

HEARTLAND EXPRESS INC
Form SC 13G/A
January 28, 2019

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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934

Amendment No. 13
Heartland Express, Inc.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

422347 10 4
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
☐ Rule 13d-1(c)
☒ Rule 13d-1(d)

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 the
disclosures provided in a prior cover page.

The information required in 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).

Names of
Reporting
Persons. I.R.S
Identification
Nos. of above
persons
1. (entities
only).

Ann S.
Gerdin

Check the
appropriate
box if a
2. member of a
group:

(a) ☐

(b) ☒

3. SEC USE
ONLY

Citizenship or
place of
organization:
4. United States
of America

Number of shares
beneficially owned by
each reporting person
with:

5. Sole voting
power

6. Shared voting
power

14,210,876
(1)
7. Sole
dispositive
power

8. Shared
dispositive
power
- 14,210,876
(1)
Aggregate
amount
beneficially
owned by
each
9. reporting
person
- 14,210,876
(1)
Check if the
aggregate
amount in
10. Row (9)
excludes
certain shares
[]
Percent of
class
represented
11. by amount in
Row (9)
- 17.3% (2)
Type of
reporting
12. person

IN

Comprised of (i) 12,274,600 shares of Common Stock held by the Ann S. Gerdin Revocable Trust and (ii) 1,936,276 shares of Common Stock that are owned by Gerdin Family Investments, LP ("GFI"). Ann S. Gerdin, Michael J. Gerdin, Julie J. Durr, and Angela K. Janssen serve as co-trustees of the Ann S. Gerdin Revocable Trust and have shared voting and dispositive power over shares held by such trust. Beneficial ownership in the foregoing (1) shares is disclaimed except to the extent of the reporting person's pecuniary interest. As co-general partner of GFI, the Ann S. Gerdin Revocable Trust has shared voting and dispositive power over the shares owned by GFI. Beneficial ownership is disclaimed, because as one of the co-general partners, the Ann S. Gerdin Revocable Trust does not have the power to vote or dispose of those shares without the consent of at least one other co-general partner.

(2) Based on 81,929,795 shares of Common Stock outstanding as of December 31, 2018.

Names of
Reporting
Persons. I.R.S
Identification
Nos. of above
persons
(entities
only).

1.

Ann S.
Gerdin
Revocable
Trust

Check the
appropriate
box if a
member of a
group:

2.

(a) ☐

(b) ☒

SEC USE
ONLY

3.

Citizenship or
place of
organization:
United States
of America

4.

Number of shares
beneficially owned by
each reporting person
with:

Sole voting
power

5.

Shared voting
power

6.

14,210,876
(1)
Sole
dispositive
power

7.

8. Shared
dispositive
power
- 14,210,876
(1)
9. Aggregate
amount
beneficially
owned by
each
reporting
person
- 14,210,876
(1)
10. Check if the
aggregate
amount in
Row (9)
excludes
certain shares
[]
11. Percent of
class
represented
by amount in
Row (9)
- 17.3% (2)
12. Type of
reporting
person

OO

- (1) Comprised of (i) 12,274,600 shares of Common Stock held by the Ann S. Gerdin Revocable Trust and (ii) 1,936,276 shares of Common Stock that are owned by GFI. Ann S. Gerdin, Michael J. Gerdin, Julie J. Durr, and Angela K. Janssen serve as co-trustees of the Ann S. Gerdin Revocable Trust and have shared voting and dispositive power over shares held by such trust. Beneficial ownership in the foregoing shares is disclaimed except to the extent of the reporting person's pecuniary interest. As co-general partner of GFI, the Ann S. Gerdin Revocable Trust has shared voting and dispositive power over the shares owned by GFI. Beneficial ownership is disclaimed, because as one of the co-general partners, the Ann S. Gerdin Revocable Trust does not have the power to vote or dispose of those shares without the consent of at least one other co-general partner.
- (2) Based on 81,929,795 shares of Common Stock outstanding as of December 31, 2018.

Names of
Reporting
Persons. I.R.S
Identification
Nos. of above
1. persons
(entities
only).

