SEC Form 4

**FORM 4**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).



|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| **UNITED STATES SECURITIES AND EXCHANGE COMMISSION** |  |  |  |  |  |
| Washington, D.C. 20549 |  |  |  |  |  |
|  | OMB APPROVAL |  |
|  |  |  |
| **STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP** |  |  |  |  |  |
|  | OMB Number: | 3235-0287 |  |  |
|  | Estimated average burden |  |
|  |  |  |
| Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 |  | hours per response: | 0.5 |  |  |
|  |  |  |  |  |
|  |  |  |  |  |



or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | 1. Name and Address of Reporting Person\* | 2. Issuer Name **and** Ticker or Trading Symbol |  |  |  |  | 5. Relationship of Reporting Person(s) to Issuer |  |
|  |  | [MOROUN MATTHEW T](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001030743) | [UNIVERSAL LOGISTICS HOLDINGS,](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001308208) | (Check all applicable) |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  | X | Director | X | 10% Owner |  |
|  |  | [INC. [ ULH ]](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001308208) |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
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|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Officer (give title | Other (specify |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | (Last) | (First) |  | (Middle) |  | 3. Date of Earliest Transaction (Month/Day/Year) |  |  |  |  |  |  | below) |  | below) |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  | 12225 STEPHENS ROAD |  |  |  |  | 12/15/2020 |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | 4. If Amendment, Date of Original Filed (Month/Day/Year) |  |  |  | 6. Individual or Joint/Group Filing (Check Applicable |  |
|  |  |  |  |  |  |  |  |  |  |  |  |
|  | (Street) |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Line) |  |  |  |  |  |
|  |  | WARREN | MI | 48089 |  |  |  |  |  |  |  |  |  |  |  |  | X Form filed by One Reporting Person |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Form filed by More than One Reporting |  |
|  |  | (City) | (State) |  | (Zip) |  |  |  |  |  |  |  |  |  |  |  | Person |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  | **Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | **1. Title of Security (Instr. 3)** |  | **2. Transaction** | **2A. Deemed** | **3.** |  | **4. Securities Acquired (A) or** |  | **5. Amount of** | **6. Ownership** | **7. Nature of** |  |
|  |  |  |  |  | **Date** | **Execution Date,** | **Transaction** | **Disposed Of (D) (Instr. 3, 4 and** | **Securities** | **Form: Direct** | **Indirect** |  |
|  |  |  |  |  | **(Month/Day/Year) if any** | **Code (Instr.** | **5)** |  |  |  |  |  | **Beneficially** | **(D) or** | **Beneficial** |  |
|  |  |  |  |  |  |  |  | **(Month/Day/Year)** | **8)** |  |  |  |  |  |  |  | **Owned Following** | **Indirect (I)** | **Ownership** |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | **Reported** | **(Instr. 4)** | **(Instr. 4)** |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **Code** | **V** | **Amount** | **(A) or** | **Price** |  | **Transaction(s)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  | **(D)** |  | **(Instr. 3 and 4)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Manuel |  |
|  | Common Stock, no par value | 12/15/2020 |  |  | G(1) |  | 3,009,800 | D | $0.00 |  | 417,757(1) | I | J. Moroun |  |
|  |  |  |  |  | Revocable |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Nora M. |  |
|  | Common Stock, no par value | 05/03/2021 |  |  | G(2) | V | 81,079 | D | $0.00 |  | 0(2) | I | Moroun |  |
|  |  |  |  | Annuity |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By Manuel |  |
|  | Common Stock, no par value | 06/18/2021 |  |  | S(3) |  | 417,757 | D | $21 |  |  | 0 | I | J. Moroun |  |
|  |  |  |  |  |  | Revocable |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By 2020 |  |
|  | Common Stock, no par value | 06/18/2021 |  |  | P(3) |  | 417,757 | A | $21 |  | 780,648(3)(4) | I | Nora |  |
|  |  |  |  |  | Moroun |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Stock, no par value |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 14,302,736 | D |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  | Common Stock, no par value |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 285,550(5) | I | By spouse |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By 2020 |  |
|  | Common Stock, no par value |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 762,042(4)(6) | I | Lindsay |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Moroun |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | Trust |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | By |  |
|  | Common Stock, no par value |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | 236,917(4) | I | Redoubtable, |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  | LLC |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

