

QUALITY DISTRIBUTION INC  
Form 4  
August 13, 2013

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
APOLLO ADVISORS II LP

2. Issuer Name and Ticker or Trading Symbol  
QUALITY DISTRIBUTION INC  
[QLTY]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
TWO MANHATTANVILLA ROAD,  
  
(Street)  
  
PURCHASE, NY 10577  
  
(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)  
03/13/2012

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/13/2012		S	3,185,815 D \$ 12.4475	4,611,194	I	See footnote (1)

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
APOLLO ADVISORS II LP TWO MANHATTANVILLE ROAD PURCHASE, NY 10577		X		
Apollo Capital Management II, Inc. ONE MANHATTANVILLE ROAD PURCHASE, NY 10577		X		
APOLLO MANAGEMENT III LP TWO MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577		X		
AIF III Management, LLC TWO MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577		X		
Apollo Management, L.P. 2 MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577		X		
Apollo Management GP, LLC TWO MANHATTANVILLE ROAD SUITE 203 PURCHASE, NY 10577		X		
Apollo Management Holdings, L.P. 9 W. 57TH STREET - NEW YORK, NY 10019		X		
		X		

Apollo Management Holdings GP, LLC  
9 W. 57TH STREET  
43RD FLOOR  
NEW YORK, NY 10019

APOLLO INVESTMENT FUND III LP  
C/O APOLLO ADVISORS LP  
2 MANHATTANVILLE RD  
PURCHASE, NY 10577 X

APOLLO OVERSEAS PARTNERS III LP  
2 MANGATTANVILLE RD  
C/O APOLLO ADVISORS LP  
PURCHASE, NY 10577 X

## Signatures

[see signatures attached as Exhibit  
99.2] 08/13/2013

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).

(1) See Exhibit 99.1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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