Julie J. Durr

2. Check the
appropriate
box if a
member of a
group:

(a) ☐

(b) ☒

3. SEC USE
ONLY

4. Citizenship or
place of
organization:
United States
of America

Number of shares
beneficially owned by
each reporting person
with:

5. Sole voting
power

719,548 (1)

6. Shared voting
power

27,178,307

(2)

7. Sole
dispositive
power

719,548 (1)

8. Shared
dispositive
power

- 27,178,307
(2)
Aggregate
amount
beneficially
owned by
each
reporting
person
- 9.
- 27,897,855
(1) (2)
Check if the
aggregate
amount in
Row (9)
excludes
certain shares
[]
Percent of
class
represented
by amount in
Row (9)
- 10.
- 11.
- 34.1% (3)
Type of
reporting
person
- 12.

IN

(1) Comprised of 681,124 shares of Common Stock owned by Mrs. Durr and 38,424 shares of Common Stock owned by trusts established for the benefit of Mrs. Durr's four children, over which Mrs. Durr serves as trustee. Mrs. Durr has no pecuniary interest in the shares owned by the trusts established for the benefit of her four children and disclaims beneficial ownership.

(2) Comprised of (i) 12,274,600 shares of Common Stock owned by the Ann S. Gerdin Revocable Trust, (ii) 5,003,805 shares of Common Stock owned by the 2007 Gerdin Heartland Trust, (iii) 7,963,626 shares of Common Stock owned by the 2009 Gerdin Heartland Trust, and (iv) 1,936,276 shares owned by GFI. Ann S. Gerdin, Michael J. Gerdin, Julie J. Durr, and Angela K. Janssen serve as co-trustees of the Ann S. Gerdin Revocable Trust and have shared voting and dispositive power over shares held by such trust. Beneficial ownership in the foregoing shares is disclaimed except to the extent of the reporting person's pecuniary interest. Mrs. Durr is one of the (2) co-trustees of the 2007 Gerdin Heartland Trust and the 2009 Gerdin Heartland Trust (collectively, the "Heartland Trusts"). Mrs. Durr disclaims beneficial ownership of the shares owned by the Heartland Trusts, because as one of three co-trustees, she does not have the power to vote or dispose of those shares without the consent of the other two co-trustees. Mrs. Durr is a co-general partner of GFI and has shared voting and dispositive power over shares owned by GFI. Mrs. Durr disclaims beneficial ownership of the shares owned by GFI, because as one of the co-general partners, she does not have the power to vote or dispose of those shares without the consent of the majority of the other co-general partners.

(3) Based on 81,929,795 shares of Common Stock outstanding as of December 31, 2018.

- Names of
Reporting
Persons. I.R.S
Identification
Nos. of above
persons
(entities
only).
1. Angela K.
Janssen
- Check the
appropriate
box if a
member of a
group:
2. (a) ☐
(b) ☒
3. SEC USE
ONLY
- Citizenship or
place of
organization:
4. United States
of America

Number of shares
beneficially owned by
each reporting person
with:

5. Sole voting
power
- 719,548 (1)
6. Shared voting
power
- 27,186,120
(2)
7. Sole
dispositive
power
- 719,548 (1)
8. Shared
dispositive

- power
- 27,186,120
(2)
Aggregate
amount
beneficially
owned by
each
reporting
person
- 9.
- 27,905,668
(1) (2)
Check if the
aggregate
amount in
Row (9)
excludes
certain shares
☐
Percent of
class
represented
by amount in
Row (9)
- 10.
- 11.
- 34.1% (3)
Type of
reporting
person
- 12.

