

Echo Global Logistics, Inc.
Form S-8
November 06, 2012

As filed with the Securities and Exchange Commission on November 6, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ECHO GLOBAL LOGISTICS, INC.

(Exact Name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

20-5001120

(I.R.S. Employer Identification Number)

Amended and Restated Echo Global Logistics, Inc. 2008 Stock Incentive Plan

(as amended and restated June 20, 2012)

(Full title of the plan)

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600 West Chicago Avenue

**Suite 725
Chicago, Illinois**

60654

(Address of registrant's principal executive offices)

(Zip Code)

**Douglas R. Waggoner
Chief Executive Officer
Echo Global Logistics, Inc.
600 West Chicago Avenue**

**Suite 725
Chicago, Illinois 60654
(800) 354-7993**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy To:

**Steven J. Gavin, Esq.
Matthew F. Bergmann, Esq.**
Winston & Strawn LLP
35 West Wacker Drive
Chicago, Illinois 60601
(312) 558-5600

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 the 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
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of securities to be Registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee |
|---|------------------------------------|--|--|-----------------------------------|
| Common Stock, \$0.0001 par value per share | 1,650,000 shares | \$ 16.27 | \$ 26,845,500 | \$ 3,661.73 |

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(1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional shares of common stock, par value \$0.0001 per share, that may be issued pursuant to the Amended and Restated Echo Global Logistics, Inc. 2008 Stock Incentive Plan (as amended and restated effective June 20, 2012) to prevent dilution from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and 457(c) under the Securities Act of 1933, as amended, on the basis of the average high and low sale prices reported for shares of the Registrant's common stock on the NASDAQ Global Market on October 26, 2012.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this registration statement (the **Registration Statement**) registers an additional 1,650,000 shares of common stock, par value \$0.0001, of Echo Global Logistics, Inc. (**Echo Global**) that may be awarded under the Amended and Restated Echo Global Logistics, Inc. 2008 Stock Incentive Plan (as amended and restated effective June 20, 2012). The contents of the registration statement on Form S-8 as filed on March 17, 2010 (registration statement No. 333-165535) are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Echo Global with the Securities and Exchange Commission (the **Commission**) are incorporated by reference in this Registration Statement:

- (a) The description of Echo Global's common stock, par value \$0.0001 per share, contained in Echo Global's Registration Statement on Form 8-A filed with the Commission on September 25, 2009 pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the **Exchange Act**), including any subsequent amendment or any report filed for the purpose of updating such description;
- (b) Echo Global's Annual Report on Form 10-K for the fiscal year ended December 31, 2011 filed on March 7, 2012;
- (c) Echo Global's Quarterly Reports on Form 10-Q for the quarter ended March 31, 2012 filed on May 3, 2012, for the quarter ended June 30, 2012 filed on August 2, 2012 and for the quarter ended September 30, 2012 filed on November 1, 2012; and
- (d) Echo Global's Current Reports on Form 8-K filed on March 27, 2012, May 18, 2012 and June 25, 2012.

All documents filed by Echo Global with the Commission (other than, in each case, documents deemed to have been furnished and not filed in accordance with Commission rules, including but not limited to information disclosed by Echo Global under Items 2.02 or 7.01 of any current report on Form 8-K) pursuant to Section 13(a), 13(c), 14, or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration

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Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following documents are filed as exhibits to this Registration Statement:

| Exhibit No. | Description |
|--------------------|---|
| 4.1 | Amended and Restated Echo Global Logistics, Inc. 2008 Stock Incentive Plan, as amended and restated effective June 20, 2012 (incorporated by reference to Appendix A to Echo Global's definitive proxy statement on Schedule 14A filed on April 30, 2012) |
| 5.1 | Opinion of Winston & Strawn LLP as to the legality of the securities being registered |
| 23.1 | Consent of Ernst & Young LLP |
| 23.2 | Consent of Winston & Strawn LLP (included in their opinion filed as Exhibit 5.1) |
| 24.1 | Powers of Attorney (included on the signature page of this Registration Statement) |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Chicago, State of Illinois on this 6th day of November, 2012.

ECHO GLOBAL LOGISTICS, INC.

By: /s/ David B. Menzel
David B. Menzel
Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints each of Douglas R. Waggoner and David B. Menzel his or her true and lawful attorney-in-fact and agent with full powers of substitution and resubstitution, for the undersigned and in the name of the undersigned, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done and about premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|------------------|
| /s/ Douglas R. Waggoner Douglas R. Waggoner | Chief Executive Officer (principal executive officer) and Director | November 6, 2012 |
| /s/ Samuel K. Skinner Samuel K. Skinner | Chairman of the Board | November 6, 2012 |
| /s/ John R. Walter John R. Walter | Director | November 6, 2012 |
| /s/ John F. Sandner John F. Sandner | Director | November 6, 2012 |
| /s/ Eric P. Lefkofsky Eric P. Lefkofsky | Director | November 6, 2012 |
| /s/ Bradley A. Keywell Bradley A. Keywell | Director | November 6, 2012 |

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/s/ Matthew Ferguson
Matthew Ferguson

Director

November 6, 2012

INDEX TO EXHIBITS TO REGISTRATION STATEMENT ON FORM S-8

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