrs. Daseke and Wheeler, the executive may only be terminated by the Company for cause. If the employment of Messrs. Daseke and Wheeler or Ms. Moss is terminated by the Company without cause (after the three year anniversary of the effective date of the agreement for Messrs. Daseke and Wheeler) or by the executive for good reason (including a voluntary resignation following notice from the Company of non-renewal), such executive will be entitled to receive (i) an amount equal to one and one-half times (one times for Ms. Moss) his or her base salary in effect immediately prior to the date of termination of his or her employment, (ii) an amount equal to one and one-half times (one times for Ms. Moss) his or her target annual bonus for the year preceding the year in which termination occurs, (iii) accelerated vesting of (A) outstanding unvested time-based equity which would have otherwise become vested in the calendar year of the executive's termination had the executive's employment under the employment agreement continued through the end of such calendar year and (B) unless otherwise provided in an applicable award agreement, the service condition relating to outstanding unvested performance-based equity pro-rated for the applicable performance period during which the executive would have been employed had the executive's employment under the employment agreement continued through the end of the calendar year of the executive's termination (but the vesting of such performance-based awards shall remain subject to the applicable performance conditions) and (iv) reimbursements equal to the difference between monthly amounts owed by the executive to continue coverage for the executive and his or her eligible dependents under the Company's group health plans pursuant to the Consolidated Omnibus Reconciliation Act of 1985, as amended ("COBRA"), and the contribution amount owed by similarly situated employees for the same or similar healthcare coverage, if the executive timely and properly elects COBRA coverage and until the earlier of the date such executive is no longer eligible for COBRA coverage, receives such coverage under another employer's group health plan or 18 months (12 months for Ms. Moss) following the date of termination ("COBRA Payments"). Payments made to the executive under this paragraph will be made in installments over a period of

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18 months (or 12 months for Ms. Moss), subject to the earlier payment of certain of such installments as provided in the employment agreements to ensure such payments are not considered nonqualified deferred compensation under certain provisions of the Internal Revenue Code of 1986, as amended (the "Code").

If the employment of Messrs. Daseke and Wheeler or Ms. Moss is terminated by the Company due to the executive's death or disability, such executive will be entitled to receive (i) all accrued salary through the date of termination, (ii) an amount equal to the executive's pro-rated target annual bonus, (iii) accelerated equity award vesting (under the same terms described above for termination without cause or for good reason), (iv) COBRA Payments, and (v) any post-employment benefits due under the terms and conditions of the Company's benefit plans. The executive will not be entitled to any additional amounts or benefits as the result of a termination of employment due to death or disability.

Messrs. Daseke and Wheeler's and Ms. Moss' eligibility and entitlement, if any, to each severance payment and any other payment and benefit described above is subject to the execution and non-revocation of a customary release of claims agreement by such executive. Each such executive is also subject to general confidentiality obligations in his or her employment agreement as well as non-compete and non-solicitation restrictions for a period of 18 months (12 months for Ms. Moss).

Under the employment agreements, "good reason" generally means (i) relocation of the geographic location of an executive's principal place of employment by more than 50 miles; (ii) a material diminution in the executive's position, responsibilities or duties or the assignment of the executive to a position, responsibilities or duties of a materially lesser status or degree of responsibility than his or her position, responsibilities or duties immediately following the 2017 Business Combination; (iii) any material breach by the Company of any provision of the executive's employment agreement; or (iv) non-renewal by the Company of the then-existing initial term or renewal term of the executive's employment agreement.

Under the employment agreements, "cause" generally means (i) the commission by the executive of fraud, breach of fiduciary duty, theft, or embezzlement against the Company, its subsidiaries, affiliates or customers; (ii) the executive's willful refusal without proper legal cause to faithfully and diligently perform his or her duties; (iii) the breach of the confidentiality, non-competition, non-solicitation and intellectual property provisions in the executive's employment agreement or the material breach of any other written agreement between the executive and one or more members of affiliated entities including the Company and its direct and indirect subsidiaries; (iv) the executive's conviction of, or plea of guilty or *nolo contendere* to, a felony (or state law equivalent) or any crime involving moral turpitude; (v) willful misconduct or gross negligence by the executive in the performance of duties to the Company that has or could reasonably be expected to have a material adverse effect on the Company; or (vi) the executive's material breach and violation of the Company's written policies pertaining to sexual harassment, discrimination or insider trading.

