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

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**SCHEDULE TO**

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 2)**

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**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

**Common Stock, no par value**  
(Title of Class of Securities)

**91388P105**  
(CUSIP Number of Class of Securities)

**Tim Phillips**  
**Chief Executive Officer**  
**UNIVERSAL LOGISTICS HOLDINGS, INC.**  
**12755 E. Nine Mile Road**  
**Warren, Michigan 48089**  
**586-920-0100**

(Name, address and telephone number of person authorized to receive notices and communications on behalf of Filing Persons)

*Copy to:*

**Edwin J. Lukas**  
**Vistula PLC**  
**100 Maple Park Boulevard, Suite 110**  
**Saint Clair Shores, Michigan 48081**  
**Telephone: 313-989-0004**  
**Facsimile: 313-666-0808**

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Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transaction to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

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## AMENDMENT NO. 2 TO SCHEDULE TO

Universal Logistics Holdings, Inc., a Michigan corporation (“Universal” or the “Company”), hereby amends and supplements its Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission on May 13, 2022 (together with all amendments and supplements thereto, the “Schedule TO”). The Schedule TO, as amended by this Amendment No. 2 and Amendment No. 1 filed on June 16, 2022, relates to the Company’s offer to purchase for cash up to 100,000 shares of its common stock, no par value, at a price not greater than \$28.00 nor less than \$25.00 per share, net to the seller in cash, less any applicable withholding taxes and without interest. The Company’s offer is being made upon the terms and subject to the conditions set forth in the original Offer to Purchase dated May 13, 2022 (the “Offer to Purchase”), previously filed as Exhibit (a)(1)(A) to the Schedule TO, and the Letter of Transmittal (the “Letter of Transmittal”) previously filed as Exhibit (a)(1)(B) to the Schedule TO. The Offer to Purchase and Letter of Transmittal, as amended and supplemented from time to time, together constitute the “Offer.”

Except as otherwise set forth below, the information included in the Schedule TO remains unchanged and is incorporated by reference herein to the items in this Amendment No. 2.

Defined terms used but not defined herein shall have the respective meanings ascribed to them in the Offer to Purchase.

### **Item 11. *Additional Information.***

Item 11 of the Schedule TO is hereby amended and supplemented as follows:

“On June 21, 2022, the Company issued a press release announcing the final results of the Offer, which expired at 5:00 p.m., Eastern Time, on June 15, 2022. A copy of such press release is filed as Exhibit (a)(1)(H) to this Schedule TO and is incorporated herein by reference.”

### **Item 12. *Exhibits.***

Item 12 of the Schedule TO is hereby amended and supplemented to add the following exhibit:

(a)(1)(H)\*\*      Press Release dated June 21, 2022.

\*\*      Filed herewith.

**SIGNATURE**

After due 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: June 21, 2022

UNIVERSAL LOGISTICS HOLDINGS, INC.

By: */s/ Tim Phillips*

Name: Tim Phillips

Title: Chief Executive Officer

## EXHIBIT INDEX

- (a)(1)(A)\* Offer to Purchase dated May 13, 2022.
- (a)(1)(B)\* Letter of Transmittal.
- (a)(1)(C)\* Notice of Guaranteed Delivery.
- (a)(1)(D)\* Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated May 13, 2022.
- (a)(1)(E)\* Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees dated May 13, 2022.
- (a)(1)(F)\* Press Release dated May 13, 2022.
- (a)(1)(G)\* Press Release dated June 16, 2022.
- (a)(1)(H)\*\* Press Release dated June 21, 2022.
- (a)(2) Not Applicable.
- (a)(3) Not Applicable.
- (a)(4) Not Applicable.
- (a)(5) Not Applicable.
- (b)(1) Credit and Security Agreement dated as of November 27, 2018 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on November 29, 2018).
- (d)(1) 2014 Amended and Restated Stock Incentive Plan (incorporated by reference to Appendix A of the Registrant's Definitive Proxy Statement on Schedule 14A, filed on April 29, 2014).
- (d)(2) Amendment to 2014 Amended and Restated Stock Incentive Plan dated May 4, 2022 (incorporated by reference to Exhibit 4.2 to the Registrant's Quarterly Report on Form 10-Q filed on May 12, 2022).
- (d)(3) Form of Restricted Stock Bonus Award Agreement under the 2014 Amended and Restated Stock Incentive Plan (incorporated by reference to Exhibit B of Appendix A to the Registrant's Schedule 14A filed on April 29, 2014).
- (d)(4) Employment Agreement between the Registrant and Tim Phillips (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on January 14, 2020).
- (d)(5) Second Amended and Restated Registration Rights Agreement dated July 28, 2021 (incorporated by reference to Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed July 29, 2021).
- (g) Not Applicable.
- (h) Not Applicable.
- (107)\* Filing Fee Table.

