

Echo Global Logistics, Inc.  
Form DEF 14A  
April 30, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No.        )  
Filed by the Registrant R  
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Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
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Echo Global Logistics, Inc.  
(Name of Registrant as Specified In Its Charter)

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-

Echo Global Logistics, Inc.  
600 West Chicago Avenue, Suite 725  
Chicago, Illinois 60654  
April 30, 2014

To Our Stockholders:

On behalf of the Board of Directors and management, we cordially invite you to attend the annual meeting of stockholders (the "Annual Meeting") to be held on Tuesday, June 17, 2014, at 9:00 a.m., Central Daylight Time, at 600 West Chicago Ave., Suite 725, Chicago, Illinois 60654.

The following pages contain the formal notice of the Annual Meeting, the proxy statement and the proxy card. Please review this material for information concerning the business to be conducted at the Annual Meeting and the nominees for election as directors.

The purpose of the Annual Meeting is to consider and vote upon proposals to (i) elect six directors to serve until the 2015 annual meeting of stockholders or until their respective successors are elected and qualified, (ii) ratify the appointment of our independent registered public accounting firm for 2014, (iii) approve, on an advisory, non-binding basis, the Company's executive compensation, and (iv) transact such other business as may properly come before the Annual Meeting. In addition to the specific matters to be acted upon, there will be a report on the progress of the Company and an opportunity for questions of general interest to our stockholders.

We are pleased to take advantage of the Securities and Exchange Commission rules that allow issuers to furnish proxy materials to stockholders via the Internet. These rules allow us to provide you with the information you need while lowering the costs and environmental impact associated with printing and mailing proxy materials for the Annual Meeting. On or about May 2, 2014, we will mail to our stockholders a notice containing instructions on how to access the proxy materials and vote on the matters described above. In addition, the notice will include instructions on how you can request a paper copy of the proxy materials.

Whether or not you plan to attend the Annual Meeting in person, your vote is important, and we encourage you to vote your shares promptly via the Internet or by telephone or mail. Instructions regarding these methods of voting are contained on the notice regarding the availability of proxy materials for the Annual Meeting.

We look forward to seeing you at the Annual Meeting.

Sincerely yours,

Samuel K. Skinner  
Chairman of the Board

Douglas R. Waggoner  
Chief Executive Officer and Director

Echo Global Logistics, Inc.

600 West Chicago Avenue, Suite 725

Chicago, Illinois 60654

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held June 17, 2014

April 30, 2014

The Stockholders of Echo Global Logistics, Inc.:

Notice is hereby given that the annual meeting of stockholders (the "Annual Meeting") of Echo Global Logistics, Inc., a Delaware corporation (the "Company"), will be held on Tuesday, June 17, 2014, at 9:00 a.m., Central Daylight Time, at 600 West Chicago Ave., Suite 725, Chicago, Illinois 60654, for the following purposes:

1. To elect six directors of the Company to serve until the 2015 annual meeting of stockholders or until their respective successors are elected and qualified;
2. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014;
3. To approve, on an advisory, non-binding basis, the Company's executive compensation; and
4. To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

These items of business, including the nominees for director, are more fully described in the proxy statement accompanying this notice. The Board of Directors has fixed the close of business on April 21, 2014 as the record date for determining the stockholders entitled to notice of and to vote at the Annual Meeting and any adjournment or postponement thereof.

We are pleased to take advantage of the Securities and Exchange Commission rules that allow issuers to furnish proxy materials to stockholders via the Internet. On or about May 2, 2014, we will mail to our stockholders a notice containing instructions on how to access the proxy materials and vote on the matters described above. In addition, the notice will include instructions on how you can request a paper copy of the proxy materials.

All stockholders are cordially invited to attend the Annual Meeting in person. However, whether or not you plan to attend the Annual Meeting in person, we urge you to vote your shares via the toll-free telephone number or over the Internet, as described in the materials accompanying this Notice. If you submit your proxy and then decide to attend the Annual Meeting to vote your shares in person, you may still do so. Your proxy is revocable in accordance with the procedures set forth in the proxy statement.

We look forward to seeing you at the Annual Meeting.

By Order of the Board of Directors,

Kyle L. Sauers

Chief Financial Officer and Secretary

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders to be held on June 17, 2014.

This Proxy Statement and the 2013 Annual Report are available at: [www.proxyvote.com](http://www.proxyvote.com). You will need your assigned control number to vote your shares. Your control number can be found on your proxy card.

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Proxy Statement for the Annual Meeting of Stockholders of  
 Echo Global Logistics, Inc.  
 To Be Held on Tuesday, June 17, 2014  
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Echo Global Logistics, Inc.  
600 West Chicago Avenue, Suite 725  
Chicago, Illinois 60654  
PROXY STATEMENT

#### INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

This proxy statement and enclosed proxy card are being furnished commencing on or about May 2, 2014 in connection with the solicitation by the Board of Directors (the "Board") of Echo Global Logistics, Inc., a Delaware corporation (the "Company," "Echo Global Logistics, Inc.," or "us"), of proxies for use in voting at the 2014 annual meeting of stockholders (the "Annual Meeting"), to be held at 600 West Chicago Ave., Suite 725, Chicago, Illinois 60654 on June 17, 2014, at 9:00 a.m. Central Daylight Time. Any proxy given pursuant to such solicitation and received in time for the Annual Meeting will be voted as specified in such proxy. If no instructions are given, proxies will be voted FOR the election of the nominees listed below under the caption "PROPOSALS TO BE VOTED ON—Proposal 1: Election of Directors," FOR the ratification of the appointment of Ernst & Young LLP as independent certified public accountants for the Company's fiscal year ending December 31, 2014, FOR advisory approval of the company's compensation of executives as disclosed in this proxy statement, and in the discretion of the proxies named on the proxy card, with respect to any other matters properly brought before the Annual Meeting and any adjournments thereof. Any proxy may be revoked by (1) providing written notice to Kyle L. Sauers, Corporate Secretary, Echo Global Logistics, Inc., 600 West Chicago Avenue, Suite 725, Chicago, Illinois 60654 at any time prior to the voting thereof, (2) submitting a proxy with a later date or (3) attending the Annual Meeting and voting in person.

#### Information about this Proxy Statement

You are receiving the proxy materials because the Board is seeking your permission (or proxy) to vote your shares at the Annual Meeting on your behalf. This proxy statement presents information that is intended to help you in reaching a decision on voting your shares of common stock. Only stockholders of record at the close of business on April 21, 2014, the record date, are entitled to vote at the Annual Meeting. As of April 21, 2014, there were 23,487,379 shares of common stock outstanding and entitled to vote, with each share entitled to one vote. We have no other voting securities.

#### Information about Voting

If your shares of common stock are held in your name with our transfer agent, American Stock Transfer & Trust Company, you are considered with respect to those shares, the stockholder of record. As the stockholder of record, you can vote your shares on matters presented at the Annual Meeting or by proxy. There are three ways to vote by proxy:

1. By Telephone—Stockholders can vote by telephone by calling 1-800-690-6903 and following the instructions on the proxy card;
2. By Internet—You can vote over the Internet at [www.proxyvote.com](http://www.proxyvote.com) by following the instructions on the proxy card;  
or
3. By Mail—You can vote by mail by signing, dating and mailing your proxy card.

If you do not give any direction on the proxy card, the shares will be voted in the manner recommended by the Board on all matters presented in this Proxy Statement. You may revoke your proxy by (1) providing written notice to Kyle L. Sauers, Corporate Secretary, Echo Global Logistics, Inc., 600 West Chicago Avenue, Suite 725, Chicago, Illinois 60654 at any time prior to the voting thereof, (2) submitting a proxy with a later date or (3) attending the Annual Meeting and voting in person. Your vote will be confidential except (a) as may be required by law, (b) as may be necessary for the Company to assert or defend claims, (c) in the case of a contested election of director(s) or (d) at your express request. If your shares are held in a stock brokerage account or by a bank or other nominee, you are considered the beneficial owner of shares held in "street name," and these proxy materials are being forwarded to you by your broker, bank or nominee who is considered the stockholder of record with respect to those shares. As the

beneficial owner, you have the right to direct your broker, bank or nominee on how to vote and are also invited to attend the Annual Meeting. Street name stockholders should check the voting instruction cards used by their brokers or nominees for specific instructions on methods of voting. If your shares are held in street name, you must contact your broker or nominee to revoke your proxy.

A broker non-vote occurs when a broker or other nominee holding shares for a beneficial owner does not vote on a particular proposal because the broker or nominee does not have discretionary voting power and has not received instructions from the beneficial owner. If you do not give your broker or nominee instructions on how to vote your shares, your broker or nominee can vote your shares with respect to "routine" items but not with respect to "non-routine" items. "Proposal 1: Election of Directors" and "Proposal 3: Advisory Approval of Executive Compensation" are non-routine matters for which your broker

or nominee may not vote without explicit instructions from you. "Proposal 2: Ratification of Independent Registered Public Accounting Firm" is a routine matter for which your broker or nominee may vote your shares without explicit instructions from you.

In order to carry on the business of the Annual Meeting, we must have a quorum. This means that stockholders representing at least 50% of the common stock issued and outstanding as of the record date must be present at the Annual Meeting, either in person or by proxy. Abstentions and broker non-votes are counted as present for purposes of establishing a quorum but broker non-votes are not considered "present" for purposes of voting on non-routine matters.

For additional information on director elections, see "PROPOSALS TO BE VOTED ON—Proposal 1: Election of Directors." Directors will be elected to serve a one-year term expiring at the 2015 annual meeting of stockholders by a plurality of the votes present in person or by proxy at the annual meeting and entitled to vote. A "plurality" means that the director nominees who receive the largest number of votes are elected as directors up to the maximum number of directors to be elected at the Annual Meeting. The size of the Board is currently set at eight members, however, following the Annual Meeting the Board will be reduced to six members. See "PROPOSALS TO BE VOTED ON—Proposal 1: Election of Directors." Abstentions and broker non-votes will have no effect on the election of directors. For a stockholder to nominate an individual for director at the 2015 annual meeting, the stockholder must follow the procedures outlined later in this proxy statement under the caption "OTHER INFORMATION—Stockholder Proposals for the 2015 Meeting." Stockholders may also designate a director nominee to be considered by the Board for recommendation to the stockholders at the 2015 annual meeting by following the procedures outlined later in this proxy statement under the caption "BOARD OF DIRECTORS AND CORPORATE GOVERNANCE—Meetings and Committees of the Board of Directors—Nominating and Corporate Governance Committee."

The ratification of the independent registered public accounting firm and the advisory approval of executive compensation require the favorable vote of a majority of the shares present, either by proxy or in person, and entitled to vote. Abstentions will have the same effect as a vote against these matters because they are considered present and entitled to vote, but are not voted.

Only stockholders, their proxy holders and our invited guests may attend the Annual Meeting. If you plan to attend, please bring identification and, if you hold shares in street name, bring your bank or broker statement showing your beneficial ownership of Company common stock in order to be admitted to the Annual Meeting.



## PROPOSALS TO BE VOTED ON

### Proposal 1: Election of Directors

#### Nominees

John R. Walter, who has served on our Board since 2006 as one of our founding directors and initial chairman of the Board, and John F. Sandner, who has served on our Board since 2008 and is the chairman of the Audit Committee, will retire from the Board upon the expiration of their respective terms at the Annual Meeting, and therefore have not been renominated. The Board would like to thank Messrs. Walter and Sandner for their years of dedicated service to the Company. Although we presently have eight directors, as a result of Messrs. Walter and Sandner's retirement from the Board, the Board has reduced the number of directors from eight to six. Messrs. Walter and Sandner will continue to serve until their respective terms expire at the Annual Meeting, at which time the reduction to six directors will take effect. Thus, at the Annual Meeting, the stockholders will elect six directors to serve until the 2015 annual meeting of stockholders or until their respective successors are elected and qualified. Unless marked otherwise, proxies received will be voted "FOR" the election of the six nominees named below. Any director vacancy occurring after the election may be filled by a majority vote of the remaining directors. In accordance with the Company's by-laws, a director appointed to fill a vacancy, will be appointed to serve until the next annual meeting of stockholders held for the election of directors.

Assuming a quorum is present, the six nominees receiving the highest number of affirmative votes of shares entitled to be voted for them will be elected as directors of the Company. Stockholders are not entitled to cumulate votes in the election of directors. All nominees have consented to serve as directors, if elected. If any nominee is unable or unwilling to serve as a director at the time of the Annual Meeting, the persons who are designated as proxies intend to vote, in their discretion, for such other persons, if any, as may be designated by the Board. As of the date of this proxy statement, the Board has no reason to believe that any of the persons named herein will be unable or unwilling to serve as a nominee or as a director if elected.