Each of the employment agreements between each of Messrs. Daseke and Wheeler and Ms. Moss and the Company contains a "clawback" provision that enables the Company to recoup any amounts paid to an executive as an annual bonus or incentive compensation under his or her employment agreement if so required by applicable law, any applicable securities exchange listing standards or any clawback policy adopted by the Company. If amounts payable to such executive under his or her employment agreement or otherwise exceed the amount allowed under Section 280G of the Code for such executive (thereby subjecting the executive to an excise tax), then such payments due to the executive officer under the employment agreement will either (i) be reduced (but not below zero) so that the aggregate present value of the payments and benefits received by the executive is \$1.00 less than the amount which would otherwise cause the executive to incur an excise tax under Section 4999 of the Code or (ii) be paid in full, whichever produces the better net after-tax position to the executive.

Table of Contents**Summary Compensation Table**

The following table sets forth information for the fiscal years ended December 31, 2017 and 2016 concerning compensation of our named executive officers.

Name and principal position	Year	Salary (\$)	Bonus (\$)	Option awards (\$)	Nonequity incentive plan compensation	All other compensation(1) (\$)	Total (\$)
Don Daseke <i>Chief Executive Officer</i>	2017	533,333	120,000	566,800			1,220,133
	2016	450,000					450,000
R. Scott Wheeler <i>Chief Financial Officer</i>	2017	430,128	220,000	436,000		10,388	986,228
	2016	325,000				10,600	335,600
Angie Moss <i>Chief Accounting Officer</i>	2017	294,167	115,000	261,000		10,377	680,544
	2016	265,000				8,883	273,883

(1) Reflects employer matching contributions to the Company's defined contribution retirement plan.

Narrative to Summary Compensation Table

For a discussion of each element of compensation to our NEOs in 2017, see the executive compensation disclosures beginning on page 24.

The compensation of Hennessy Capital's executive officers before the Business Combination is described in the Hennessy Proxy Statement in the section entitled "Information About Hennessy Capital Executive Compensation" beginning on page 217, which is incorporated herein by reference.

Outstanding Equity Awards At Fiscal Year-End Table

The following table reflects information regarding outstanding equity-based awards held by our NEOs as of December 31, 2017.

Name	Number of securities underlying unexercised options (#) exercisable	Option awards		
		Number of securities underlying unexercised options (#) unexercisable(1)	Option exercise price (\$)	Option expiration date
Don Daseke		130,000	9.98	2/27/2027
R. Scott Wheeler		100,000	9.98	2/27/2027
Angie Moss		60,000	9.98	2/27/2027

(1) The option awards reported in these columns are subject to time-based vesting conditions, pursuant to which 20% of the options become exercisable on each of the first five anniversaries of the date of grant (February 27, 2017). The treatment of these awards upon certain termination and change in control events is described above under "Executive Compensation Agreements with our Named Executive Officers."

Table of Contents**Potential Payments Upon a Termination or Change in Control**

For details on payments upon termination or change in control in the employment agreements for the NEOs in 2017, see the agreements disclosures beginning on page 26.

Equity Compensation Plan Information

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights(2) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
<i>Equity compensation plans approved by security holders(1)</i>	2,419,586	\$ 10.36	1,826,137
<i>Equity compensation plans not approved by security holders</i>	N/A	N/A	N/A
<i>Total</i>	2,419,586	\$ 10.36	1,826,137

(1) On February 27, 2017, the Company and Hennessy's common stockholders approved the 2017 Omnibus Incentive Plan, whereby the Company may grant awards of stock options, stock appreciation rights, restricted stock, restricted stock units, other stock-based awards and performance awards. Under the Plan, the Company is authorized to issue up to 4.5 million shares of common stock.

(2) The weighted average exercise price does not take into account shares issuable upon vesting of outstanding restricted stock units.