**(e.g., puts, calls, warrants, options, convertible securities)**

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| **1. Title of** | **2.** | **3. Transaction** | **3A. Deemed** | **4.** | **5. Number** | **6. Date Exercisable and** | **7. Title and** | **8. Price of** | **9. Number of** | **10.** | **11. Nature** |
| **Derivative** | **Conversion** | **Date** | **Execution Date,** | **Transaction** | **of** | **Expiration Date** | **Amount of** | **Derivative** | **derivative** | **Ownership** | **of Indirect** |
| **Security** | **or Exercise** | **(Month/Day/Year)** | **if any** | **Code (Instr.** | **Derivative** | **(Month/Day/Year)** | **Securities** | **Security** | **Securities** | **Form:** | **Beneficial** |
| **(Instr. 3)** | **Price of** |  | **(Month/Day/Year)** | **8)** | **Securities** |  |  | **Underlying** | **(Instr. 5)** | **Beneficially** | **Direct (D)** | **Ownership** |
|  | **Derivative** |  |  |  | **Acquired** |  |  | **Derivative** |  | **Owned** | **or Indirect** | **(Instr. 4)** |
|  | **Security** |  |  |  | **(A) or** |  |  | **Security (Instr.** |  | **Following** | **(I) (Instr. 4)** |  |
|  |  |  |  |  | **Disposed** |  |  | **3 and 4)** |  | **Reported** |  |  |
|  |  |  |  |  | **of (D)** |  |  |  |  | **Transaction(s)** |  |  |
|  |  |  |  |  | **(Instr. 3, 4** |  |  |  |  | **(Instr. 4)** |  |  |
|  |  |  |  |  | **and 5)** |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |  |  |
|  |  |  |  |  |  |  |  | **Amount** |  |  |  |  |
|  |  |  |  |  |  |  |  | **or** |  |  |  |  |
|  |  |  |  |  |  |  |  | **Number** |  |  |  |  |
|  |  |  |  |  |  | **Date** | **Expiration** | **of** |  |  |  |  |
|  |  |  |  | **Code V** | **(A) (D)** | **Exercisable** | **Date** | **Title Shares** |  |  |  |  |

**Explanation of Responses:**

1. On December 15, 2020, 3,009,800 shares of ULH common stock were distributed by the Manuel J. Moroun Revocable Trust Under Agreement, dated March 24, 1977 (the "MJM Trust") to a beneficiary of the MJM Trust, Nora M. Moroun. The Reporting Person is the trustee of the MJM Trust, and Nora M. Moroun is the mother of the Reporting Person. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his residual pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares.
2. On May 3, 2021, the remaining 81,079 shares formerly held by the Nora M. Moroun 2019 Annuity Trust dated April 25, 2019 were distributed to Nora M. Moroun, individually, pursuant to the terms of the trust.
3. On June 18, 2021, the MJM Trust sold 447,400 shares of ULH common stock to the 2020 Irrevocable Nora M. Moroun Trust dated November 20, 2020 (the "2020 Nora Moroun Trust") in a private

transaction. The Reporting Person is the trustee of the MJM Trust and the 2020 Nora Moroun Trust. The Reporting Person disclaims beneficial ownership of the securities held by the 2020 Nora Moroun Trust except to the extent of his residual pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares.

1. On December 22, 2020, the 2020 Nora Moroun Trust and the 2020 Irrevocable Lindsay Moroun Trust dated November 20, 2020 (the "2020 Lindsay Moroun Trust") contributed 84,509 shares and 152,408 shares, respectively, of ULH common stock to Redoubtable, LLC, a Michigan limited liability company. The Reporting Person is the trustee of the 2020 Nora Moroun Trust and the 2020 Lindsay Moroun Trust and is the manager of Redoubtable, LLC. The Reporting Person disclaims beneficial ownership of the securities held by Redoubtable, LLC except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares.
2. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares.
3. The Reporting Person is the trustee of the 2020 Lindsay Moroun Trust. The Reporting Person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of such shares.

**Remarks:**

|  |  |  |  |
| --- | --- | --- | --- |
| /s/ Matthew T. Moroun |  |  | 06/22/2021 |
| \*\* Signature of Reporting Person | Date |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

* Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**