The Company believes that the Board as a whole, should encompass a range of talent, skill, diversity, and expertise enabling it to provide sound guidance with respect to the Company's operations and interests. In addition to considering a candidate's background and accomplishments, candidates are reviewed in the context of the current composition of the Board and the evolving needs of our businesses. In evaluating candidates for nomination, the Nominating and Corporate Governance Committee utilizes a variety of methods. The Company does not have a formal policy with regard to the consideration of diversity in identifying candidates, but the Nominating and Corporate Governance Committee strives to nominate candidates with a variety of complimentary skills so that, as a group, the Board will possess the appropriate level of talent, skills and expertise to oversee the Company's businesses. The Company regularly assesses the size of the Board, whether any vacancies are expected due to retirement or otherwise, and the need for particular expertise on the Board. The Company's policy is to have at least a majority of directors qualify as an "independent director" as defined in the rules of the Nasdaq Global Market.

The Nominating and Corporate Governance Committee seeks candidates with strong reputations and experience in areas relevant to the strategy and operations of the Company, particularly in industries and growth segments that the Company serves, as well as key geographic markets where it operates. Each director nominee holds or has held senior positions in complex organizations and has operating experience that meets this objective, as described below. In these positions, they have also gained experience in core management skills, such as strategic and financial planning, public company financial reporting, corporate governance, risk management and leadership development. Each of our directors also has experience serving on boards of directors or trustees and committees of other companies.

The Nominating and Corporate Governance Committee also believes that each of the nominees and current directors has other key attributes that are important to an effective board: integrity and demonstrated high ethical standards; sound judgment; analytical skills; the ability to engage management and each other in a constructive and collaborative fashion; diversity of origin, background, experience, and thought; and the commitment to devote significant time and energy to service on the Board and its committees.

The names of the director nominees, their ages as of April 21, 2014, their recent employment or principal occupation, the names of other public companies for which they currently serve as a director or have served as a director within the past five years, and their period of service as director of the Company are set forth below:

Name	Age	Position
Samuel K. Skinner(1)(2)(3)	76	Chairman of the Board
Douglas R. Waggoner	55	Chief Executive Officer and Director
Bradley A. Keywell (2)(3)	44	Director
Matthew Ferguson(1)(2)	47	Director
David Habiger (1)(2)	45	Director
Nelda J. Connors (1)(3)	48	Director

(1)Member of our Audit Committee.

(2)Member of our Compensation Committee.

(3)Member of our Nominating and Corporate Governance Committee.

There are no family relationships among any of the directors or executive officers of the Company. Our Board has affirmatively determined that five of our six director nominees, Messrs. Skinner, Keywell, Habiger and Ferguson and Ms. Connors are "independent directors" as defined in the rules of the Nasdaq Global Market.

Samuel K. Skinner first joined our Board in September 2006 and has served as our non-executive Chairman of the Board since February 2007. Since May 2004, Mr. Skinner has been of counsel at the law firm Greenberg Traurig, LLP where he is the Chair of the Chicago Governmental Affairs Practice. Mr. Skinner served as Chairman, President and Chief Executive Officer of US Freightways Corporation from July 2000 to May 2003, and from 1993 to 1998 he served as President of Commonwealth Edison Company and its holding company Unicom Corporation. During his time at US Freightways, US Freightways was one of the largest transportation and logistics companies in the country until its merger with YRC. Mr. Skinner served as the Chief of Staff to President George H.W. Bush from December 1991 to August 1992, and from 1989 to 1991, he served as the Secretary of Transportation. In 1975, he was appointed by President Gerald R. Ford as the United States Attorney for the Northern District of Illinois. Mr. Skinner is currently a director of Navigant Consulting, Inc., MedAssets, Inc., Express Scripts, Inc. and CBOE Inc. Mr. Skinner holds a Bachelor of Science degree from the University of Illinois and a Juris Doctor from DePaul University College of Law. Mr. Skinner brings to the Board extensive leadership experience and transportation and logistics industry experience in both the public and private sectors, operations management skills and experience with corporate governance and regulatory matters, having served as the chief executive officer of a large public company and a director of several public companies.

Douglas R. Waggoner has served as our Chief Executive Officer since December 2006 and on our Board since February 2008. Mr. Waggoner will serve as our Chief Executive Officer until December 31, 2016, unless such term is otherwise terminated or renewed, pursuant to the terms of his employment agreement. Prior to joining Echo, Mr. Waggoner founded SelecTrans, LLC, a freight management software provider based in Chicago, Illinois. From April 2004 to December 2005, Mr. Waggoner served as the Chief Executive Officer of USF Bestway, and from January 2002 to April 2004, he served as the Senior Vice President of Strategic Marketing for USF Corporation. Mr. Waggoner served as the President and Chief Operating Officer of Daylight Transport from April 1999 to January 2002, Executive Vice President from October 1998 to April 1999, and Chief Information Officer from January 1998 to October 1998. From 1986 to 1998, Mr. Waggoner held a variety of positions in sales, operations, marketing and engineering at Yellow Transportation before eventually leaving the company as the Vice President of Customer Service. Mr. Waggoner holds a bachelor's degree in Economics from San Diego State University. Mr. Waggoner provides the Board significant transportation industry-specific operations management and leadership experience. Bradley A. Keywell is a co-founder of the Company and has served on our Board since February 2005. Mr. Keywell is also a co-founder of Groupon, Inc. and has served on its Board since December 2006. In 2008, Mr. Keywell co-founded Lightbank LLC, a private investment firm specializing in information technology companies, and has

served as a manager of Lightbank since that time. In April 2006, Mr. Keywell co-founded MediaBank, LLC, an electronic exchange and database that automates the procurement and administration of advertising media, and has served as a director or manager of Mediabank since that time. Mr. Keywell also serves as a trustee of Equity Residential, a real estate investment trust. Mr. Keywell serves on the boards of trustees of the Zell-Lurie Entrepreneurship Institute at the University of Michigan, the NorthShore University HealthSystem Foundation, and the Polsky Center of Entrepreneurship at the University of Chicago Booth School of Business.

Mr. Keywell is the Chairman of the Illinois Innovation Council. Mr. Keywell is also the founder and Chairman of Chicago Ideas Week and the Connect to the Future Foundation. Mr. Keywell is an Adjunct Professor at the University of Chicago Booth School of Business. Mr. Keywell holds a bachelor's degree from the University of Michigan and a Juris Doctor degree from the University of Michigan Law School. Mr. Keywell brings to the Board an in-depth knowledge and understanding of the information technology sector as well as public company director experience. Matthew Ferguson has served on our Board since February 2010. Mr. Ferguson has served as the Chief Executive Officer of CareerBuilder.com, an online recruiting service, since 2004. Mr. Ferguson served as the Chief Operating Officer and Senior Vice President at CareerBuilder.com from 2000 to 2004. Mr. Ferguson is a partner in Woodington Management, LLC, a real estate management company. Mr. Ferguson serves on the board of directors Retrofit, Inc., a health-focused venture-funded start-up. He is also Chairman of the Board of Snehta, a small business platform. He received a masters in Business Administration from the University of Chicago, a Juris Doctor degree from Northwestern University and a bachelor's degree from Indiana University. Mr. Ferguson brings to the Board extensive leadership experience, operations management skills and experience with corporate governance and regulatory matters, having served as chief executive officer of a large global company and its partnership with several publicly-held entities.

David Habiger has served on our Board since December 2012. From June 2011 to July 2012, Mr. Habiger served as the Chief Executive Officer of NDS Group Ltd. until it was acquired by Cisco Systems. Mr. Habiger served in various roles at Sonics Solutions, a digital media software company, from February 1993 to February 2011, most recently as President and Chief Executive Officer from September 2005 to February 2011. Mr. Habiger is also director of Control4, DTS, RealD and Textura. Mr. Habiger received his bachelor's degree from St. Norbert College and his Master's of Business Administration from the University of Chicago. He is a member of the National Association of Corporate Directors as well as the Center for Corporate Innovation. Mr. Habiger brings to the Board extensive leadership and management experience, having served as the chief executive officer of a public company, as well as public company board experience.

Nelda J. Connors has served on our Board since April 2013. Ms. Connors is the founder, Chairwoman and Chief Executive Officer of Pine Grove Holdings, LLC, an advisory services and investment firm. She served as President and Chief Executive Officer of Atkore International Inc. from December 2010 until June 2011. Atkore, formerly the Electrical and Metal Products division of Tyco International, became privately held in December 2010, and Ms. Connors served as President of this Tyco division from April 2008. Prior to joining Tyco, she served as Vice President at Eaton Corporation from August 2002 to March 2008 where she held several positions in operations, continuous improvement and general management. Prior to joining Eaton, Ms. Connors was employed in a number of executive and management capacities in the automotive industry. Ms. Connors serves on the board of directors of Boston Scientific Corporation, the Federal Reserve Bank of Chicago, Blount International, Inc. and Vesuvius plc, and as a trustee for the Museum of Contemporary Arts in Chicago. Ms. Connors holds both bachelor's and master's degrees in mechanical engineering from the University of Dayton. Ms. Connors brings to the Board broad experience in the areas of operations and financial management and business strategy.

#### Required Vote

Directors are elected by a plurality of the votes of the shares present in person or by proxy at the Annual Meeting and entitled to vote on the election of directors. The six nominees receiving the highest number of "FOR" votes at the Annual Meeting will be elected as directors.

#### Recommendation of the Board of Directors

**THE BOARD RECOMMENDS A VOTE "FOR" THE ELECTION OF ALL NOMINEES NAMED ABOVE.**

#### Proposal 2: Ratification of Appointment of Independent Registered Public Accounting Firm

Ernst & Young LLP has served as the Company's independent registered public accounting firm since March 2006 and has been appointed by the Audit Committee to continue as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2014. In the event that ratification of this selection is not

approved by a majority of the shares of common stock of the Company represented at the Annual Meeting in person or by proxy and entitled to vote on the matter, the Audit Committee and the Board will review the Audit Committee's future selection of an independent registered public accounting firm.

Representatives of Ernst & Young LLP will be present at the Annual Meeting. The representatives will have an opportunity to make a statement and will be available to respond to appropriate questions.

Required Vote

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The affirmative vote of the holders of a majority of the Company's common stock present at the Annual Meeting in person or by proxy and entitled to vote on this proposal is required to approve the ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the current fiscal year.

Recommendation of the Board of Directors

THE BOARD RECOMMENDS A VOTE "FOR" RATIFICATION OF THE APPOINTMENT OF ERNST & YOUNG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING DECEMBER 31, 2014.

### Proposal 3: Advisory Approval of Executive Compensation

Under Section 14A of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), enacted pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, the Company is providing a stockholder advisory vote at least every three years to approve the Company's executive compensation, as disclosed in our Compensation Discussion and Analysis, related compensation tables, and other related material under the compensation disclosure rules of the Securities and Exchange Commission set forth in this proxy statement. Stockholders are being asked to vote on the following advisory resolution:

“RESOLVED, that the Company’s stockholders approve, on an advisory basis, the compensation of the Company’s executive officers, as disclosed in the 2014 Proxy Statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the 2013 Summary Compensation Table and the other related tables and disclosures.”

This advisory vote will not be binding on or overrule any decisions by our Board, will not create or imply any additional fiduciary duty on the part of the Board, and will not restrict or limit the ability of our stockholders to make proposals for inclusion in proxy materials related to executive compensation. However, our Compensation Committee will take into account the outcome of the vote when considering future executive compensation arrangements.

### Required Vote

Approval of this proposal will require the affirmative vote of a majority of the holders of our common stock represented in person or by proxy and entitled to vote at the 2014 annual meeting.

Recommendation of the Board of Directors

THE BOARD RECOMMENDS A VOTE “FOR” ADVISORY APPROVAL OF THE COMPANY’S COMPENSATION OF EXECUTIVES AS DISCLOSED IN THIS PROXY STATEMENT.

## BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

### Board Leadership Structure

Our Board is led by an independent Chairman, Samuel K. Skinner. We believe that this is the most appropriate structure for the Company in light of the differences between the roles of Chairman of the Board and Chief Executive Officer. The Chief Executive Officer is responsible for setting the strategic direction of the Company and for the day-to-day leadership and performance of the Company, whereas the Chairman of the Board provides guidance to the Chief Executive Officer. Furthermore, this structure enhances the accountability of the Chief Executive Officer to the Board and strengthens the Board's independence from management. We have had this leadership structure since our inception.

**Board of Directors Role in Risk Oversight**

Our Board, through its three standing committees, has an advisory role in risk oversight for the Company. Company management maintains primary responsibility for the risk management of the Company. The current trends toward increased regulation and litigation, as well as macro-economic challenges, among other things, make it extremely difficult to predict the type and magnitude of risks facing the Company. In spite of this unpredictability, the Board relies on the representations of management, the external audit of the financial information, the Company's systems of internal controls, the Company's insurance advisors, and the historically conservative practices of the Company to provide comfort on the Company's ability to

manage its risks. Management's discussion of current risk factors are set forth in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2013.