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The following table sets forth information regarding the beneficial ownership of our common stock as of March 26, 2018 based on information filed with the SEC or obtained from the persons named below, with respect to the beneficial ownership of shares of our common stock, by:

each person known by us to be the beneficial owner of more than 5% of our outstanding shares of common stock;

each of our executive officers and directors (including our nominees) that beneficially owns shares of our common stock; and

all our executive officers and directors as a group.

Unless otherwise indicated, we believe that all persons named in the table have sole voting and investment power with respect to all shares of common stock beneficially owned by them.

Name and Address of Beneficial Owner(1)	Number of Shares Beneficially Owned	Approximate Percentage of Outstanding Common Stock
Don R. Daseke(2)	15,095,264	26.40%
Daniel J. Hennessy	813,498	1.42%
Brian Bonner	43,261	0.00%
Ron Gafford	57,682	0.00%
Mark Sinclair	0	0.00%
Kevin M. Charlton	133,824	0.00%
Jonathan Shepko	34,609	0.00%
R. Scott Wheeler	136,273	0.00%
Angie Moss	27,255	0.00%
All directors and executive officers as a group (9 individuals)	16,521,124	28.58%
Osterweis Capital Management, Inc.(3)	4,347,850	7.61%

(1) Unless otherwise noted, the business address of each of the following entities or individuals is 15455 Dallas Parkway, Suite 550, Addison, Texas 75001.

(2) The shares reported in the above table also include shares held of record by Barbara Daseke, his spouse, and by The Walden Group, Inc., an entity of which Mr. Daseke is the President and majority stockholder. Mr. Daseke disclaims beneficial ownership of the shares held of record by Ms. Daseke and The Walden Group, Inc. except to the extent of his pecuniary interest therein. The Walden Group owns 13,757,629 common shares in Daseke, Inc.

(3) Comprised of approximately 4,347,850 shares of Common Stock issuable upon conversion of 500,000 shares of Series A Convertible Preferred Stock, convertible at the rate of 8.6957 shares of Common Stock per 1 share of Series A Convertible Preferred Stock. Information is based on a Schedule 13G filed with the SEC on February 14, 2018 by (i) Osterweis Capital Management, Inc., (ii) Osterweis Capital Management, LLC, (iii) John S. Osterweis, and (iv) Carl P. Kaufman. Business Address: One Maritime Plaza, Suite 800, San Francisco, CA 94111

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

In May 2015, Hennessy Capital Partners II LLC ("Hennessy LLC") purchased 5,031,250 founder shares for an aggregate purchase price of \$25,000, or approximately \$0.005 per share. The number of founder shares issued was determined based on the expectation that such founder shares would represent 20.0% of the outstanding shares upon completion of the initial public offering of Hennessy Capital. In May 2015, Hennessy LLC transferred 50,000 founder shares to each of Messrs. Bell, Sullivan, Burns and Shea, the former independent directors, 35,000 to Mr. Petruska, the former Executive Vice President, Chief Financial Officer and Secretary, 200,000 to Mr. Charlton, the former President and Chief Operating Officer, and a current director of the Company, and 5,000 to Charles B. Lowrey II, an advisor to the Company. The 5,031,250 shares held by the Company's initial stockholders prior to the exercise of the over-allotment option included 656,250 shares subject to forfeiture to the extent that the underwriters' over-allotment option was not exercised in full. Since the underwriters did not exercise the over-allotment option in full, Hennessy LLC forfeited 41,273 of its founder shares, which were canceled by the Company.

Hennessy LLC purchased 15,080,756 private placement warrants for a purchase price of \$0.50 per warrant, or \$7,540,378 in the aggregate, in private placement transactions that occurred simultaneously with the closing of the initial public offering and the closing of the over-allotment option for the initial public offering. Each private placement warrant entitles the holder to purchase one-half of one share of the common stock at \$5.75 per share. Warrants may be exercised only for a whole number of shares of common stock. The private placement warrants (including the common stock issuable upon exercise of the private placement warrants) could not, subject to certain limited exceptions, be transferred, assigned or sold by it until 30 days after the completion of the merger transaction.