IN

- (1) Comprised of 681,124 shares of Common Stock owned by Mrs. Janssen and 38,424 shares of Common Stock owned by trusts established for the benefit of Mrs. Janssen's four children, over which Mrs. Janssen serves as trustee. Mrs. Janssen has no pecuniary interest in the shares owned by the trusts established for the benefit of her four children and disclaims beneficial ownership.
- (2) Comprised of (i) 12,274,600 shares of Common Stock owned by the Ann S. Gerdin Revocable Trust, (ii) 5,003,805 shares of Common Stock owned by the 2007 Gerdin Heartland Trust, (iii) 7,963,626 shares of Common Stock owned by the 2009 Gerdin Heartland Trust, (iv) 1,936,276 shares owned by GFI, and (v) 7,813 shares owned by Mrs. Janssen's husband. Ann S. Gerdin, Michael J. Gerdin, Julie J. Durr, and Angela K. Janssen serve as co-trustees of the Ann S. Gerdin Revocable Trust and have shared voting and dispositive power over shares held by such trust. Beneficial ownership in the foregoing shares is disclaimed except to the extent of the reporting person's pecuniary interest. Mrs. Janssen is one of the co-trustees of the Heartland Trusts. Mrs. Janssen disclaims beneficial ownership of the shares owned by the Heartland Trusts, because as one of three co-trustees, she does not have the power to vote or dispose of those shares without the consent of the other two co-trustees. Mrs. Janssen is a co-general partner of GFI and has shared voting and dispositive power over shares owned by GFI. Mrs. Janssen disclaims beneficial ownership of the shares owned by GFI, because as one of the co-general partners, she does not have the power to vote or dispose of those shares without the consent of the majority of the other co-general partners.
- (3) Based on 81,929,795 shares of Common Stock outstanding as of December 31, 2018.

Item 1.

(a) Name of issuer

Heartland Express, Inc.

(b) Address of issuer's principal executive offices

901 North Kansas Avenue
North Liberty, IA 52317

Item 2.

(a) Name of person filing

This Schedule 13G/A is being filed on behalf of (i) Ann S. Gerdin, (ii) the Ann S. Gerdin Revocable Trust, (iii) Julie J. Durr, and (iv) Angela K. Janssen (collectively, the "Reporting Persons"). The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G/A as Exhibit 1, pursuant to which the Reporting Persons have agreed to file this Schedule 13G/A jointly in accordance with the provisions of Rule 13d-1(k) of the Securities Exchange Act of 1934, as amended.

(b) Address of principal business office or, if none, residence

The principal business office of the Reporting Persons is 901 North Kansas Avenue, North Liberty, IA 52317.

(c) Citizenship

United States of America

(d) Title of Class of Securities

Common Stock, par value \$0.01 per share

(e) CUSIP Number

422347 10 4

Item 3. If this statement is filed pursuant to Rule 13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not applicable

- (a) ☐ Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) ☐ An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) ☐ An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) ☐ A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) ☐ Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a)-(c)

As of December 31, 2018, there were 81,929,795 shares of Common Stock outstanding.

Ann S. Gerdin may be deemed to be the beneficial owner of 12,274,600 shares of Common Stock owned by the Ann S. Gerdin Revocable Trust and 1,936,276 shares of Common Stock owned by GFI. Ann S. Gerdin, Michael J. Gerdin, Julie J. Durr, and Angela K. Janssen serve as co-trustees of the Ann S. Gerdin Revocable Trust and have shared voting and dispositive power over shares held by such trust. As co-general partner of GFI, the Ann S. Gerdin Revocable Trust has shared voting and dispositive power over the shares owned by GFI. Beneficial ownership is disclaimed, because as one of the co-general partners, the Ann S. Gerdin Revocable Trust does not have the power to vote or dispose of those shares without the consent of at least one other co-general partner. The foregoing represents approximately 17.3% of the Issuer's Common Stock.

The Ann S. Gerdin Revocable Trust may be deemed to be the beneficial owner of 12,274,600 shares of Common Stock and 1,936,276 shares of Common Stock owned by GFI. Ann S. Gerdin, Michael J. Gerdin, Julie J. Durr, and Angela K. Janssen serve as co-trustees of the Ann S. Gerdin Revocable Trust and have shared voting and dispositive power over shares held by such trust. As co-general partner of GFI, the Ann S. Gerdin Revocable Trust has shared voting and dispositive power over the shares owned by GFI. Beneficial ownership is disclaimed, because as one of the co-general partners, the Ann S. Gerdin Revocable Trust does not have the power to vote or dispose of those shares without the consent of at least one other co-general partner. The foregoing represents approximately 17.3% of the Issuer's Common Stock.