#### Meetings and Committees of the Board of Directors

During 2013, the Board held twelve meetings. During 2013, each director attended at least 75% of the aggregate of the total number of meetings of the Board and the total number of meetings held by all of the committees of the Board on which he or she served. The Board has an Audit Committee, a Compensation Committee and a Nominating and Corporate Governance Committee. Each of these committees operates under a written charter adopted by the Board. Audit Committee. The Audit Committee currently consists of Messrs. Walters, Skinner, Sandner, Ferguson and Habiger and Ms. Connors. Mr. Sandner serves as the chairman of our Audit Committee. Following the Annual Meeting, the Audit Committee will consist of Messrs. Skinner, Ferguson and Habiger and Ms. Connors and the chairman will be selected by the members of the Board. The Audit Committee is composed of independent non-employee directors and is responsible for, among other things, reviewing and recommending to the Board internal accounting and financial controls and accounting principles and auditing practices to be employed in the preparation and review of our financial statements. In addition, the Audit Committee has the authority to engage public accountants to audit our annual financial statements and determine the scope of the audit to be undertaken by such accountants. Messrs. Skinner, Sandner and Walter are our Audit Committee financial experts in 2013 under the SEC rule implementing Section 407 of the Sarbanes-Oxley Act of 2002 and Mr. Skinner will serve as our Audit Committee financial expert following the Annual Meeting. During 2013, the Audit Committee held nine meetings.

Compensation Committee. The Compensation Committee currently consists of, and following the Annual Meeting will consist of, Messrs. Ferguson, Skinner, Keywell and Habiger. Mr. Ferguson serves as chairman of our Compensation Committee and will continue to serve as chairman if re-elected to the Board. The Compensation Committee is composed of independent non-employee directors and is responsible for, among other things, reviewing and approving compensation for our Chief Executive Officer and our other executive officers. Additionally, the Compensation Committee reviews and recommends to our Chief Executive Officer and the Board policies, practices and procedures relating to the compensation of managerial employees and the establishment and administration of certain employee benefit plans for managerial employees. The Compensation Committee has the authority to administer the Amended and Restated Echo Global Logistics, Inc. 2008 Stock Incentive Plan (our "2008 Plan"), and advise and consult with our officers regarding managerial personnel policies. The Compensation Committee continued to engage Aon Hewitt, a compensation consultant, in 2013 to review and make recommendations regarding our executive and director compensation program. See "EXECUTIVE AND DIRECTOR COMPENSATION—Compensation Discussion and Analysis" for a discussion of the Company's processes and procedures for considering and determining executive and director compensation. In accordance with the requirements of Regulation S-K, the Company has determined that no conflict of interest has arisen with respect to the work of Aon Hewitt as compensation consultant to the Compensation Committee. During 2013, the Compensation Committee held two meetings.

Nominating and Corporate Governance Committee. The Nominating and Corporate Governance Committee currently consists of Messrs. Skinner, Keywell and Walter and Ms. Connors. Following the Annual Meeting, the Nominating and Corporate Governance Committee will consist of Messrs. Skinner and Keywell and Ms. Connors. Mr. Skinner serves as the chairman of our Nominating and Corporate Governance Committee and will continue to serve as chairman if re-elected to the Board. The Nominating and Corporate Governance Committee is composed of independent non-employee directors and is responsible for, among other things, assisting the Board with its responsibilities regarding:

- the identification of individuals qualified to become directors;
- the selection of the director nominees for the next annual meeting of stockholders; and
- the selection of director candidates to fill any vacancies on the Board.

In evaluating and determining whether to nominate a candidate for a position on the Company's Board, the Nominating and Corporate Governance Committee will consider the candidate's professional ethics and values, relevant management experience and a commitment to enhancing stockholder value. In evaluating candidates for



nomination, the Nominating and Corporate Governance Committee utilizes a variety of methods. The Company does not have a formal policy with regard to the consideration of diversity in identifying candidates, but the Nominating and Corporate Governance Committee strives to nominate candidates with a variety of complementary skills so that, as a group, the Board will possess the appropriate level of talent, skills and expertise to oversee the Company's businesses. The Company regularly assesses the size of the Board, whether any vacancies are expected due to retirement or otherwise, and the need for particular expertise on the Board. Candidates may come to the attention of the Nominating and Corporate Governance Committee from current Board members, stockholders, professional search firms, officers or other persons. The Nominating and Corporate Governance Committee will review all

candidates in the same manner regardless of the source of recommendation. During 2013, the Nominating and Corporate Governance Committee held one meeting.

The Nominating and Corporate Governance Committee will consider stockholder recommendations of candidates when the recommendations are properly submitted. Any stockholder recommendations which are submitted under the criteria summarized above should include the candidate's name and qualifications for Board membership and should be addressed to Kyle L. Sauers, Corporate Secretary, Echo Global Logistics, Inc., 600 West Chicago Avenue, Suite 725, Chicago, Illinois 60654.

For purposes of potential nominees to be considered at the 2015 annual stockholders' meeting, the Corporate Secretary must receive this information no earlier than February 17, 2015 and no later than the close of business on March 19, 2015, in accordance with the procedures in the Company's by-laws. The notice must set forth the candidate's name, age, business address, residence address, principal occupation or employment, the number of shares beneficially owned by the candidate and information that would be required to solicit a proxy under federal securities law. In addition, the notice must include the stockholder's name, address and the number of shares beneficially owned (and the period they have been held).

The Company did not pay a third party a fee to identify, evaluate or assist in identifying potential nominees for director in 2013.

#### Governance Documents

All of the Company's current committee charters are available at [www.echo.com](http://www.echo.com) on the "Investor" page under the link "Corporate Governance." The information contained on our website is not a part of this proxy statement and is not deemed

incorporated by reference into this proxy statement or any other public filing made with the Securities and Exchange Commission.

#### Compensation Committee Interlocks and Insider Participation

Messrs. Ferguson, Skinner, Keywell and Habiger served on our Compensation Committee during 2013. None of the members of our Compensation Committee has in the past served as an officer or employee of the Company. None of our executive officers currently serves, or in the past year has served, as a member of the board of directors or compensation committee of any entity that has one or more executive officers serving on our Board or Compensation Committee.

#### Communications with Directors

The Board has established a process to receive communications from stockholders. Stockholders and other interested parties may contact any member (or all members) of the Board, or the non-management directors as a group, any Board committee or any chair of any such committee by mail. To communicate with the Board, any individual directors or any group or committee of directors, correspondence should be addressed to the Board or any such individual directors or group or committee of directors by either name or title. All such correspondence should be sent c/o Kyle L. Sauers, Corporate Secretary, at 600 West Chicago Avenue, Suite 725, Chicago, Illinois 60654.

All communications received as set forth in the preceding paragraph will be opened by the Corporate Secretary for the sole purpose of determining whether the contents represent a message to our directors. The Corporate Secretary will forward copies of all correspondence that, in the opinion of the Corporate Secretary, deals with the functions of the Board or its committees or that he otherwise determines requires the attention of any member, group or committee of the Board.

#### Attendance at Annual Meeting

Directors are encouraged, but not required, to attend our annual stockholders' meeting. Messrs. Skinner, Habiger and Waggoner attended the 2013 annual meeting.



## STOCK OWNERSHIP

## Security Ownership of Certain Beneficial Owners and Management

The following table sets forth certain information regarding the beneficial ownership of our common stock as of April 21, 2014 (except as indicated below) by:

- all persons known by us to own beneficially 5% or more of our outstanding common stock;
- each of our directors and director nominees;
- each of the named executive officers listed in the "EXECUTIVE AND DIRECTOR COMPENSATION—Executive Compensation—Summary Compensation Table" section of this proxy statement; and
- all of our directors and executive officers as a group.

Unless otherwise indicated, the address of each beneficial owner listed below is c/o Echo Global Logistics, Inc., 600 West Chicago Avenue, Suite 725, Chicago, Illinois 60654.

Name and Address	Shares of Common Stock Beneficially Owned(1)			Approximate Percent of Class(1)	
	Number of Shares	Number of Options	Total		
5% or Greater Stockholders (not including 5% or greater stockholders who are directors or executive officers)					
Riverbridge Partners LLC 801 Niccolet Mall Minneapolis, MN 55402 (2)	2,210,619	—	2,210,619	9.4	%
Richard A. Heise, Jr. (3)	2,112,660	—	2,112,660	9.0	%
Eric P. Lefkofsky (4)	2,129,549	—	2,129,549	9.1	%
Directors and Named Executive Officers					
Samuel K. Skinner	138,058	8,389	146,447	*	
Douglas R. Waggoner	158,465	574,290	732,755	3.0	%
David B. Menzel	172,705	192,500	365,205	2.4	%
John R. Walter	119,526	8,389	127,915	*	
John F. Sandner	5,566	43,389	48,955	*	
Bradley A. Keywell (5)	1,153,218	37,500	1,190,718	4.8	%
Matthew Ferguson	5,566	8,389	13,955	*	
David Habiger	2,915	—	—	*	
Nelda J. Connors	2,906	—	2,906	*	
Kyle L. Sauers	80,158	15,000	95,158	*	
Evan Schumacher	56,334	—	56,334	*	
Directors and Executive Officers as a group (11 persons)	1,895,417	887,846	2,780,348	11.3	%

\* = less than 1%.

"Beneficial ownership" means any person who, directly or indirectly, has or shares voting or investment power with respect to a security or has the right to acquire such power within 60 days. Shares of common stock subject to options that are currently exercisable or exercisable within 60 days of April 21, 2014 are deemed outstanding for computing the ownership percentage of the person holding such options, but are not deemed outstanding for (1) computing the ownership percentage of any other person. The number of shares beneficially owned is determined as of April 21, 2014, and the percentages are based upon 23,487,379 shares of our common stock outstanding as of April 21, 2014. Unless otherwise indicated, each stockholder listed below has sole voting and investment power with respect to the shares of common stock beneficially owned by such stockholder.

(2)Based solely on a Schedule 13G/A filed with the Securities and Exchange Commission on February 4, 2014.

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Based solely on a Schedule 13G/A filed with the Securities and Exchange Commission on February 14, 2014.

(3) Includes 2,112,660 shares of capital stock held by Old Willow Partners, LLC, an entity controlled by Richard A. Heise.

(4) Includes 1,436,810 shares of common stock held by Blue Media, LLC, an entity owned by Eric P. Lefkofsky (50%) and his wife, Elizabeth Kramer Lefkofsky (50%). Mr. Lefkofsky, one of our former directors, shares voting and investment control with respect to the shares held by Blue Media, LLC. Includes 525,000 shares of common stock held by Green Media, LLC, an entity owned by Mr. Lefkofsky (50%) and Ms. Lefkofsky (50%). Mr. Lefkofsky shares voting and investment control with respect to the shares held by Green Media, LLC. Includes 167,739 shares of common stock held by Orange Media, LLC, the sole member of which is Ms. Lefkofsky.

(5) Includes vested options to purchase 37,500 shares of our common stock held by Holden Ventures, LLC, an entity controlled by Bradley A. Keywell. Includes 1,180,001 shares held by Frog Ventures, LLC. Frog Ventures is owned by the Keywell Family Trust (20%) and Kimberly Keywell (80%), the wife of Mr. Keywell.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires our directors, executive officers and holders of more than 10% of our common stock to file with the SEC reports regarding their ownership and changes in ownership of our common stock. They are also required to provide us with copies of any forms they file.

Based solely on our review of the reports furnished to us, we believe that during the last fiscal year, all reports filed by our directors and executive officers under Section 16(a) were made timely.

**CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS**

In the ordinary course of our business we may from time to time enter into transactions with our directors, officers and 5% or greater stockholders. Our Audit Committee is responsible for approving related party transactions, as defined in applicable rules promulgated by the Securities and Exchange Commission. Our Audit Committee operates under a written charter pursuant to which all related party transactions are reviewed for potential conflicts of interest situations. Such transactions must be approved by our Audit Committee prior to consummation.

## EXECUTIVE AND DIRECTOR COMPENSATION

## Executive Officers

The following table sets forth certain information concerning each of our executive officers, who also served as named executive officers in 2013 (our "named executive officers"):

Name	Age	Position(s)
Douglas R. Waggoner	55	Chief Executive Officer and Director
David B. Menzel	52	Chief Operating Officer
Kyle L. Sauers	42	Chief Financial Officer
Evan Schumacher	44	Chief Commercial Officer

Douglas R. Waggoner. See "PROPOSALS TO BE VOTED ON—Proposal 1: Election of Directors—Nominees" for Mr. Waggoner's biographical information.