Hennessy Capital entered into an Administrative Services Agreement with Hennessy Capital LLC, an affiliate of Hennessy LLC, pursuant to which Hennessy Capital paid a total of \$10,000 per month for office space, utilities and secretarial support. Upon completion of the merger transaction, the Company ceased paying these monthly fees. Hennessy Capital also paid Mr. Petruska, the former Chief Financial Officer, \$11,650 per month for his services during the first 12 months following the consummation of Hennessy Capital's initial public offering (until July 28, 2016). Hennessy Capital paid Mr. Petruska \$8,300 per month thereafter (for a maximum of 12 additional months) and \$150,000 in cash upon the successful completion of the merger transaction.

Hennessy LLC, executive officers and directors, or any of their respective affiliates, were reimbursed for any out-of-pocket expenses incurred in connection with activities on Hennessy Capital's behalf such as identifying potential target businesses and performing due diligence on suitable business combinations. The independent directors reviewed on a quarterly basis all payments that were made to Hennessy LLC, officers, directors or affiliates and determined which expenses and the amount of expenses would be reimbursed.

Prior to the initial public offering, Hennessy LLC provided an aggregate of \$237,500 to the registrant under an unsecured promissory note and in advances, to be used for a portion of the expenses of the initial public offering. These loans and advances were non-interest bearing, unsecured and were repaid upon the closing of the initial public offering.

In connection with the merger transaction, Hennessy Capital entered into a registration rights agreement with respect to the founder shares and private placement warrants. The holders of these securities are entitled to make up to three demands, excluding short form registration demands, that the Company register such securities for sale under the Securities Act. In addition, these holders have "piggy-back" registration rights to include such securities in other registration statements filed by us and rights to require us to register for resale such securities pursuant to Rule 415 under the Securities Act. The Company bears the costs and expenses of filing any such registration statements.

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Upon consummation of the merger transaction, the following persons received the following number of shares of the Company's common stock:

Name	Number of Shares
Don R. Daseke	1,308,795
Barbara Daseke	28,841
The Walden Group, Inc.(1)	13,757,629
Brian J. Bonner	43,261
Gafford Investments, Ltd.	57,682
Daseke Trucking Preferred, LP	865,224
Lenox Hill Capital, LLC	34,609
R. Scott Wheeler	136,273
Angie J. Moss	27,255

(1)

The Walden Group, Inc., an entity of which Mr. Daseke is the President and majority stockholder. Mr. Daseke disclaims beneficial ownership of the shares held of record by Ms. Daseke and The Walden Group, Inc. except to the extent of his pecuniary interest therein.

On February 27, 2017, the Company entered into an amended and restated registration rights agreement with certain stockholders, including Don R. Daseke, The Walden Group, Inc., Brian J. Bonner, Gafford Investments, Ltd., Daseke Trucking Preferred, LP, Lenox Hill Capital, LLC, and R. Scott Wheeler.

On September 19, 2017, the Company and certain stockholders, including Joseph Kevin Jordan, The Jordan Family Irrevocable Trust and The Joy and Kevin Jordan Revocable Trust, entered into an underwriting agreement with Stifel, Nicolaus & Company, Incorporated and Cowen and Company, LLC, as representatives of the several underwriters named therein, in connection with an underwritten public offering of the Company's common stock.

On October 2, 2014, in connection with the acquisition of Lone Star Transportation, one of Daseke Inc.'s subsidiaries, Daseke Lone Star, Inc., issued the LST Subordinated Notes, which totaled \$22.0 million in the aggregate. The LST Subordinated Notes consist of a \$20.0 million subordinated promissory note held by Joseph Kevin Jordan and a \$2.0 million subordinated promissory note initially held by Tex Robbins Transportation, LLC and assigned to Joseph Kevin Jordan on December 31, 2014. The LST Subordinated Notes bear interest at 10.0% per annum and mature in October 2019. The LST Subordinated Notes are guaranteed by the Company. In conjunction with the merger transaction, the LST Subordinated Notes were repaid in February 2017.

On February 14, 2018, the Company and a certain stockholder, Kevin Charlton, entered into an underwriting agreement with Cowen and Company, LLC and Stifel, Nicolaus & Company, Incorporated as representatives of the several underwriters named therein, in connection with an underwritten public offering of the Company's common stock.