\* Previously filed.

\*\* Filed herewith.



For further information:  
Steven Fitzpatrick, Investor Relations  
[SFitzpatrick@UniversalLogistics.com](mailto:SFitzpatrick@UniversalLogistics.com)

### **Universal Logistics Holdings, Inc. Announces Final Results of its Self-Tender Offer**

Warren, Michigan, June 21, 2022—Universal Logistics Holdings, Inc. (NASDAQ: ULH) today announced the final results of its modified “Dutch auction” tender offer to repurchase up to 100,000 shares of its outstanding common stock, which expired at 5:00 p.m., Eastern Time, on Wednesday, June 15, 2022.

In accordance with the terms and conditions of the tender offer, the Company has accepted for purchase a total of 164,189 shares of its common stock, representing approximately 0.62% of the Company’s issued and outstanding shares, at a final purchase price of \$28.00 per share. Payment for the shares accepted for purchase under the tender offer will be made promptly, at a total cost to the Company of approximately \$4.6 million, excluding fees and expenses related to the offer.

The Company expects to have approximately 26,277,549 shares of its common stock outstanding immediately following consummation of the tender offer. The total amount of shares purchased in the tender offer reflects the Company’s right to increase the tender offer by up to two percent (2%) of its outstanding shares and includes 5,000 shares tendered by a director of the Company, Mr. H.E. “Scott” Wolfe.

The Company may purchase additional shares in the future in the open market subject to market conditions and private transactions, tender offers or otherwise. Under applicable securities laws, however, the Company may not repurchase any shares until June 30, 2022. Whether the Company makes additional repurchases in the future will depend on many factors, including the number of shares purchased in this tender offer, its business and financial performance and situation, the business and market conditions at the time, including the price of the shares, and other factors the Company considers relevant.

The Company has retained Georgeson LLC as the information agent for the tender offer. All questions regarding the tender offer should be directed to the information agent at 866-695-6074 (toll free).

### **About Universal**

Universal Logistics Holdings, Inc. is a holding company that, through its consolidated subsidiaries, is a leading asset-light provider of customized transportation and logistics solutions throughout the United States, and in Mexico, Canada, and Colombia. The Company’s operating subsidiaries offer customers a broad array of services across their entire supply chain, including truckload, brokerage, intermodal, dedicated, and value-added services.

### **Forward-Looking Statements**

*Some of the statements contained in this press release might be considered forward-looking statements. These statements identify prospective information. Forward-looking statements can be identified by words such as: “expect,” “anticipate,” “intend,” “plan,” “goal,” “seek,” “believe,” “project,” “estimate,” “future,” “likely,” “may,” “should” and similar references to future periods. Forward-looking statements are based on information available at the time and/or management’s good faith belief with respect to future events and are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements. These forward-looking statements are subject to a number of factors that may cause actual results to differ materially from the expectations described. Additional information about the factors that may adversely affect these forward-looking statements is contained in the Company’s reports and filings with the Securities and Exchange Commission. The Company assumes no obligation to update forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information except to the extent required by applicable securities laws.*