David B. Menzel has served as our Chief Operating Officer since October 2013. Mr. Menzel will serve as our Chief Operating Officer until December 31, 2016, unless such term is otherwise terminated or renewed, pursuant to the terms of his employment agreement. From April 2008 to September 2013, Mr. Menzel served as our Chief Financial Officer. From May 2005 to March 2008, Mr. Menzel was the Chief Financial and Operating Officer of G2 SwitchWorks Corp., a travel technology company. From 2003 to 2005, Mr. Menzel served as a managing director of Parson Consulting, a management consulting firm. Mr. Menzel served as the Chief Executive Officer of YesMail, Inc. from 2000 to 2003, and as the Senior Vice President and Chief Financial Officer from 1999 to 2000. Mr. Menzel was also the Chief Financial Officer of Campbell Software from 1994 to 1999, and worked in the Audit and Financial Consulting Practice of Arthur Anderson LLP from 1985 to 1994. Mr. Menzel holds a bachelor's degree in Accounting and a Masters of Accountancy from Florida State University.

Kyle L. Sauers has served as our Chief Financial Officer since October 2013. Mr. Sauers will serve as our Chief Financial Officer until December 31, 2016 unless such term is otherwise terminated or renewed, pursuant to the terms of his employment agreement. Mr. Sauers joined the company in 2011 as our Senior Vice President of Finance and Controller. Prior to Echo, Mr. Sauers was the General Manager of Varian Medical Systems' Security & Inspection Products Division, a result of Varian's acquisition of Bio-Imaging Research ("BIR") where he had served on the board of directors and as Chief Financial Officer since 2005. BIR was a leading supplier of cargo screening systems and software. Prior to BIR, Mr. Sauers spent eight years at Sphere Communications, a leading VoIP software technology company, most recently as Chief Financial Officer. Before Sphere, Mr. Sauers served in various financial management positions at APAC Customer Services, a provider of outsourced customer care and acquisition services. Mr. Sauers began his career as part of the Audit and Business Advisory Practice at Arthur Andersen, where he served entrepreneurial and middle market companies. Mr. Sauers graduated from the University of Illinois with a B.S. Degree in Accounting and is a Certified Public Accountant.

Evan Schumacher has served as our Chief Commercial Officer since October 2013. Mr. Schumacher will serve as our Chief Commercial Officer until December 31, 2016, unless such term is otherwise terminated or renewed, pursuant to the terms of his employment agreement. Mr. Schumacher joined the Company in March 2013 with the acquisition of Open Mile, Inc. and served as Senior Vice President Truckload National Accounts. From October 2006 to October 2009, Mr. Schumacher served as Chief Executive Officer of Going.com, a social media website that was acquired by AOL in 2009. In October 2009, Mr. Schumacher founded Open Mile, Inc. and served as Chief Executive Officer until it was acquired by Echo in March 2013. Mr. Schumacher holds a bachelor's degree from Northeastern University and earned his Masters in Business Administration from Northwestern University's Kellogg School of Management.

## Compensation Discussion and Analysis

## Overview

This compensation discussion describes the material elements of compensation awarded to, earned by, or paid to each of our named executive officers. This compensation discussion focuses on the information contained in the following tables and related footnotes for primarily 2013.



In 2013, the Company reached several financial milestones. Revenue for the year ended December 31, 2013 was \$884.2 million compared to \$757.7 million for the year ended December 31, 2012, representing a 16.7% increase. For the year ended December 31, 2013, the Company achieved Company Earnings Before Interest, Depreciation and Amortization ("EBITDA") of \$33.8 million compared to EBITDA of \$29.7 million for the year ended December 31, 2012, representing a 13.8% increase. In arriving at the 2013 EBITDA used to compute the non-equity incentive pay of our named executive officers, the Compensation

Committee removed certain items it did not deem as routine operating costs. In 2013, the Company achieved \$34.0 million in adjusted EBITDA (as defined in "-Annual Cash Incentives" below), representing a 6.9% increase from 2012. In addition to the financial growth, the Company also acquired and successfully integrated one company in 2013. As a result of the 2013 performance of the Company, our named executive officers, Douglas R. Waggoner, Kyle L. Sauers, David B. Menzel and Evan Schumacher earned non-equity incentive plan compensation of \$75,000, \$43,833, \$69,375 and \$127,500, respectively. For further discussion, see "—Annual Cash Incentives" below.

The principal elements of our executive compensation program are base salary, annual cash incentives, long-term equity incentives generally in the form of restricted stock and (beginning in 2013) performance shares, other benefits and perquisites, post-termination severance and acceleration of stock option, restricted stock and performance share vesting for certain named executive officers upon termination and/or a change in control. Our other benefits and perquisites consist of life and health insurance benefits and a qualified 401(k) savings plan and include reimbursement for certain medical insurance and other payments. Our philosophy is to position the aggregate of these elements at a level that is commensurate with our size and sustained performance.

#### Advisory Vote on Executive Compensation

At our 2011 annual meeting, in a non-binding vote, stockholders indicated majority approval of our executive compensation and a desire to vote on executive compensation once every three years. In accordance with the voting results, we intend to provide stockholders with an opportunity to cast an advisory vote to approve our executive compensation every three years until the next required advisory vote on the frequency of future advisory votes on executive compensation. Further, in light of the stockholder approval of our executive compensation (by over 99% of shares represented at the 2011 annual meeting), the Compensation Committee did not make changes to our program based on the results of the stockholder advisory vote but will continue to monitor and consider the results of future votes.

We encourage stockholders to review this Compensation Discussion and Analysis, the compensation tables and the related narrative disclosures which outline the objectives of and the philosophy behind our compensation program.

#### Compensation Program Objectives and Philosophy

In General. The objectives of our compensation programs are to:

- attract, motivate and retain talented and dedicated executive officers,
- provide our executive officers with both cash and equity incentives to further our interests and those of our stockholders, and
- provide employees with long-term incentives so we can retain them and provide stability during periods of rapid growth.

Generally, the compensation of our executive officers is composed of base salary, annual cash incentives and equity awards in the form of restricted stock awards and (beginning in 2013) performance shares. In setting base salaries, the Compensation Committee generally reviewed the individual contributions of the particular executive. For 2013, annual incentive compensation was based in part on individual performance as evaluated by the Compensation Committee and in part on the Company's progress toward achieving a specified EBITDA target. For 2013, the adjusted EBITDA target was \$40.0 million, and actual adjusted EBITDA achievement was \$34.0 million. For 2014, annual incentive compensation will be based on individual objectives for our executive officers and the Company's adjusted EBITDA and stock performance under our Annual Incentive Plan. In addition, restricted stock and performance shares are granted to provide the opportunity for long-term compensation based upon the performance of our common stock and earnings-per-share growth over time.

Competitive Market. We define our competitive market for executive talent and investment capital to be the transportation and technology services industries. In 2013, the Company updated a formal benchmarking of executive compensation performed in 2012 and engaged an outside consultant to assist us in benchmarking executive compensation, which information was used in making compensation decisions in 2014. The Compensation Committee engaged Aon Hewitt, a nationally recognized and reputable executive compensation consulting firm, to present various compensation benchmarks to the Compensation Committee in preparation for executive compensation decisions. The report included the compensation elements of salary, incentive compensation, and equity compensation, both separately and combined. The report considered general industry trends and proxy data from

Midwest-based trucking, transportation and technology services companies. The report utilized the following peer group in its analysis:

▲Advent Software (ADVS)

●CH Robinson Worldwide (CHRW)

♠Forward Air Corp (FWRD)

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Hub Group Inc (HUBG)  
Hunt (JB) Transportation Services (JBHT)  
Informatica Corp (INFA)  
Innerworkings (INWK)  
JDA Software Group (JDAS)  
Landstar System Inc. (LSTR)  
Manhattan Associates Inc (MANH)  
Pegasystems (PEGA)

This list has been modified from the previous year as a result of certain transactions which caused APAC Customer Services (APAC) and Ariba Inc (ARBA) to no longer be considered peers. The consulting firm provided the report data and explained the data and reports to the Committee. The data was used to determine the market reference points of total compensation for our chief executive officer, chief financial officer, and other executive officers, for consideration when determining their total cash and total direct compensation. No specific percentile of the market data was targeted when making this determination. This report was used in making 2012, 2013 and 2014 compensation decisions.

**Compensation Process.** For each of our named executive officers, the Compensation Committee will review and approve all elements of compensation taking into consideration recommendations from our Chief Executive Officer (for compensation other than his own).

#### Elements of Compensation Program

The principal elements of our executive compensation program are base salary, annual performance-based cash incentives, long-term equity incentives generally in the form of restricted stock and (beginning in 2013) performance shares, and other benefits and perquisites. Below is a percentage breakdown by element of the compensation for named executive officers followed by a detailed discussion of each element:

(1) Represents entire year of base salary across multiple positions. Our Chief Operating Officer was promoted from Chief Financial Officer on October 7, 2013. Our Chief Financial Officer and Chief Commercial Officer were appointed to their positions on October 7, 2013.

(2) On October 7, 2013, in connection with the promotions described above, our CFO, COO and CCO received one time restricted stock grants of 49,334, 24,667 and 49,334 shares, respectively. The fair market value for these grants on the date of grant was \$1,000,000, \$500,000 and \$1,000,000 for the CFO, COO and CCO, respectively.

#### Base Salaries

In General. We provide the opportunity for our named executive officers and other executives to earn a competitive annual base salary. A minimum base salary is provided for each named executive officer in their employment agreements. The Compensation Committee reviews base salaries annually and adjusts base salaries in accordance with its compensation philosophy. The Compensation Committee strives to set executive officer base salaries at levels competitive with those provided to executives with similar responsibilities in businesses comparable to ours. We engaged in a formal benchmarking study in 2012, which was used for 2012, 2013 and 2014 executive compensation decisions. No specific percentile of the market data from the study was targeted when making compensation decisions. In determining base salaries of our executive officers, the Compensation Committee considers the performance of each executive, the nature of his or her responsibilities and the Company's general compensation practices. Mr. Waggoner recommended to the compensation committee the base salaries of the executive officers, excluding himself, in 2013. This recommendation included an adjustment during 2013 to Mr. Menzel's base salary as a result of his promotion to Chief Operating Officer and an increase in responsibilities. It also included the promotion of Mr. Sauers to Chief Financial Officer and Mr. Schumacher to Chief Commercial Officer. Their base salaries were established based on expected responsibilities with the Company's growth and expansion. No increases were recommended with respect to Messrs. Waggoner's, Menzel's, Sauers' and Schumacher's base salaries for 2014. Except as noted, the table below shows our named executive officers' base salary increases since 2012:

Name and Principal Position	2012	2013	Percent Increase	2014	Percent Increase
Douglas R. Waggoner Chief Executive Officer	\$ 650,000	\$ 650,000	0	% \$ 650,000	0 %
Kyle L. Sauers Chief Financial Officer (1)	\$—	\$ 325,000	n/a	\$ 325,000	0 %
David B. Menzel Chief Operating Officer (2)	\$ 450,000	\$ 500,000	11	% \$ 500,000	0 %
Evan Schumacher Chief Commercial Officer (3)	\$—	\$ 325,000	n/a	\$ 325,000	0 %

(1) Mr. Sauers' base salary for 2013 is listed. However, Mr. Sauers was appointed as the Company's Chief Financial Officer on October 7, 2013.

(2) Mr. Menzel's base salary for 2013 for the office of Chief Operating Officer is listed. Mr. Menzel was appointed as the Company's Chief Operating Officer on October 7, 2013. He previously held the position of Chief Financial Officer.

(3) Mr. Schumacher's base salary for 2013 is listed. However, Mr. Schumacher was appointed as the Company's Chief Commercial Officer on October 7, 2013.

#### Annual Cash Incentives

Determination of Awards. We provide the opportunity for our named executive officers and other executives to earn an annual cash incentive award. In 2013, the targeted annual cash incentive awards were 75% of base salary for Mr. Waggoner, and 60% of base salary for Mr. Menzel. The targeted annual cash incentives were 65% for Mr. Sauers and 92% for Mr. Schumacher, prorated based on the portion of the year each executive held his respective position. The maximum bonus award was 250% of the target annual incentive. For 2013, the Compensation Committee paid bonuses of \$75,000, \$43,838, \$69,375 and \$127,500 to Messrs. Waggoner, Sauers, Menzel and Schumacher,

respectively.

**Discretionary Adjustments.** The Compensation Committee may make reasonable adjustments to our overall corporate performance goals and our actual performance results that may cause differences between the numbers used for our

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performance goals and the numbers reported in our financial statements. These adjustments may exclude all or a portion of both the positive or negative effect of external events that are outside the control of our executives, such as natural disasters, litigation, or regulatory changes in accounting or taxation standards. These adjustments may also exclude all or a portion of both the positive or negative effect of unusual or significant strategic events that are within the control of our executives but that are undertaken with an expectation of improving our long-term financial performance, such as restructurings, acquisitions, or divestitures. The Committee adjusted EBITDA as described below related to a 2013 acquisition and changes to the contingent consideration liability.

