QUALITY DISTRIBUTION INC Form SC 13D/A August 16, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

(Amendment No. 4*)

Quality Distribution, Inc.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

74756M 10 2

(CUSIP Number)

John F. Hartigan, Esq.

Morgan, Lewis & Bockius LLP

300 S. Grand Avenue, 22nd Floor

Los Angeles, CA 90071

(213) 612-2500

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 14, 2013

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 74756M 10 2				13D		
	-		L			
1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Investment Fund III, L.P.					
<u> </u>	CI I I I	. D. 'C. M. I. C. C.				
2	Check the Appropriate Box if a Member of a Group					
	(a) (b)	0 X				
L	(O)	Λ				
3	SEC Use Only					
4	Source of Funds OO					
•	100					
5	Check Box if Disclos	ure of Legal Proceedings l	Is Required Pursua	ant to Items 2(d) or 2(e) o		
	•	5	•			
6	Citizenship or Place Delaware	of Organization				
	•	•				
	7	Sole Voting Power				
Number of						
Shares	8	Shared Voting Powe	r			
Beneficially		0 shares of Common	Stock			
Owned by Each						
Reporting	9	Sole Dispositive Pov	ver			
Person With						
	10	Shared Dispositive F	Ower			
		0 shares of Common				
11		eneficially Owned by Each	h Reporting Person	n		
	0 shares of Common	Stock				
12	Chaok Roy if the Ac	gregate Amount in Row (1	1) Evoludos Corto	n Charac* v		
1-2	CHECK BOX II tile Ag	gregate Amount III ROW (1	1) Excludes Certal	III SHALES. X		
13	Percent of Class Represented by Amount in Row (11)					
14	Type of Reporting Person PN					

CUSIP No. 7475	6M 10 2			13D		
1	Name of Reporting F I.R.S. Identification of Apollo Overseas Par	of Above Person				
2	Check the Appropriate Box if a Member of a Group (a) 0 (b) x					
3	SEC Use Only					
4	Source of Funds OO					
5	Check Box if Disclos	sure of Legal Proceedings Is R	equired Pursua	ant to Items 2(d) or 2(e) o		
6	Citizenship or Place of Organization Delaware					
Number of Shares Beneficially Owned by Each Reporting Person With		Sole Voting Power Shared Voting Power 0 shares of Common Sto	ock			
	10	Shared Dispositive Pow 0 shares of Common Sto	er ock			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Common Stock					
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x					
13	Percent of Class Represented by Amount in Row (11) 0%					
14	Type of Reporting Person PN					

CUSIP No. 7475	6M 10 2			13D		
1	Name of Reporting Person I.R.S. Identification of Above Person Apollo (U.K.) Partners III, L.P.					
la la	G1 1 1 1 1 1 1	. D 10 34 1 0				
2	Check the Appropriate Box if a Member of a Group					
	(a) (b)		0 X			
	(0)		Λ			
3	SEC Use Only					
4	Source of Funds					
	00					
5	Chack Roy if Disalo	sura of Lagal Proceeding	as Is Daguirad Durs	uant to Items 2(d) or 2(e) o		
<u> </u>	CHECK BOX II DISCIO	sure of Legal Floceeding	gs is Kequiled Fuls	uant to Items 2(d) or 2(e) o		
6	Citizenship or Place of Organization United Kingdom					
		G 1 AV C B				
	/	Sole Voting Powe	er			
Number of						
Shares	8	Shared Voting Po				
Beneficially Owned by		0 shares of Comm	non Stock			
Each	0	Sala Diamogitiva I	Davisan			
Reporting	9	Sole Dispositive l	Power			
Person With						
	10					
		0 shares of Comm	non Stock			
11	Aggregate Amount Beneficially Owned by Each Reporting Person					
	O shares of Common Stock					
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* x					
1	L		5 40			
13	Percent of Class Represented by Amount in Row (11) 0%					
	υ /υ					
14	Type of Reporting P	erson				
	PN					

CUSIP No. 74750	6M 10 2		13D				
1	Name of Reporting Person I.R.S. Identification of Above Person Apollo Management III, L.P.						
2	Check the Appropriate Box if a Member of a Group (a) 0 (b) x						
3	SEC Use Only						
4	Source of Funds OO						
5	Check Box if Disclos	ure of Legal Proceedings Is Required Purs	uant to Items 2(d) or 2(e) o				
6	Citizenship or Place of Delaware	of Organization					
Number of Shares 8 Beneficially Owned by Each		Sole Voting Power Shared Voting Power O shares of Common Stock Sole Dispositive Power					
Reporting Person With	10	Shared Dispositive Power 0 shares of Common Stock					
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Common Stock						
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* o						
13	Percent of Class Represented by Amount in Row (11) 0%						
14	Type of Reporting Person PN						

CUSIP No. 7475	6M 10 2		13D			
1	Name of Reporting F I.R.S. Identification of AIF III Management	of Above Person				
2	Check the Appropriate Box if a Member of a Group (a) o (b) x					
3	SEC Use Only	1.2				
4	Source of Funds OO			_		
5	Check Box if Disclos	ure of Legal Proceedings Is Required	d Pursuant to Items 2(d) or 2(e) o			
6	Citizenship or Place of Organization Delaware					
Number of Shares 8 Beneficially Owned by Each Reporting Person With		Sole Voting Power Shared Voting Power 0 shares of Common Stock Sole Dispositive Power				
	10	Shared Dispositive Power 0 shares of Common Stock				
11	Aggregate Amount Beneficially Owned by Each Reporting Person 0 shares of Common Stock					
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares* o					
13	Percent of Class Represented by Amount in Row (11) 0%					
14	Type of Reporting Person OO					

CUSIP No. 7475	6M 10 2		13D				
1	Name of Reporting Person						
	I.R.S. Identification of Above Person						
	Apollo Management, L.P.						
2.	Cl. 1 d A	D C M I C C					
2		te Box if a Member of a Group					
	(a) o (b) x						
	(0)	X					
3	SEC Use Only						
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4	Source of Funds						
	00						
5	Check Box if Disclos	ure of Legal Proceedings Is Required Pursu	uant to Items 2(d) or 2(e) o				
•	•						
6	Citizenship or Place	of Organization					
	Delaware						
	7	Sole Voting Power					
Number of							
Shares	0	GL LV C D					
Beneficially	δ	Shared Voting Power 0 shares of Common Stock					
Owned by		o shares of Common Stock					
Each	9	Sole Dispositive Power					
Reporting Person With							
Person with		•					
	10	Shared Dispositive Power					
		0 shares of Common Stock					
11							
	0 shares of Common	SIOCK					
12	CL ID 10.1	. A	. 01 *				
12	Check Box if the Agg	gregate Amount in Row (11) Excludes Cert	ain Shares* o				
13	Descript of Class Descripted by Assessed in Description						
	Percent of Class Represented by Amount in Row (11)						
	, o , o						
14	Type of Reporting Pe	erson					
	PN						

CUSIP No. 7475	66M 10 2		13D				
			-				
1	Name of Reporting Person						
	I.R.S. Identification of Above Person						
	Apollo Management GP,	LLC					
2	Check the Appropriate Bo	Check the Appropriate Box if a Member of a Group					
	(a)	О					
	(b)	X					
3	SEC Use Only						
4	Source of Funds						
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5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o						
	1			•			
6	Citizenship or Place of Or	ganization					
Ŭ	Delaware	D					