Julie J. Durr may be deemed to be the beneficial owner of 27,897,855 shares of Common Stock, comprised of (i) 681,124 shares of Common Stock owned by Mrs. Durr, (ii) 38,424 shares of Common Stock owned by trusts established for the benefit of Mrs. Durr's children, over which Mrs. Durr serves as trustee, (iii) 12,274,600 shares of Common Stock owned by the Ann S. Gerdin Revocable Trust, (iv) 5,003,805 shares of Common Stock owned by the 2007 Gerdin Heartland Trust, (v) 7,963,626 shares of Common Stock owned by the 2009 Gerdin Heartland Trust, and (vi) 1,936,276 shares owned by GFI. Mrs. Durr is one of the co-trustees of the Ann S. Gerdin Revocable Trust. Mrs. Durr is one of the co-trustees of the Heartland Trusts. Mrs. Durr disclaims beneficial ownership of the shares owned by the Heartland Trusts, because as one of three co-trustees, she does not have the power to vote or dispose of those shares without the consent of the other two co-trustees. Mrs. Durr is a co-general partner of GFI and has shared voting and dispositive power over the shares owned by GFI. Mrs. Durr disclaims beneficial ownership of the shares owned by GFI, because as one of the co-general partners, she does not have the power to vote or dispose of those shares without the consent of the majority of the other co-general partners. The foregoing represents approximately 34.1% of the Issuer's Common Stock.

Angela K. Janssen may be deemed to be the beneficial owner of 27,905,668 shares of Common Stock, comprised of (i) 681,124 shares of Common Stock owned by Mrs. Janssen, (ii) 38,424 shares of Common Stock owned by trusts established for the benefit of Mrs. Janssen's children, over which Mrs. Janssen serves as trustee, (iii) 12,274,600 shares of Common Stock owned by the Ann S. Gerdin Revocable Trust, (iv) 5,003,805 shares of Common Stock owned by the 2007 Gerdin Heartland Trust, (v) 7,963,626 shares of Common Stock owned by the 2009 Gerdin Heartland Trust, (vi) 1,936,276 shares owned by GFI, and (vii) 7,813 shares of Common Stock owned by Mrs. Janssen's husband. Mrs. Janssen is one of the co-trustees of the Ann S. Gerdin Revocable Trust. Mrs. Janssen is one of the co-trustees of the Heartland Trusts. Mrs. Janssen disclaims beneficial ownership of the shares owned by the Heartland Trusts, because as one of three co-trustees, she does not have the power to vote or dispose of those shares without the consent of the other two co-trustees. Mrs. Janssen is a co-general partner of GFI and has shared voting and dispositive power over the shares owned by GFI. Mrs. Janssen disclaims beneficial ownership of the shares owned by GFI, because as one of the co-general partners, she does not have the power to vote or dispose of those shares without the consent of the majority of the other co-general partners. The foregoing represents approximately 34.1% of the Issuer's Common Stock.

Beneficial ownership in the foregoing shares is disclaimed except to the extent of each such reporting person's pecuniary interest.

Item 5. Ownership of Five Percent or Less of a Class

☐ The reporting person has ceased to be the beneficial owner of more than 5% of the class of securities.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

Ann S. Gerdin

/s/ Ann S. Gerdin, by Chris Strain,
pursuant to power of attorney
previously filed

Ann S. Gerdin, co-trustee of the
Ann S. Gerdin Revocable Trust

/s/ Ann S. Gerdin, by Chris Strain,
pursuant to power of attorney
previously filed

Julie J. Durr

/s/ Julie J. Durr, by Chris Strain,
pursuant to power of attorney
previously filed

Angela K. Janssen

/s/ Angela K. Janssen, by Chris
Strain, pursuant to power of attorney
previously filed

Dated: January 28, 2019