**EBITDA Performance Goals.** Consistent with our performance-based approach, and given the broader responsibilities of our named executive officers, the annual incentive compensation for our named executive officers is partially based on the percentage growth of overall Company EBITDA (before deducting the expense of the executive annual incentive compensation). For 2013, the Company achieved \$33.8 million in EBITDA. This EBITDA figure was adjusted for the impact of 2013 acquisitions and changes in the contingent consideration liability. The cumulative impact of these adjustments was a \$0.2 million increase to our 2013 EBITDA. As a result, for 2013, the Company achieved adjusted EBITDA of \$34.0 million, compared to a target of \$40.0 million. This did not meet any percentage of the adjusted EBITDA target. As a result, the executives did not earn the company performance-based portion of their target bonus. The Compensation Committee did consider the individual contributions of each executive. While there were no specific individual targets, the compensation committee determined appropriate bonus awards based on each of the individual's performance in 2013. Messrs. Waggoner, Sauers, Menzel and Schumacher received the annual cash incentives detailed below.

**Discretionary Bonus Awards.** The Compensation Committee determined that despite not achieving EBITDA performance goals, certain executives (Messrs. Waggoner, Sauers and Menzel) had made significant contributions to the performance and growth of the Company in 2013. Revenue during the year increase nearly 17% compared to the prior year as the executives led continued development of the truckload and intermodal portions of the business. The Company and this group of executives continued to lead the effort to integrate its largest acquisition to date (Sharp Freight Systems) throughout 2013 as part of this intermodal effort. Furthermore, this same group identified and executed the acquisition of Open Mile in March of 2013. This acquisition enhanced our technological capabilities by leveraging its existing platform and talented management team. This team included our current CCO, Evan Schumacher. Mr. Schumacher evaluated the current state, composition and execution capabilities of our sales force until his appointment to CCO in October 2013. As part of the transition, Mr. Schumacher earned a retention bonus of \$127,500 by remaining employed by the Company through December 31, 2013.

The table below shows cash bonuses earned by our named executive officers in 2013:

Name	2013 Bonuses (\$)
Douglas R. Waggoner	75,000
Kyle L. Sauers	43,838
David B. Menzel	69,375
Evan Schumacher	127,500

#### Long-term Equity Incentives

**In General.** We provide the opportunity for our named executive officers and other executives to earn a long-term equity incentive award. We believe that one of the best ways to align the interests of stockholders and executives is by providing those individuals who have substantial responsibility over the management, performance and growth of the Company with an opportunity to have a meaningful ownership position in the Company. We maintain our 2008 Plan pursuant to which we may grant equity and other incentive awards to our executive officers and other employees. We believe that management having strong economic incentives will inspire management to act in the best interest of the Company and its stockholders.

Equity Awards. In the past, we have used stock options as a form of equity compensation because stock options provide a relatively straightforward incentive for our executives and result in less immediate dilution of existing stockholders' interests. In 2011, we began to mainly issue restricted stock to named executive officers and other key employees, which practice we continued in 2012, 2013 and 2014. We believe the restricted stock grants are an effective tool for creating long-term ownership and aligning our employees' interests with those of our stockholders, which includes the retention of our key employees. These restricted shares vest ratably over a five year period for 2011 grants and a four year period for 2012, 2013 and 2014 grants. The



shift to restricted stock grants and the shorter vesting cycle were implemented to align our equity award program with those companies identified as our "peer group."

Beginning in 2013, we began to issue a combination of restricted stock awards and performance shares to our named executive officers on an annual basis, with each component representing 50% of the total number of shares granted to each executive. This March 26, 2013 grant to Messrs. Waggoner, Sauers and Menzel was the only 2013 grant to contain both restricted stock awards and performance shares. The restricted stock awards vest in equal installments on each of the first four anniversaries of the grant date and are on terms similar to those of the Company's 2012 restricted stock awards. The 2013 performance share awards can be earned based on the Company's attainment of certain levels of cumulative diluted earnings per share (EPS) during the three-year performance period beginning with the grant year. The amount of performance shares earned can range from 50% of the target amount for achieving the threshold performance goal to 150% for achieving the maximum performance goal. No performance shares will be earned if the threshold goal is not achieved. Earned performance shares are convertible into shares of the Company's common stock on a 1-for-1 basis after the end of the performance period. The 2014 performance share awards are earned based on our relative total stockholder return against a peer group over 1, 2 and 3 year periods.

For the 2013 performance shares described above, EPS is further defined as: Cumulative Three (3) Year GAAP Diluted Earnings Per Share, before the tax-affected changes in contingent consideration, adjusted for "strategic" items such as restructurings, material acquisitions and divestitures, "regulatory" items such as changes in tax or accounting rules, and "external" items such as extraordinary, non-recurring events ("Adjusted EPS"). The Adjusted EPS goals are set forth below:

Performance Goal	Adjusted Earnings per Share
Maximum	\$4.55
Target	\$3.50
Threshold	\$2.45

Grants of all equity awards to our named executive officers in 2013 and 2014 (to date) are summarized in the following table:

Name	Number of Shares			
	2013 (Performance Share)	2013 (Restricted Stock)	2014 (Performance Share)	2014 (Restricted Stock)
Douglas R. Waggoner	15,159	15,159	18,667	18,667
Kyle L. Sauers	2,081	51,415	7,000	7,000
David B. Menzel	7,871	32,538	10,770	10,770
Evan Schumacher	—	49,334	7,000	7,000

On March 26, 2013, Messrs. Waggoner, Sauers and Menzel received restricted stock grants of 15,159, 2,081 and 7,871 shares, respectively. The fair market value on the date of grant of each share of restricted stock was \$21.44. The restricted stock vests in four equal annual installments beginning on March 26, 2014. On March 26, 2013, Messrs. Waggoner, Sauers and Menzel also received awards with respect to a target number of performance shares of 15,159, 2,081 and 7,871, respectively. The performance shares vest based on the Company's attainment of certain levels of cumulative diluted EPS during the three-year performance period beginning on January 1, 2013, as described above. On October 7, 2013, in connection with the promotions described above, Messrs. Menzel, Sauers and Schumacher received one time restricted stock grants of 24,667, 49,334 and 49,334 shares, respectively. The fair market value on the date of grant of each share of restricted stock was \$20.27. The restricted stock vests in four equal annual installments beginning on October 7, 2014. On March 25, 2014, Messrs. Waggoner, Sauers, Menzel and Schumacher received restricted stock grants of 18,667, 7,000, 10,770 and 7,000 shares, respectively. The fair market value on the

date of grant of each share of restricted stock was \$17.41. The restricted stock vests in four equal annual installments beginning on March 25, 2015. On March 25, 2014, Messrs. Waggoner, Sauers, Menzel and Schumacher also received awards with respect to a target number of performance shares of 18,667, 7,000, 10,770 and 7,000, respectively. The 2014 performance share awards are earned based on our relative total stockholder return against a peer group over 1, 2 and 3 year periods.

Pursuant to the performance share award agreements, upon a termination of service during the performance period due to retirement after age 65, death, or disability, the executive will vest in a pro-rata portion of the awarded 2013 performance shares based on actual Company performance during the relevant performance period. Upon a termination of service by the Company without cause during the twelve month period following a change in control, the executive will vest in a pro-rata portion of the awarded performance shares assuming a target level of Company performance during the relevant performance period. Upon any other termination of service, unvested performance shares are forfeited.

The vesting of certain of our named executive officers' restricted stock and performance share awards is accelerated pursuant to the terms of their employment agreements in certain termination and/or change in control events. These terms are more fully described in "—Employment Agreements" and "—Potential Payments upon Termination or Change in Control."

**Stock Ownership Requirements.** In order to ensure alignment with our shareholders, the Compensation Committee has established stock ownership requirements for our officers. These requirements became effective February 3, 2010. The Compensation Committee believes that linking a significant portion of the executive officer's personal holdings to the Company's success, as reflected in the stock price, provides officers with a stake similar to that of our stockholders. Therefore, executive officers are expected to acquire and hold a significant amount of the Company's stock. The Compensation Committee has established stock ownership requirements based on all shares of Company stock owned by an executive officer, including vested stock options, vested restricted stock and stock beneficially owned by the officer, including owned in a trust, by a spouse, or dependent children for our executive officers as follows:

- Chief Executive Officer: four times base salary
- other executive officers: three times base salary

All executive officers have three years to meet their ownership requirements from the effective date, February 3, 2010. New officers are expected to meet their ownership requirement within three years of being named an executive officer. As of December 31, 2013, all named executive officers met their ownership requirement.

**Executive Benefits and Perquisites**

**In General.** We provide the opportunity for our named executive officers and other executives to receive certain perquisites and general health and welfare benefits. We also offer participation in our defined contribution 401(k) plan. We match employee contributions up to 25% on the first 4% of an employee's salary deferred under our 401(k) plan. We provide these benefits to provide an additional incentive for our executives and to remain competitive in the general marketplace for executive talent. For 2013, we provided the following personal benefits and perquisites to certain of our named executives officers:

Executive Benefits and Perquisites	Description
Life Insurance Premiums	Certain executives are reimbursed for their life insurance premiums.
Medical Insurance Reimbursement	Certain executives are reimbursed for their medical insurance premium payments.
Car Allowance	Certain executives are provided with a monthly car allowance.

**Change in Control and Severance Benefits**

**In General.** We provide the opportunity for certain of our named executive officers to be protected under the severance and change in control provisions contained in their employment agreements. We provide this opportunity to attract and retain an appropriate caliber of talent for the position. Our severance and change in control provisions for the named executive officers are summarized in "—Employment Agreements" and "—Potential Payments upon Termination or Change in Control." We intend to periodically review the level of the benefits in these agreements. We believe our arrangements are reasonable in light of the fact that cash severance is limited to two years for Mr. Waggoner and Mr. Menzel, and one year for Mr. Sauers and Mr. Schumacher, (each at a rate equal to their then current base salary and the average of the three most recent performance bonus payments), there is no cash severance increase with a change in control and there are no "single trigger" benefits upon a change in control other than accelerated the vesting of certain of the named executive officers' equity awards.

**Effect of Accounting and Tax Treatment on Compensation Decisions**

Section 162(m) of the Internal Revenue Code generally imposes a limit on the amount of compensation that we may deduct in any one year with respect to our chief executive officer and each of our next three most highly compensated executive officers other than our chief financial officer, unless certain specific and detailed criteria are satisfied.

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based compensation, as defined in the Code, is fully deductible if the programs are approved by stockholders and meet other requirements.

In the review and establishment of our compensation programs, we consider the anticipated accounting and tax implications to us and our executives. However, these factors alone are not dispositive, and we also consider the cash and non-cash impact of the programs and whether a program is consistent with our overall compensation philosophy and objectives. Certain awards under the 2008 Plan and the Annual Incentive Plan, may be designed to satisfy the requirements of performance-based compensation under Section 162(m). However, the Company retains the discretion to grant awards that are not designed to qualify as performance-based compensation. We will continue to assess the impact of Section 162(m) on our compensation practices and determine whether to design our equity and cash awards to qualify as performance-based compensation.

## EXECUTIVE COMPENSATION

The following table shows information concerning 2013, 2012 and 2011 compensation for our named executive officers.

## SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$ (1))	Bonus (\$)	Stock Awards (2)	Option Awards (3)	Non-Equity Plan Incentive Compensation (\$)	All Other Compensation (\$ (4))	Total (\$)
Douglas R. Waggoner Chief Executive Officer	2013	650,000	75,000	650,000	—	—	28,881	1,403,881
	2012	650,000	—	2,473,500	—	150,000	38,833	3,312,333
	2011	430,000	75,000	—	—	50,000	44,772	599,772
Kyle L. Sauers (5) Chief Financial Officer	2013	271,424	43,838	1,089,230	—	—	6,542	1,411,034
David B. Menzel Chief Operating Officer	2013	461,731	69,375	837,500	—	—	34,081	1,402,687
	2012	450,000	88,540	1,236,750	—	86,460	26,668	1,888,418
	2011	365,000	60,333	1,208,000	271,500	33,000	28,995	1,966,828
Evan Schumacher (5) Chief Commercial Officer	2013	220,320	127,500	1,000,000	—	—	6,142	1,353,962

(1) The salary amounts reflect the actual base salary payments made to the Named Executive Officers. Mr. Menzel was promoted from Chief Financial Officer to Chief Operating Officer on October 7, 2013 and his salary increased from \$450,000 to \$500,000. Mr. Sauers was appointed to Chief Financial Officer on October 7, 2013 at an annual salary of \$325,000; accordingly his reported salary reflects the amount earned prior to his promotion and the pro-rated amount earned in 2013 after his promotion. Mr. Schumacher was appointed to Chief Commercial Officer on October 7, 2013 at an annual salary of \$325,000; accordingly his reported salary reflects the pro-rated amount earned in 2013.

