

Daseke, Inc.
Form SC 13D/A
March 24, 2017

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 1)***

DASEKE, INC.

(Name of Issuer)

Common Stock, Par Value \$0.0001 Per Share

(Title of Class of Securities)

23753F107

(CUSIP Number)

Daniel J. Hennessy

c/o Hennessy Capital LLC

3485 N. Pines Way Suite 110

Wilson, WY 83014

(307) 734-7879

with a copy to:

Stuart Neuhauser, Esq.

Ellenoff Grossman & Schole LLP

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1345 Avenue of the Americas, 11th Floor

New York, NY 10105

(212) 370-1300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 21, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 23753F107

1. Names of Reporting Persons.
Hennessy Capital Partners II LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions):
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

Not Applicable
6. Citizenship or Place of Organization:
Delaware
 7. Sole Voting Power:
0
 8. Shared Voting Power:
0
 9. Sole Dispositive Power:
0
 10. Shared Dispositive Power:
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
0
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11):
0.0.%
14. Type of Reporting Person (See Instructions):
CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 23753F107

1. Names of Reporting Persons.
Hennessy Capital LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions):
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

Not Applicable
6. Citizenship or Place of Organization:
Delaware
 7. Sole Voting Power:
0
 8. Shared Voting Power:
0
 9. Sole Dispositive Power:
0
 10. Shared Dispositive Power:
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
0
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11):
0.0%
14. Type of Reporting Person (See Instructions):
CO

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

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CUSIP No. 23753F107

1. Names of Reporting Persons.
Daniel J. Hennessy
2. Check the Appropriate Box if a Member of a Group (See Instructions):
(a)
(b)
3. SEC Use Only
4. Source of Funds (See Instructions):
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

Not Applicable
6. Citizenship or Place of Organization:
United States
 7. Sole Voting Power:
813,498
 8. Shared Voting Power:
0
 9. Sole Dispositive Power:
813,498
 10. Shared Dispositive Power:
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
813,498
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11):
2.1%
14. Type of Reporting Person (See Instructions):
IN

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person With

EXPLANATORY NOTE

This Schedule 13D/A is being filed as an amendment (Amendment No. 1) to the statement on Schedule 13D filed with the Securities and Exchange Commission (SEC) on behalf of Hennessy Capital Partners II LLC (Hennessy Capital Sponsor), Hennessy Capital LLC (Hennessy Capital) and Daniel J. Hennessy (together with Hennessy Capital Sponsor and Hennessy Capital, the Reporting Persons), with respect to the common stock of Daseke, Inc. (the Issuer) on March 8, 2017 (the Schedule 13D), pursuant to Rule 13d-2 of the Securities Exchange Act of 1934, as amended, to amend and supplement certain information set forth below in the items indicated. Only those items that are amended or supplemented are reported herein. All capitalized terms used in this Amendment No. 1 and not otherwise defined herein have the meanings ascribed to such terms in the Schedule 13D.

The Reporting Persons are filing this Amendment No. 1 to report (i) the distribution of shares of Common Stock and warrants to purchase Common Stock by Hennessy Capital Sponsor on a pro rata basis to its members or their permitted transferees, including to Mr. Hennessy, and (ii) that the Reporting Persons ceased to beneficially own more than five percent of the class of Common Stock.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is supplemented and amended to add the following:

On March 21, 2017, Hennessy Capital Sponsor made a pro rata distribution (for no consideration) to its members of all of the 1,848,043 shares of Common Stock and warrants to purchase 7,540,378 shares of Common Stock that it owned (the Distribution). As a result of the Distribution, Mr. Hennessy received (i) 625,998 shares of Common Stock and (ii) warrants to purchase 187,500 shares of Common Stock.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is amended and restated in its entirety as follows:

(a)-(b) The Reporting Persons' current beneficial ownership in the Issuer and the Common Stock arising from such ownership is set forth on the cover pages to this Amendment No. 1 and is incorporated by reference herein. The ownership percentages appearing on such cover pages have been calculated based on a total of 37,715,960 shares of Common Stock outstanding as of March 20, 2017, as disclosed in the Registration Statement on Form S-3, as amended, filed by the Issuer with the SEC on March 21, 2017.

(c) Except as set forth herein and elsewhere in the Schedule 13D, there have been no other transactions in the class of securities reported on that were effected within the past sixty days.

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(d) Not applicable.

(e) As a result of the Distribution, the Reporting Persons ceased to be the beneficial owners of more than five percent (5%) of the class of Common Stock on March 20, 2017.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATE: March 24, 2017

HENNESSY CAPITAL PARTNERS II LLC,
a Delaware limited liability company

By: **HENNESSY CAPITAL LLC,**
a Delaware limited liability company, as the
managing member of Hennessy Capital Partners II
LLC

By: /s/ Daniel J. Hennessy
Name: Daniel J. Hennessy
Title: Managing Member

HENNESSY CAPITAL LLC, a
Delaware limited liability company

By: /s/ Daniel J. Hennessy
Name: Daniel J. Hennessy
Title: Managing Member

/s/ Daniel J. Hennessy
Daniel J. Hennessy

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001)