



FORM **BCA 8.12**
FEMALE AND MINORITY
DIRECTORS REPORT
Business Corporation Act

FILED

PAID

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JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF
BUSINESS SERVICES

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-7808
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Payment must be made by check or money order payable to Secretary of State.

FILING FEE: \$25.00 File prior to: 3/1 Year: 2020 File #: 58748021 Approved: JB

Corporate Name: Hub Group Inc.
Registered Agent: Corporation Service Company
Registered Office: 801 Adlai Stevenson Drive
City, IL, ZIP: Springfield, IL 62703

County: Sangamon

A COPY OF THE CORPORATION'S MOST RECENT SEC 10-K MUST ACCOMPANY THIS REPORT.

1. Is the corporation a publicly held corporation with its principal executive office located in Illinois? YES NO
- 1a. Principal address of executive office in Illinois:
2000 Clearwater Drive Oak Brook, IL 60523
2. Set forth data on specific qualifications, skills and experience that the corporation considers for its board of directors, nominees for the board of directors, and executive officers. (If additional space is required, please attach an additional page(s) as needed.)
See attached supplement
3. Set forth the self-identified gender of each member of the board of directors. (If additional space is required, please attach an additional page(s) as needed.)
See attached supplement
4. Set forth the race or ethnicity of each member of the board of directors. (If additional space is required, please attach an additional page(s) as needed.)
See attached supplement
5. Set forth a description of the corporation's process for identifying and evaluating nominees for the board of directors, including whether and, if so, how demographic diversity is considered. (If additional space is required, please attach an additional page(s) as needed.)
See attached supplement
6. Set forth a description of the corporation's process for identifying and appointing executive officers, including whether and, if so, how demographic diversity is considered. (If additional space is required, please attach an additional page(s) as needed.)
See attached supplement
7. Set forth a description of the corporation's policies and practices for promoting diversity, equity and inclusion among the board of directors and executive officers. (If additional space is required, please attach an additional page(s) as needed.)
See attached supplement

Under the penalty of perjury and as an authorized officer, I declare that this report, pursuant to provisions of the Business Corporation Act, has been examined by me and is, to the best of my knowledge and belief, true, correct and complete.

Item 8 must be signed.

⇒ 8. By [Signature] Assistant Treasurer 2/27/20
Any Authorized Officer's Signature Title Date

Form BCA 8.12 – Female & Minority Directors Report – Supplement

2. The Nominating & Governance Committee of the Company shall be responsible for reviewing with the Board additional qualifications for directors, taking into account the composition and skills of the entire Board of Directors. After reviewing recommendations from the Nominating and Governance Committee, the Board will establish criteria for Board membership which it will use in determining the size of the Board, filling vacancies on the Board and making recommendations to stockholders regarding the election of Directors. These criteria should include, but not be limited to:

- o Knowledge and contacts in the Company's industry and other relevant industries;
- o Reputation in the business community;
- o Personal and professional ethics and integrity;
- o Experience and achievements;
- o Ability to make significant contributions to the Company's success;
- o Ability to work effectively with other directors;
- o Willingness to devote necessary time to the work;
- o Ability to assist and evaluate the Company's management;
- o Involvement only in other activities or interests that do not create a conflict with their responsibilities;
- o Understanding of and ability to meet responsibilities to the Company's stockholders; and
- o Having a potential to serve on the Board for at least five years

3. / 4. The board of directors are as follows:

- o David P Yeager – male, white
- o James C Kenny – male, white
- o Charles R Reaves – male, white
- o Martin P Slark – male, white
- o Jonathan P Ward – male, white
- o Peter B McNitt – male, white
- o Mary Boosalis – female, white

5. Consideration is given to having a diversity of backgrounds, skills, and perspectives among the Directors. In selecting Directors the Board considers diversity of persons in terms of their expertise, age, gender, race, ethnicity, education, and other attributes. The Company believes in a policy of inclusiveness. In performing its responsibilities for identifying, screening and recommending candidates to the Board, the Nominating & Governance Committee should (i) ensure that candidates with a diversity of ethnicity and gender are included in any pool of candidates from which Board nominees are chosen, and (ii) consider diverse candidates from nonexecutive corporate positions and nontraditional environments.

6. Consideration is also given to having a diversity of backgrounds, skills, and perspectives among the Executive Officers. In selecting Executive Officers the Company considers diversity of persons in terms of their expertise, age, gender, race, ethnicity, education, and other attributes. The Company believes in a policy of inclusiveness.

7. Consideration is given to having a diversity of backgrounds, skills, and perspectives among the Directors and Executive Officers. In selecting Directors and Executive Officers, the Board & the Company consider diversity of persons in terms of their expertise, age, gender, race, ethnicity, education, and other attributes. The Company believes in a policy of inclusiveness.

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

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2019

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
Commission File No. 0-27754

HUB GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)
2000 Clearwater Drive
Oak Brook, IL
(Address of principal executive offices)

36-4007085
(EIN Employer
Identification No.)

60523
(ZIP Code)

Registrant's telephone number, including area code: (630) 271-3600

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock	HUBG	NASDAQ

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for each shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for each shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one).

- Large accelerated filer Accelerated filer
- Non-accelerated filer Smaller reporting company
- Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of the Registrant's voting stock held by non-affiliates on June 30, 2019, based upon the last reported sale price on that date on the NASDAQ Global Select Market of \$41.98 per share, was \$1370,432,860. On February 21, 2020, the Registrant had 31,587,377 outstanding shares of Class A Common Stock, par value \$01 per share, and 662,796 outstanding shares of Class B Common Stock, par value \$01 per share.

Documents Incorporated by Reference

▶ The Registrant's definitive Proxy Statement for the Annual Meeting of Stockholders to be held on May 20, 2020 (the "Proxy Statement") is incorporated by reference in Part III of this Form 10-K to the extent stated herein. Except with respect to information specifically incorporated by reference in this Form 10-K, the Proxy Statement is not deemed to be filed as a part hereof. ◀