(2) Value of restricted stock awards is based on the closing value of the Company's stock on the date of grant pursuant to Financial Accounting Standards Board Accounting Standards Codification Topic 718 ("ASC Topic 718"). For 2013, includes for Mr. Waggoner, performance-based restricted shares of 15,159 with a grant date fair value of \$325,000; for Mr. Sauers, performance-based restricted shares of 2,081 with a grant date fair value of \$44,615; for Mr. Menzel, performance-based restricted shares of 7,871 with a grant date fair value of \$168,750; . The grant date fair value of performance-based restricted stock was computed by multiplying the target number of restricted share awarded by the closing price on the market-trading day of the grant. The maximum award that can be earned at the end of the performance period if maximum performance is achieved, based on the grant date value of the Company's common stock, is as follows: Mr. Waggoner - \$487,501; Mr. Sauers - \$66,933; and Mr. Menzel: \$253,130. The current assumed probable outcome is that none of the performance based shares will be earned.

(3) Value of option awards is based on the grant date fair value determined pursuant to ASC Topic 718. All options were granted under the 2008 Stock Incentive Plan. We used the Black-Scholes-Merton option valuation model to determine the grant date fair value of options granted. Please see Note 14 to our consolidated financial statements included in our Annual Report on Form 10-K for the 2013 fiscal year for a description of the assumptions used in the

model.

(4) For 2013, includes, for Mr. Waggoner, medical reimbursement of \$15,081 and a combined life insurance and car allowance of \$13,800; for Mr. Menzel, medical reimbursement of \$15,081 and a combined life insurance and car allowance of \$19,000; for Mr. Sauers, medical reimbursement of \$3,542 and combined life insurance and car allowance of \$3,000; for Mr. Schumacher, medical reimbursement of \$3,142 and combined life insurance and car allowance of \$3,000.

(5) Mr. Sauers and Mr. Schumacher were not Named Executive Officers for 2011 and 2012, and as a result only their 2013 compensation information is included.

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## 2013 GRANTS OF PLAN-BASED AWARDS

The following table summarizes our awards made to our named executive officers under any plan during the fiscal year ended December 31, 2013:

Name	Grant Date	Estimated future payouts under non-equity incentive plan awards (\$)(1) Target	Estimated future payouts under equity incentive plan awards (2) (#)		All Other Stock Award Number of Shares of Stock or Units (#)(3)	All Other Option Awards: Number of Shares of Stock or Unit (#)(3)	Exercise Price of Option Awards (\$)	Fair Value of Stock and Option Awards (\$)(4)
			Threshold	Target				
Douglas R. Waggoner	3/26/2013		7,850	15,159	22,739			325,000
	3/26/2013	487,500				15,159		325,000
Kyle L. Sauers	3/26/2013		1,041	2,081	3,122			44,615
	3/26/2013					2,081		44,615
	10/7/2013	195,000				49,334		1,000,000
David B. Menzel	3/26/2013		3,936	7,871	11,807			168,750
	3/26/2013					7,871		168,750
	10/7/2013	300,000				24,667		500,000
Evan Schumacher	10/7/2013					49,334		1,000,000
		300,000						

(1) The non-equity incentive awards made during 2013 were based on the overall EBITDA growth of the Company. Because the formula pays out percentages over certain ranges of EBITDA growth, the awards do not have specific payout based on a threshold or maximum. As a result, we have omitted these two columns. For a more detailed description of this plan, see "—Compensation Program Objectives and Philosophy."

(2) The amounts listed reflect restricted stock awarded with performance-based restrictions. The performance shares vest based on the Company's attainment of certain levels of cumulative diluted EPS during the three-year performance period beginning on January 1, 2013. Information related to the performance-based restrictions associated with these shares is contained in Compensation Discussion and Analysis. For 2013, includes for Mr. Waggoner, performance-based restricted shares of 15,159 with grant date fair value of \$325,000; for Mr. Sauers, performance-based restricted shares of 2,081 with grant date fair value of \$44,615; for Mr. Menzel, performance-based restricted shares of 7,871 with grant date fair value of \$168,750. The current assumed probable outcome is that none of the performance based shares will be earned.

(3) The amounts listed reflect restricted stock granted under the 2008 Plan. For more information on the terms of these awards, see "— Long-term Equity Incentives — Equity Awards".

(4) Grant date fair value of each equity award determined pursuant to ASC Topic 718. The value of the restricted stock was calculated using the closing price on the day of issuance of \$21.44 for shares granted on March 26, 2013 and \$20.27 for shares granted on October 7, 2013.





## OUTSTANDING EQUITY AWARDS AT 2013 FISCAL YEAR-END

The following table summarizes the number of securities underlying outstanding plan awards for each named executive officer as of December 31, 2013.

Name	Option Awards				Stock Awards		Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that have not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that have not Vested (\$)
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares of Stock that Have Not Vested (#)	Market Value of Shares of Stock that Have Not Vested (\$)		
Douglas R. Waggoner (1)	364,290	—	3.68	11/1/2016				
	5,000	—	8.10	9/28/2017				
	45,000	—	6.94	6/24/2019				
	120,000	80,000	11.31	2/26/2020				
					127,659	2,742,115	7,850	162,818
Kyle L. Sauers (2)	10,000	15,000	11.78	1/10/2021				
					73,915	1,587,694	1,041	22,361
David B. Menzel (3)	82,500	—	11.72	4/7/2018				
	60,000	40,000	11.31	2/26/2020				
	20,000	30,000	12.08	1/11/2021				
					148,788	3,195,966	3,936	84,545
Evan Schumacher (4)	—	—	—	—				
					49,334	1,059,694	—	—

Mr. Waggoner's options to purchase 80,000 shares of common stock at an exercise price of \$11.31 per share vest in two equal installments beginning on February 26 of each of 2014 and 2015. Mr. Waggoner's 127,659 shares of (1) restricted stock were issued on January 13, 2012 and March 26, 2013. Of Mr. Waggoner's shares, 112,500 vest in three equal installments on January 13 of each of 2014, 2015 and 2016; and 15,159 vest in four equal installments on March 26 of each 2014, 2015, 2016 and 2017

(2) Mr. Sauers' options to purchase 15,000 shares of common stock at an exercise price of \$11.78 per share vest in 3 equal installments beginning on January 10 of each of 2014, 2015 and 2016. Mr. Sauers' 73,915 shares of restricted stock were issued on January 10, 2011, February 17, 2012, March 26, 2013 and October 7, 2013. Of Mr. Sauers' shares, 15,000 vest in three equal installments on January 10 of each of 2014, 2015 and 2016; 7,500 shares vest in

three equal installments on February 17 of each of 2014, 2015 and 2016; 2,081 shares vest in four equal installments on March 26 of each of 2014, 2015, 2016 and 2017; and 49,334 shares vest in four equal installments on October 7 of each of 2014, 2015, 2016 and 2017.

- Mr. Menzel's options to purchase 40,000 shares of common stock at an exercise price of \$11.31 per share vest in two equal installments beginning on February 26 of each of 2014 and 2015. Mr. Menzel's options to purchase 30,000 shares of common stock at an exercise price of \$12.08 vest in three equal installments on January 11 of each of 2014, 2015 and 2016. Mr. Menzel's 148,788 shares of restricted stock were issued on January 11, 2011, (3) January 13, 2012, March 26, 2013 and October 7, 2013. Of Mr. Menzel's shares, 60,000 shares vest in three equal installments on January 11 of each of 2014, 2015 and 2016; 56,250 vest in three equal installments on January 13 of each 2014, 2015 and 2016; 7,871 vest in four equal installments on March 26 of each of 2014, 2015, 2016 and 2017; and 24,667 vest in four equal installments on October 7 of each of 2014, 2015, 2016 and 2017.
- (4) Mr. Schumacher's 49,334 shares of restricted stock vest in four equal installments on October 7 of each of 2014, 2015, 2016 and 2017.

(5) These amounts are based on the market value of Company shares on December 31, 2013, which was \$21.48.

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**2013 OPTION EXERCISES AND STOCK VESTED TABLE**

The following table summarizes the exercise of options by, and vesting of restricted stock awards of, our named executive officers during 2013:

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise	Number of Shares Acquired on Vesting	Value Realized on Vesting
Douglas R. Waggoner	—	\$—	37,500	\$714,375
Kyle L. Sauers	—	\$—	7,500	\$141,225
David B. Menzel	37,500	\$301,028	38,750	\$738,188
Evan Schumacher	—	\$—		

**2013 PENSION BENEFITS**

We do not sponsor any qualified or non-qualified defined benefit plans.

**2013 NONQUALIFIED DEFERRED COMPENSATION**

We do not maintain any non-qualified deferred compensation plans.

**EMPLOYMENT AGREEMENTS****Employment Agreement with Douglas R. Waggoner**

We entered into an employment agreement with Douglas R. Waggoner, our Chief Executive Officer, on November 1, 2006, which was amended and restated as of September 24, 2009, was further amended and restated as of January 1, 2012, and finally amended and restated as of October 7, 2013. Pursuant to his amended and restated employment agreement on October 7, 2013, Mr. Waggoner is entitled to an initial base salary of \$650,000 per year. In addition to base salary, Mr. Waggoner is eligible for an annual performance bonus. Mr. Waggoner also has a right to be reimbursed for the full amount of his medical insurance costs under our insurance programs. Mr. Waggoner is also entitled to a combined automobile allowance and life insurance allowance not to exceed \$31,500 per year. Subject to Mr. Waggoner's execution of a general release and waiver, if Mr. Waggoner's employment is terminated by us for any reason other than for Cause (as described in the narrative to the Potential Payments Upon Termination or Change in Control section), or if Mr. Waggoner terminates his employment for Good Reason (as defined below), Mr. Waggoner is entitled to:

receive an amount equal to the product of two (2) times the sum of (A) Mr. Waggoner's base salary as in effect on the date of termination, and (B) the average of the three most recent annual Performance Bonuses received by Mr.

Waggoner preceding the date of his termination, payable in equal installments over a twenty-four (24) month period following the termination of Mr. Waggoner's employment in accordance with the Company's normal payroll procedures;

• additional vesting of unvested equity awards issued on or after October 7, 2013 as would have vested had Waggoner remained employed for an additional 12 months following the date of termination; and

• continuation of Company-provided insurance benefits for Mr. Waggoner and his dependents until such time

• Mr. Waggoner has secured comparable benefits through another organization's benefits program, subject to a maximum of 24 months following termination of employment.

In the event of a Change in Control, Mr. Waggoner is entitled to immediate vesting of 50% of all outstanding unvested equity awards issued on or after October 7, 2013. In the event Mr. Waggoner is terminated (other than for Cause), or terminates his employment for Good Reason, three months prior to the public announcement of a proposed Change of Control or within 12 months following a Change of Control, Mr. Waggoner is entitled to the benefits

described above and the immediate vesting of all unvested equity awards issued on or after October 7, 2013.

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For purposes of Mr. Waggoner's employment agreement, "Change of Control" has the same meaning as set forth in our 2008 Plan as described in the narrative to "—Potential Payments Upon Termination or Change in Control." Further, a termination for "Good Reason" occurs if Mr. Waggoner terminates his employment for any of the following reasons: (i) we materially reduce Mr. Waggoner's duties or responsibilities below what is customary for his position in a business that is similar to our Company without Mr. Waggoner's consent, (ii) we require Mr. Waggoner to relocate his office more than 100 miles from his current office without his consent, or (iii) we materially breach the terms of the employment agreement. Mr. Waggoner must provide notice to the Company within a period not to exceed 90 days of the initial existence of the condition. Upon such notice, the Company shall have 30 days during which it may remedy the condition.

Mr. Waggoner's employment agreement terminates on December 31, 2016.

Employment Agreement with Kyle L. Sauers

We entered into an employment agreement with Kyle L. Sauers, our Chief Financial Officer, on January 10, 2011, which was amended and restated as of October 7, 2013. Pursuant to his amended and restated employment agreement, Mr. Sauers is entitled to an initial base salary of \$325,000 per year. In addition to base salary, Mr. Sauers is eligible for an annual performance bonus and has a right to be reimbursed for the full amount of his medical insurance costs under our insurance programs. Mr. Sauers is also entitled to a combined automobile allowance and life insurance allowance not to exceed \$12,000 per year.

In connection with the execution of the amended employment agreement in 2013, Mr. Sauers received a one-time equity award with a grant date value of approximately \$1,000,000. The award was in the form of restricted stock which vests in equal installments on each of the first four anniversaries of the grant date.