One of the Company's subsidiaries, Lone Star Transportation, leases equipment from Gates Equipment Services, Inc. pursuant to seven equipment leases. Joseph Kevin Jordan owns 50% of Gates Equipment Services, Inc. The aggregate monthly rental payments under the seven equipment leases were \$8,765 for January 2016. For the period from February 2016 to January 2017, the aggregate monthly rental payments under such leases are \$5,829 per month. The leases terminated in January 2017. The Company has entered into indemnification agreements with each of its directors and executive officers.

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Our audit committee must review and approve any related person transaction we propose to enter into in which the amount involved exceeds \$120,000. The audit committee charter details the policies and procedures relating to transactions that may present actual, potential or perceived conflicts of interest and may raise questions as to whether such transactions are consistent with the best interest of the Company and its stockholders. A summary of such policies and procedures is set forth below.

Any potential related party transaction that is brought to the audit committee's attention will be analyzed by the audit committee, in consultation with outside counsel or members of management, as appropriate, to determine whether the transaction or relationship does, in fact, constitute a related party transaction. At its meetings, the audit committee will be provided with the details of each new, existing or proposed related party transaction, including the terms of the transaction, the business purpose of the transaction and the benefits to us and to the relevant related party.

In determining whether to approve a related party transaction, the audit committee must consider, among other factors, the following factors to the extent relevant:

whether the terms of the transaction are fair to us and on the same basis as would apply if the transaction did not involve a related party;

whether there are business reasons for us to enter into the transaction;

whether the transaction would impair the independence of an outside director;

whether the transaction would present an improper conflict of interest for any director or executive officer taking into account the size of the transaction, the overall financial position of the director, executive officer or related party, the direct or indirect nature of the director's, executive officer's or related party's interest in the transaction and the ongoing nature of any proposed relationship, and any other factors the Audit Committee deems relevant; and

any pre-existing contractual obligations.

Any member of the audit committee who has an interest in the transaction under discussion must abstain from voting on the approval of the transaction, but may, if so requested by the chairman of the audit committee, participate in some or all of the audit committee's discussions of the transaction. Upon completion of its review of the transaction, the audit committee may determine to permit or to prohibit the transaction.

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**PROPOSALS TO BE CONSIDERED BY STOCKHOLDERS
PROPOSAL ONE ELECTION OF TWO CLASS III DIRECTORS**

Our second amended and restated certificate of incorporation provides for a Board of Directors classified into three classes as nearly equal in number as possible, whose terms of office expire in successive years. Our Board of Directors now consists of eight directors as set forth above in the section entitled "Directors, Executive Officers and Corporate Governance Directors and Officers".

Messrs. Charlton and Wheeler are nominated for election at this Annual Meeting of stockholders, as directors in Class III, to hold office until the annual meeting of stockholders in 2021, or until their successors are chosen and qualified.

Unless you indicate otherwise, shares represented by executed proxies in the form enclosed will be voted for the election as directors of each nominee unless any such nominee shall be unavailable, in which case such shares will be voted for a substitute nominee designated by the Board of Directors. We have no reason to believe that any of the nominees will be unavailable or, if elected, will decline to serve.

Nominee Biographies

For biographies of each nominee to serve as a Class III directors, please see the section entitled "Directors, Executive Officers and Corporate Governance Directors and Officers".

Required Vote

The two nominees receiving the highest number of affirmative votes shall be elected as directors. You may withhold votes from any or all nominees.

Recommendation

Our Board of Directors recommends a vote "FOR" the election to the Board of Directors of each of the abovementioned nominees.

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PROPOSAL TWO RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We are asking the stockholders to ratify the Audit Committee's selection of Grant Thornton as our independent registered public accounting firm for the fiscal year ending December 31, 2018. The Audit Committee is directly responsible for appointing the Company's independent registered public accounting firm. The Audit Committee is not bound by the outcome of this vote. However, if the stockholders do not ratify the selection of Grant Thornton as our independent registered public accounting firm for the fiscal year ending December 31, 2018, our Audit Committee intends to reconsider the selection of Grant Thornton as our independent registered public accounting firm going forward. A representative of Grant Thornton is expected to be present at the Annual Meeting. The representative will have an opportunity to make a statement if he/she desires to do so and will be available to answer appropriate questions from stockholders.

