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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. 1)**

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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. 1 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. 1, 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.”

Only those items reported in this Amendment No. 1 are amended or supplemented. Except as specifically provided herein, the information contained in the Schedule TO, the Offer to Purchase, the Letter of Transmittal, and the other documents that constitute part of the Offer remain unchanged.

All information set forth in the Offer to Purchase, which was previously filed with the Schedule TO, is hereby incorporated by reference except that such information is hereby amended and supplemented to the extent expressly provided herein. Such information amends and supplements the information previously incorporated by reference in this Schedule TO. This Amendment No. 1 should be read in conjunction with the Schedule TO, the Offer to Purchase, the Letter of Transmittal and the other documents that constitute part of the Offer, as each may be further amended or supplemented from time to time.

The purpose of this Amendment No. 1 is to amend and supplement the Schedule TO to indicate that, on June 16, 2022, the Company issued a press release announcing the preliminary results of the Offer. Accordingly, Items 11 and 12 of the Schedule TO, which incorporate by reference the information contained in the Schedule TO and the Offer to Purchase, are hereby amended and supplemented as follows:

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

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

“On June 16, 2022, the Company issued a press release announcing the preliminary results of the Offer. A copy of the press release is filed as Exhibit (a)(1)(G) 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 exhibits:

(a)(1)(G)**	Press Release dated June 16, 2022.
(107)**	Filing Fee Table.

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\*\* 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 16, 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)(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 Preliminary Results of its Self-Tender Offer**

Warren, Michigan, June 16, 2022—Universal Logistics Holdings, Inc. (NASDAQ: ULH) today announced the preliminary 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.

Based on the preliminary count by Computershare Trust Company, N.A. (“Computershare”), the depository for the tender offer, approximately 164,189 shares were properly tendered and not properly withdrawn at or below the expected final purchase price of \$28.00 per share, including shares that were tendered through notices of guaranteed delivery.

In accordance with the terms and conditions of the tender offer, the Company expects to acquire 164,189 shares at a final purchase price of \$28.00 per share, for an aggregate purchase price of approximately \$4.6 million. These shares represent approximately 0.62% of the Company’s issued and outstanding shares as of May 12, 2022. The total amount of shares expected to be purchased in the tender offer includes the Company’s right to increase the tender offer by up to two percent of the Company’s outstanding shares and also includes a total of 5,000 shares tendered by Mr. H.E. “Scott” Wolfe, a director of the Company. The determination of the final number of shares to be purchased and the final price per share is subject to confirmation by Computershare of the proper delivery of the shares validly tendered and not withdrawn.

The number of shares to be purchased and the price per share are preliminary and are subject to verification by Computershare and subject to change for a number of reasons, including if some or all of the shares tendered through notices of guaranteed delivery are not delivered within the applicable two trading day settlement period. The actual number of shares to be purchased and the final price per share will be announced following the expiration of the guaranteed delivery period and completion of the confirmation process by Computershare. The final results are not expected to be announced until at least June 21, 2022. Promptly after the announcement, Computershare will issue payment for the shares validly tendered and accepted for payment under the tender offer and will return shares tendered and not purchased in the tender offer.

The Company may purchase additional shares in the future in the open market subject to market conditions and through 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.

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**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.*

## Calculation of Filing Fees Table

Schedule TO  
(Form Type)

Universal Logistics Holdings, Inc.  
(Name of Subject Company (Issuer) and Name of Filing Person (Offeror))

Table 1  
Transaction Valuation

	<u>Transaction Valuation</u>	<u>Fee Rate</u>	<u>Amount of Filing Fee</u>
Fees to Be Paid	\$ 4,597,292 (1)	0.0000927	\$ 427 (2)
Fees Previously Paid			260 (3)
<b>Total Transaction Valuation</b>	<b>\$ 4,597,292</b>		
<b>Total Fees Due for Filing</b>			<b>\$ 427</b>
<b>Total Fees Previously Paid</b>			<b>\$ 260</b>
<b>Total Fee Offsets</b>			<b>—</b>
<b>Net Fee Due</b>			<b>\$ 167</b>

Table 2  
Fee Offset Claims and Sources (4)

	<u>Registrant or Filer Name</u>	<u>Form or Filing Type</u>	<u>File Number</u>	<u>Initial Filing Date</u>	<u>Filing Date</u>	<u>Fee Claim Offset</u>	<u>Fee Paid with Fee Offset Source</u>
Fee Offset Claims							
Fee Offset Sources							

- (1) Estimated solely for the purpose of calculating the filing fee for this transaction in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), based on the purchase of 164,189 shares of common stock at the expected final purchase price of \$28.00 per share.
- (2) The amount of the filing fee calculated in accordance with the Exchange Act equals \$92.70 for each \$1,000,000 of value. The filing fee was calculated in accordance with Rule 0-11 under the Exchange Act.
- (3) The Filer paid the fee of \$260 in connection with the filing of the Schedule T0-I by the Filer (File No. 005-81356) on May 13, 2022.
- (4) The Filer does not have any fee offsets.