Subject to Mr. Sauers' execution of a general release and waiver, if Mr. Sauers is terminated for any reason other than for Cause (as described in the narrative to the Potential Payments upon Termination or Change in Control section below) or if Mr. Sauers terminates his employment for Good Reason, Mr. Sauers is entitled to receive an amount equal to the sum of (A) Mr. Sauers' base salary as in effect on the date of termination, and (B) the average of the three most recent annual Performance Bonuses received by Mr. Sauers preceding the date of his termination, payable in equal installments over a twelve (12) month period following the termination of Mr. Sauers' employment in accordance with the Company's normal payroll procedures;

• additional vesting of unvested equity awards issued as would have vested had Mr. Sauers remained employed for an additional 12 months following the date of termination; and

• continuation of Company-provided insurance benefits for Mr. Sauers and his dependents until the earlier of:

• (i) 12 months following termination or (ii) the date Mr. Sauers has secured comparable benefits through another organization's benefits program.

In the event of a Change in Control, Mr. Sauers is entitled to immediate vesting of 50% of all outstanding unvested equity awards. In the event Mr. Sauers is terminated (other than for Cause), or terminates his employment for Good Reason, three months prior to the public announcement of a proposed Change of Control or within 12 months following a Change of Control, Mr. Sauers is entitled to the benefits described above and the immediate vesting of all unvested equity awards.

For purposes of Mr. Sauers' employment agreement, "Change of Control" has the same meaning as set forth in our 2008 Plan as described in the narrative to "—Potential Payments Upon Termination or Change in Control." Further, a termination for "Good Reason" occurs if Mr. Sauers terminates his employment for any of the following reasons: (i) we materially reduce Mr. Sauers' duties or responsibilities below what is customary for his position in a business that is similar to our Company without Mr. Sauers' consent, (ii) we require Mr. Sauers to relocate his office more than 50 miles from his current office without his consent, or (iii) we materially breach the terms of the employment agreement. If one or more of the above conditions exist, Mr. Sauers must provide notice to the Company within a period not to exceed 90 days of the initial existence of the condition. Upon such notice, the Company shall have 30 days during which it may remedy the condition.

Mr. Sauers' employment agreement terminates on December 31, 2016.

Employment Agreement with David B. Menzel

We entered into an employment agreement with David B. Menzel, our Chief Operating Officer, on April 7, 2008, which was amended and restated as of January 1, 2012 and further amended and restated as of October 7, 2013. Pursuant to his amended and restated employment agreement, Mr. Menzel is entitled to an initial base salary of \$500,000 per year. In addition to base salary, Mr. Menzel is eligible for an annual performance bonus and has a right to be reimbursed for the full amount of

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his medical insurance costs under our insurance programs. Mr. Menzel is also entitled to a combined automobile allowance and life insurance allowance not to exceed \$19,000 per year.

In connection with the execution of the amended employment agreement in 2013, Mr. Menzel received a one-time equity award with a grant date value of approximately \$500,000. The award was in the form of restricted stock which vests in equal installments on each of the first four anniversaries of the grant date.

Subject to Mr. Menzel's execution of a general release and waiver, if Mr. Menzel is terminated for any reason other than for Cause (as described in the narrative to the Potential Payments upon Termination or Change in Control section below) or if Mr. Menzel terminates his employment for Good Reason, Mr. Menzel is entitled to

receive an amount equal to two (2) times the sum of (A) Mr. Menzel's base salary as in effect on the date of

termination, and (B) the average of the three most recent annual Performance Bonuses received by Mr. Menzel

preceding the date of his termination, payable in equal installments over a twenty-four (24) month period following the termination of Mr. Menzel's employment in accordance with the Company's normal payroll procedures;

• additional vesting of unvested equity awards issued on or after October 7, 2013 as would have vested had Mr.

Menzel remained employed for an additional 12 months following the date of termination; and

continuation of Company-provided insurance benefits for Mr. Menzel and his dependents until the earlier of:

• (i) 24 months following termination or (ii) the date Mr. Menzel has secured comparable benefits through another organization's benefits program.

In the event of a Change in Control, Mr. Menzel is entitled to immediate vesting of 50% of all outstanding unvested equity awards issued on or after October 7, 2013. In the event Mr. Menzel is terminated (other than for Cause), or terminates his employment for Good Reason, three months prior to the public announcement of a proposed Change of Control or within 12 months following a Change of Control, Mr. Menzel is entitled to the benefits described above and the immediate vesting of all unvested equity awards issued on or after October 7, 2013.

For purposes of Mr. Menzel's employment agreement, "Change of Control" has the same meaning as set forth in our 2008 Plan as described in the narrative to "—Potential Payments Upon Termination or Change in Control." Further, a termination for "Good Reason" occurs if Mr. Menzel terminates his employment for any of the following reasons:

(i) we materially reduce Mr. Menzel's duties or responsibilities below what is customary for his position in a business that is similar to our Company without Mr. Menzel's consent, (ii) we require Mr. Menzel to relocate his office more than 50 miles from his current office without his consent, or (iii) we materially breach the terms of the employment agreement. If one or more of the above conditions exist, Mr. Menzel must provide notice to the Company within a period not to exceed 90 days of the initial existence of the condition. Upon such notice, the Company shall have 30 days during which it may remedy the condition.

Mr. Menzel's employment agreement terminates on December 31, 2016.

Employment Agreement with Evan Schumacher

We entered into an employment agreement with Evan Schumacher, our Chief Commercial Officer, on March 11, 2013, which was amended and restated as of October 7, 2013. Pursuant to his amended and restated employment agreement, Mr. Schumacher is entitled to an initial base salary of \$325,000 per year. In addition to base salary, Mr. Schumacher is eligible for an annual performance bonus and has a right to be reimbursed for the full amount of his medical insurance costs under our insurance programs. Mr. Schumacher is also entitled to a combined automobile allowance and life insurance allowance not to exceed \$12,000 per year.

In connection with the execution of the amended employment agreement in 2013, Mr. Schumacher received a one-time equity award with a grant date value of approximately \$1,000,000. The award was in the form of restricted stock which vests in equal installments on each of the first four anniversaries of the grant date.

Subject to Mr. Schumacher's execution of a general release and waiver, if Mr. Schumacher is terminated for any reason other than for Cause (as described in the narrative to the Potential Payments upon Termination or Change in Control section below) or if Mr. Schumacher terminates his employment for Good Reason, Mr. Schumacher is entitled to

receive an amount equal to the sum of (A) Mr. Schumacher's base salary as in effect on the date of termination, and

(B) the average of the three most recent annual Performance Bonuses received by Mr. Schumacher preceding the date of his termination, payable in equal installments over a twelve (12) month period following the termination of Mr.

Schumacher's employment in accordance with the Company's normal payroll procedures;



additional vesting of unvested equity awards issued on or after October 7, 2013 as would have vested had Mr. Schumacher remained employed for an additional 12 months following the date of termination; and continuation of Company-provided insurance benefits for Mr. Schumacher and his dependents until the earlier of: (i) 12 months following termination or (ii) the date Mr. Schumacher has secured comparable benefits through another organization's benefits program.

In the event of a Change in Control, Mr. Schumacher is entitled to immediate vesting of 50% of all outstanding unvested equity awards issued on or after October 7, 2013. In the event Mr. Schumacher is terminated (other than for Cause), or terminates his employment for Good Reason, three months prior to the public announcement of a proposed Change of Control or within 12 months following a Change of Control, Mr. Schumacher is entitled to the benefits described above and the immediate vesting of all unvested equity awards issued on or after October 7, 2013.

For purposes of Mr. Schumacher's employment agreement, "Change of Control" has the same meaning as set forth in our 2008 Plan as described in the narrative to "—Potential Payments Upon Termination or Change in Control." Further, a termination for "Good Reason" occurs if Mr. Schumacher terminates his employment for any of the following reasons: (i) we materially reduce Mr. Schumacher's duties or responsibilities below what is customary for his position in a business that is similar to our Company without Mr. Schumacher's consent, (ii) we require Mr. Schumacher to relocate his office more than 50 miles from his current office without his consent, or (iii) we materially breach the terms of the employment agreement. If one or more of the above conditions exist, Mr. Schumacher must provide notice to the Company within a period not to exceed 90 days of the initial existence of the condition. Upon such notice, the Company shall have 30 days during which it may remedy the condition.

Mr. Schumacher's employment agreement terminates on December 31, 2016.

#### POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

Assuming the employment of our named executive officers were to be terminated without Cause or for Good Reason, each as of December 31, 2013, they would be entitled to payments in the amounts set forth opposite to each executive officer's name name in the table below.

We are not obligated to make any cash payments to these executives if their employment is terminated by us for Cause or by the executive without Good Reason. No severance or benefits are provided for any of the executive officers in the event of death or disability. A Change in Control does not affect the amount or timing of these cash severance payments.

Name	Cash Severance (1)	Benefit Continuation (2)
Douglas R. Waggoner	\$64,583 per month for 24 months	\$33,743
Kyle L. Sauers	\$29,444 per month for 12 months	\$16,871
David B. Menzel	\$52,593 per month for 24 months	\$33,743
Evan Schumacher	\$27,083 per month for 12 months	\$8,561

(1) No gross-up payment will be made to cover any excise and related income tax liability arising under Sections 4999 and 280G of the Internal Revenue Code as a result of any payment or benefit arising under the employment agreements with any of our named executive officers. Instead, the employment agreements provide for a reduction in amounts payable so that no excise tax would be imposed. However, a reduction in payments will not occur if the payment of the excise tax would produce a greater overall net after-tax benefit. Under the net after-tax benefit analysis, Messrs. Waggoner, Sauers and Menzel would have preferred to reduce their payments by \$145,733, \$16,201 and \$556,501, respectively to avoid any excise tax liability arising under Sections 4999 and 280G of the Internal Revenue Code to produce a greater overall net after-tax benefit to them.

(2) Pursuant to the employment agreements with Messrs. Waggoner, Sauers, Menzel and Schumacher, in the event of a termination without Cause or a termination for Good Reason, the Company will also provide them and their dependents with Company-paid insurance benefits until such time comparable benefits are secured through another employer's benefits program, up to a maximum of 24 months for Messrs. Waggoner and Menzel and 12 months for Messrs. Sauers and Schumacher. The following assumptions were made in calculating the benefit continuation amounts: an annual cost of \$16,871 for Messrs. Waggoner, Sauers and Menzel and \$8,561 for Mr. Schumacher.

Assuming the employment of our named executive officers were to be terminated without Cause or for Good Reason or solely upon a Change in Control of the Company, each as of December 31, 2013 (or as otherwise specified), the following individuals would be entitled to accelerated vesting of their outstanding equity awards described in the table below:

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Name	Value of Equity Awards: Termination Without Cause or For Good Reason (\$)(1)	Value of Equity Awards: Change in Control Without Termination of Employment (\$)(1)	Value of Equity Awards: Termination Without Cause or For Good Reason In Connection With a Change in Control (\$)(1)
Douglas R. Waggoner	1,293,688	1,777,858	3,555,715
Kyle L. Sauers	485,682	866,597	1,733,194
David B. Menzel	807,697	1,942,383	3,884,766
Evan Schumacher	264,913	529,847	1,059,694

(1) Values are based on the aggregate difference between the respective exercise prices and a price of our common stock of \$21.48 per share, which was the fair market value of our common stock as of December 31, 2013.

In connection with a termination without Cause or a termination for Good Reason, no payments are due unless the executive officer executes a general release and waiver of claims against us. Messrs. Waggoner and Menzel are subject to non-competition and non-solicitation restrictions for a period of twenty-four months following termination without Cause or a termination for Good Reason (and twelve months upon a termination of any other type), and Messrs. Sauers and Schumacher are subject to similar restrictions for a period of twelve months following termination. Further, each named executive officer entered into a confidentiality agreement upon joining the Company.