Withum Smith+Brown, PC ("Withum") audited our financial statements for the fiscal year ended December 31, 2016. On February 27, 2017, Hennessy Capital's Audit Committee confirmed, recommended and approved the dismissal of Withum as the company's independent registered public accounting firm. For the fiscal years ended December 31, 2015 and 2016, Withum's audit report on Hennessy Capital's financial statements did not contain an adverse opinion or disclaimer of opinion, nor was it qualified as to audit scope or accounting principles except as follows: such audit report contained an explanatory paragraph in which Withum expressed substantial doubt as to Hennessy Capital's ability to continue as a going concern if it not complete a business combination by July 28, 2017. During the fiscal years ended December 31, 2015 and 2016 and the subsequent period through the date of Withum's dismissal, (i) there were no "disagreements" (as described in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) between Hennessy Capital and Withum on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures, which disagreements, if not resolved to Withum's satisfaction, would have caused Withum to make reference in connection with Withum's opinion to the subject matter of the disagreement; and (ii) there were no "reportable events" as the term is described in Item 304(a)(1)(v) of Regulation S-K. Hennessy Capital gave permission to Withum to respond fully to the inquiries of the successor auditor. A copy of this disclosure was furnished to Withum and Hennessy Capital requested that Withum furnish a letter addressed to the SEC stating whether such firm agreed with the above statements or, if not, stating the respects in which it did not agree. Hennessy Capital received the requested letter from Withum, and a copy of the letter was filed with the Current Report on Form 8-K filed with the SEC on March 3, 2017 as Exhibit 16.1.

On February 27, 2017, as part of the change in independent registered public accounting firms described above, the Hennessy Audit Committee confirmed, recommended and approved the appointment of Grant Thornton as the Company's independent registered public accounting firm to audit the Company's consolidated financial statements as of and for the fiscal year ending December 31, 2017. During the two fiscal years prior to and through February 27, 2017, Hennessy Capital had not consulted with Grant Thornton regarding either (1) the application of accounting principles to a specified transaction, either contemplated or proposed, or the type of audit opinion that might be rendered on the financial statements of Hennessy Capital, or (2) any matter that was the subject of a disagreement or a reportable event described in Items 304(a)(1)(iv) or (v), respectively, of Regulation S-K or the type of audit opinion that might be rendered on the financial statements of Hennessy Capital, or (2) any matter that was the subject of a disagreement or a reportable event described in Items 304(a)(1)(iv) or (v), respectively, of Regulation S-K.

The following is a summary of fees paid to Withum for audit, audit related and tax fees for the period ended December 31, 2016 and fees paid to Grant Thornton for audit, audit related and tax fees for the period ended December 31, 2017.

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Audit Fees. Audit fees consist of fees billed for professional services rendered for the audit of our year-end financial statements and services provided in connection with regulatory filings and includes interim procedures, quarterly reviews and audit fees, as well as attendance at audit committee meetings.

Audit-Related Fees. Audit-related services consist of fees billed for assurance and related services that are reasonably related to performance of the audit or review of our financial statements and are not reported under "Audit Fees." These services include attest services that are not required by statute or regulation and consultations concerning financial accounting and reporting standards.

Tax Fees. Tax fees consist of fees billed for tax return preparation and tax planning and advice.

	2016 Fees(1)	2017 Fees(1)
Audit Services	\$ 117,000	\$ 906,264
Audit-Related Services(2)		427,331
Tax Services	2,500	495,444
All Other Services		
Total	\$ 120,000	\$ 1,829,039

(1) Fees paid for services in 2016 were paid to Withum, fees paid for services in 2017 were paid to Grant Thornton.

(2) Audit-related services are comprised of registration statements, proxy statements, SX-305 interim reviews and accounting consultation.

The audit committee determined that the services provided by Grant Thornton were compatible with Grant Thornton's independence as the independent registered public accounting firm during 2017.

Pre-Approval Policy

Since the formation of our audit committee, and on a going-forward basis, the audit committee has and will pre-approve all auditing services and permitted non-audit services to be performed for us by our auditors, including the fees and terms thereof (subject to the de minimis exceptions for non-audit services described in the Exchange Act which are approved by the audit committee prior to the completion of the audit).

Vote Required

The ratification of the appointment of Grant Thornton requires the vote of a majority of the shares present in person or by proxy and entitled to vote on the matter at the Annual Meeting.

Recommendation

Our Board of Directors recommends a vote "FOR" the ratification of the selection by the Audit Committee of Grant Thornton as our independent registered public accounting firm.

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OTHER MATTERS

Submission of Stockholder Proposals for the 2018 Annual Meeting

For any proposal to be considered for inclusion in our proxy statement and form of proxy for submission to the stockholders at our 2019 Annual Meeting of Stockholders, it must be submitted in writing and comply with the requirements of Rule 14a-8 of the Exchange Act. Generally, such proposals are due 120 days before the anniversary of the date we release our proxy materials for the prior year, which was April 10, 2018. Therefore, we have determined that Rule 14a-8 stockholder proposals must be received by the Company at its offices at 15455 Dallas Parkway, Suite 550, Addison, Texas 75001, no later than December 11, 2018.

In addition, our bylaws provide notice procedures for stockholders to nominate a person as a director and to propose business to be considered by stockholders at a meeting. Notice of a nomination or proposal must be delivered to us not less than 90 days and not more than 120 days prior to the date for the preceding year's annual meeting of stockholders. In the event that the annual meeting is called for a date that is not within 45 days before or after such anniversary date, notice by the stockholder to be timely must be so received no earlier than the opening of business on the 120th day before the meeting and not later than the later of (x) the close of business on the 90th day before the meeting or (y) the close of business on the 10th day following the day on which public announcement of the date of the annual meeting is first made by us. Currently, we expect our 2019 Annual Meeting to be within 45 days of the anniversary date of the 2018 Annual Meeting. Accordingly, for our 2019 Annual Meeting, assuming that we do not issue a public announcement changing the date of the meeting, notice of a nomination or proposal must be delivered to us no later than February 21, 2019 and no earlier than January 22, 2019. Nominations and proposals also must satisfy other requirements set forth in the bylaws. The Chairman of the Board may refuse to acknowledge the introduction of any stockholder proposal not made in compliance with the foregoing procedures or the procedures set forth in the bylaws.

Householding Information

Unless we have received contrary instructions, we may send a single copy of this proxy statement to any household at which two or more stockholders reside if we believe the stockholders are members of the same family. This process, known as "householding," reduces the volume of duplicate information received at any one household and helps to reduce our expenses. However, if stockholders prefer to receive multiple sets of our disclosure documents at the same address this year or in future years, the stockholders should follow the instructions described below. Similarly, if an address is shared with another stockholder and together both of the stockholders would like to receive only a single set of our disclosure documents, the stockholders should follow these instructions:

If the shares are registered in the name of the stockholder, the stockholder should contact us at our offices at 15455 Dallas Parkway, Suite 550, Addison, Texas 75001, to inform us of his or her request; or

If a broker, bank, broker-dealer, custodian or other similar organization holds the shares, the stockholder should contact that representative directly.

Where You Can Find More Information

We file annual and quarterly reports and other reports and information with the Securities and Exchange Commission. These reports and other information can be inspected and copied at, and copies of these materials can be obtained at prescribed rates from, the Public Reference Section of the Securities and Exchange Commission, 100 F Street, NE, Washington, D.C. 20549. We distribute to our stockholders annual reports containing financial statements audited by our independent registered

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public accounting firm and, upon request, quarterly reports for the first three quarters of each fiscal year containing unaudited financial information. In addition, the reports and other information are filed through Electronic Data Gathering, Analysis and Retrieval (known as "EDGAR") system and are publicly available on the Securities and Exchange Commission's website, located at <http://www.sec.gov>. ***We will provide without charge to you, upon written or oral request, a copy of our annual report and the reports and other information filed with the Securities and Exchange Commission.*** In addition, we provide information regarding our corporate governance and financial and stock information on our corporate website at <https://www.daseke.com/>.

Any requests for copies of information, reports or other filings with the Securities and Exchange Commission should be directed to:

Soumit Roy, General Counsel
Daseke, Inc.
15455 Dallas Parkway, Suite 550
Addison, Texas 75001