The following definitions apply to the termination and change in control provisions in the employment agreements.  
Change in Control

The employment agreements incorporate the Change in Control definition in the 2008 Plan. Under the 2008 Stock Incentive Plan, "Change in Control" means the occurrence of any one or more of the following: (a) an effective change in control pursuant to which any person or persons acting as a group acquires (or has acquired during the 12-month period ending on the date of the most recent acquisition by such person or persons) beneficial ownership of stock of the Company representing more than thirty-five percent (35%) of the voting power of the Company's then outstanding stock; provided, however, that a Change in Control shall not be deemed to occur by virtue of any of the following acquisitions: (i) by the Company or any Affiliate, (ii) by any employee benefit plan (or related trust) sponsored or maintained by the Company or any Affiliate, (iii) by any underwriter temporarily holding securities pursuant to an offering of such securities, or (iv) by any Incumbent Stockholders (as defined below); (b) any person or persons acting as a group (in each case, other than any Incumbent Stockholders) acquires beneficial ownership of Company stock that, together with Company stock already held by such person or group, constitutes more than fifty percent (50%) of the total fair market value or voting power of the Company's then outstanding stock (the acquisition of Company stock by the Company in exchange for property, which reduces the number of outstanding shares and increases the percentage ownership by any person or group to more than 50% of the Company's then outstanding stock will be treated as a Change in Control); (c) individuals who constitute the Board immediately after the Effective Date (the "Incumbent Directors") cease for any reason to constitute at least a majority of the Board during any 12-month period; provided, however, that: (i) any person becoming a Director subsequent thereto whose election or nomination for election was approved by a vote of a majority of the Incumbent Directors then on the Board (either by a specific vote or by approval of the proxy statement of the Company in which such person is named as a nominee for Director, without written objection to such nomination) shall be an Incumbent Director, provided, that no individual initially elected or nominated as a Director of the Company as a result of an actual or threatened election contest with respect to Directors or as a result of any other actual or threatened solicitation of proxies or consents by or on behalf of any person other than the Board shall be deemed to be an Incumbent Director and (ii) a Change in Control shall not be deemed to have occurred pursuant to this paragraph (c) if, after the Board is reconstituted, the Incumbent Stockholders beneficially own stock of the Company representing more than thirty-five percent (35%) of the voting power of the Company's then outstanding stock; (d) any person or persons acting as a group acquires (or has acquired during the

12-month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total gross fair market value of at least forty percent (40%) of the total gross fair market value of all the assets of the Company immediately prior to such acquisition. For purposes of this section, gross fair market value means the value of the assets of the Company, or the value of the assets being disposed of, without regard to any liabilities associated with such assets. The event described in this paragraph (d) shall not be deemed to be a Change in Control if the assets are transferred to (i) any owner of Company stock in exchange for or with respect to the Company's stock, (ii) an entity in which the Company owns, directly or indirectly, at least fifty percent (50%) of the entity's total value or total voting power, (iii) any person that owns, directly or indirectly, at least fifty percent (50%) of the Company stock, or (iv) an entity in which a person described in (d)(iii) above owns at least fifty percent (50%) of the total value or voting power (for purposes of this definition, and except as otherwise provided, a person's status is determined immediately after the transfer of the assets); or

(e) upon the happening of any other event(s) designated as a Change in Control for purposes of Section 409A. For purposes of this definition of Change in Control, the term "Incumbent Stockholders" shall include each and every one of the following: Polygal Row, LLC, Frog Ventures, LLC, Richard A. Heise Living Trust, Echo Global Logistics Series C Investment Partners, LLC, Old Willow Partners, LLC, Blue Media, LLC, Green Media, LLC, Y&S Nazarian Revocable Trust, Younes Nazarian 2006 Annuity Trust — Echo Global, Soraya Nazarian 2006 Annuity Trust — Echo Global, Anthony Bobulinski, David Nazarian 2005 Annuity Trust EGL, Sam Nazarian, Baradaran Revocable Trust, Shulamit Nazarian Torbati, New Enterprise Associates 12, Limited Partnership, NEA Ventures 2006, Limited Partnership; or any of their respective Affiliates or successors. In no event will a Change in Control be deemed to have occurred, with respect to the Participant, if an employee benefit plan maintained by the Company or an Affiliate or the Participant is part of a purchasing group that consummates the transaction that would otherwise result in a Change in Control. The employee benefit plan or the Participant will be deemed "part of a purchasing group" for purposes of the preceding sentence if the plan or the Participant is an equity participant in the purchasing company or group, except where participation is: (i) passive ownership of less than two percent (2%) of the stock of the purchasing company; or (ii) ownership of equity participation in the purchasing company or group that is otherwise not significant, as determined prior to the Change in Control by a majority of the non-employee continuing directors.

#### Cause

The employment agreements define "Cause" as either: (i) a material breach of any provision of the agreement, provided that in those instances in which a material breach is capable of being cured, the officer has failed to cure within a thirty (30) day period after notice from the Company; (ii) theft, dishonesty, or falsification of any employment or Company records by the officer; (iii) the reasonable determination by the Board that the officer has committed an act or acts constituting a felony or any act involving moral turpitude; or (iv) the reasonable determination by the Board that the officer has engaged in willful misconduct or gross negligence that has had a material adverse effect on the Company's reputation or business.

#### Good Reason

The definitions of "Good Reason" are described in "— Employment Agreements."

### COMPENSATION AND RISK

We have reviewed our employee compensation policies and practices and have determined that these policies and practices do not create risks that are reasonably likely to have a material adverse effect on the Company.

### 2013 DIRECTOR COMPENSATION

In 2013, each non-employee director (other than the Chairman of the Board) received an annual retainer of \$125,000, and the Chairman of the Board received an annual retainer of \$175,000, in each case, paid in either (i) 50% in cash and 50% restricted stock or (ii) subject to the director's election, 100% in the form of restricted stock. Pursuant to our program, for the portion of the retainer that a non-employee director receives in the form of restricted stock, the award will vest in three substantially equal installments on the first, second, and third anniversaries of the grant date. If a change in control (as defined under the 2008 Plan) occurs, or if the director's service is terminated due to death, disability, or by the Company (or its Board or shareholders) other than for cause, all unvested shares of restricted stock will immediately vest. In addition to the annual retainers discussed above, each committee chair will also receive an additional annual retainer of \$10,000, to be paid in cash. Our directors are also reimbursed for reasonable travel and other expenses incurred in connection with attending meetings of the Board and its committees. Under our 2008 Stock Incentive Plan, directors are eligible to receive stock option and other equity grants at the discretion of the Compensation Committee or other administrator of the plan.

### 2013 DIRECTOR COMPENSATION TABLE

The following table summarizes compensation that our directors earned during 2013 for services as members of our Board:





Name	Fees Earned or Paid in Cash (\$)	Option Awards (\$)	Stock Awards (\$ (1))	Total (\$)
Bradley A. Keywell (2)	62,500	—	62,500	125,000
Samuel K. Skinner (3)	87,500	—	87,500	175,000
John R. Walter (4)	62,500	—	62,500	125,000
John F. Sandner (5)	72,500	—	62,500	135,000
Matthew Ferguson (6)	72,500	—	62,500	135,000
David Habiger (7)	62,500	—	62,500	125,000
Nelda J. Connors (8)	46,875	—	62,500	109,375

Amounts reflect grant date fair value for restricted stock granted in 2013 under the 2008 Stock Incentive Plan. The (1) grant date fair value of these awards was \$21.44 per the closing price on March 26, 2013 for all directors except Ms. Connors' awards which had a grant date fair value of \$21.51 per the closing price on April 12, 2013.

As of December 31, 2013, Mr. Keywell held options to purchase 37,500 shares of common stock at an exercise price of \$8.10 per share. These options are fully vested. Mr. Keywell was granted 5,302 shares of restricted stock (2) on February 17, 2012. These shares vest in three equal installments on February 17 of each of 2013, 2014 and 2015. Mr. Keywell was also granted 2,915 shares of restricted stock on March 26, 2013. These shares vest in three equal installments on March 26 of each of 2014, 2015 and 2016.

As of December 31, 2013, Mr. Skinner held options to purchase 8,389 shares of common stock at an exercise price of \$14.42. These options vest in three equal annual installments on May 9 of each of 2012, 2013 and 2014. Mr. Skinner was granted 3,977 shares of restricted stock on February 17, 2012. These shares vest in three equal (3) installments on February 17 of each of 2013, 2014 and 2015. Mr. Skinner was also granted 4,081 shares of restricted stock on March 26, 2013. These shares vest in three equal installments on March 26 of each of 2014, 2015 and 2016.

As of December 31, 2013, Mr. Walter held options to purchase 8,389 shares of common stock at an exercise price of \$14.42. These options vest in three equal annual installments on May 9 of each of 2012, 2013 and 2014. Mr. Walter was granted 2,651 shares of restricted stock on February 17, 2012. These shares vest in three equal (4) installments on February 17 of each of 2013, 2014 and 2015. Mr. Walter was also granted 2,915 shares of restricted stock on March 26, 2013. These shares vest in three equal installments on March 26 of each of 2014, 2015 and 2016.

As of December 31, 2013, Mr. Sandner held options to purchase 35,000 shares of common stock at an exercise price of \$14.06. These options are fully vested. Mr. Skinner also holds options to purchase 8,389 shares of common stock at an exercise price of \$14.42. These options vest in three equal annual installments on May 9 of (5) each 2012, 2013 and 2014. Mr. Sandner was granted 2,651 shares of restricted stock on February 17, 2012. These shares vest in three equal installments on February 17 of each of 2013, 2014 and 2015. Mr. Sandner was also granted 2,915 shares of restricted stock on March 26, 2013. These shares vest in three equal installments on March 26 of each of 2014, 2015 and 2016.

As of December 31, 2013, Mr. Ferguson held options to purchase 8,389 shares of common stock at an exercise price of \$14.42. These options vest in three equal annual installments on May 9 of each 2012, 2013 and 2014. Mr. Ferguson was granted 2,651 shares of restricted stock on February 17, 2012. These shares vest in three equal (6) installments on February 17 of each of 2013, 2014 and 2015. Mr. Ferguson was granted 2,915 shares of restricted stock on March 26, 2013. These shares vest in three equal installments on March 26 of each of 2014, 2015 and 2016.

Mr. Habiger was granted 2,915 shares of restricted stock on March 26, 2013. These shares vest in three equal (7) installments on March 26 of each of 2014, 2015 and 2016.

Ms. Connors joined our Board on April 11, 2013. She was granted 2,906 shares of restricted stock on April 12, (8) 2013. These shares vest in three equal installments on April 12 of each of 2014, 2015 and 2016.



Notwithstanding anything to the contrary set forth in any of the Company's filings under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act that might incorporate future filings, including this proxy statement, in whole or in part, the Report of the Compensation Committee and the Audit Committee Report shall not be deemed to be "Soliciting Material," are not deemed "filed" with the SEC and shall not be incorporated by reference into any filings under the Securities Act or Exchange Act whether made before or after the date hereof and irrespective of any general incorporation language in such filing, except to the extent that the Company specifically requests that the information be treated as soliciting material or specifically incorporates it by reference into a document filed under the Securities Act or the Exchange Act.

REPORT OF THE COMPENSATION COMMITTEE OF  
THE BOARD OF DIRECTORS ON EXECUTIVE COMPENSATION

The Compensation Committee of the Board has reviewed and discussed the Compensation Discussion and Analysis required by Item 402(b) of Regulation S-K with management and, based on such review and discussions, the Compensation Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement and the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

By the Compensation Committee of the Board of Directors,

Matthew J. Ferguson (Chairman)  
Samuel K. Skinner  
David Habiger  
Bradley A. Keywell

#### AUDIT COMMITTEE REPORT

The Audit Committee of the Board consists of four non-employee directors, including, Samuel K. Skinner, John R. Walter, Matthew Ferguson and John F. Sandner, each of whom the Board has determined to be independent directors as defined in the rules of the Nasdaq Global Market. The Audit Committee is a standing committee of the Board and operates under a written charter adopted by the Board of Directors. The Board approved charter is available at [www.echo.com](http://www.echo.com) on the "Investor" page under the link "Corporate Governance." Among its other functions, the Audit Committee has the authority and responsibility to retain and terminate the engagement of the Company's independent registered public accounting firm (the "independent auditors").

Management is responsible for the Company's internal controls and the financial reporting process. The independent auditors are responsible for performing an independent audit of the Company's consolidated financial statements and internal control over financial reporting in accordance with the auditing standards of the Public Company Accounting Oversight Board (United States) and to issue a report thereon. The Audit Committee's responsibility is to monitor and oversee these processes.

During fiscal 2013, at each of its meetings, the Audit Committee met with the senior members of the Company's financial management team and the independent auditors. The Audit Committee's agenda is established by the Audit Committee's chairman and senior members of the Company's financial management team. The Audit Committee met in private sessions with the Company's independent auditors at certain of its meetings to discuss financial management, accounting and internal control issues. The Audit Committee has reviewed and discussed with management and the independent auditors the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, including a discussion of the quality, not just the acceptability, of the accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the consolidated financial statements. Management represented to the Audit Committee that the Company's consolidated financial statements were prepared in accordance with generally accepted accounting principles. The Audit Committee discussed with the independent auditors matters required to be discussed by the statement on Auditing Standards No. 61, "Communication with Audit Committees," as amended, as adopted by the Public Company Accounting Oversight Board in Rule 3200T.

The Company's independent auditors also provided to the Audit Committee the written disclosures and the letter required by the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence. The Committee discussed with the independent auditors that firm's independence and considered whether the non-audit services provided by the independent auditors are compatible with maintaining their independence.

Based on the Audit Committee's discussion with management and the independent auditors, and the Audit Committee's review of the representation of management and the report of the independent auditors to the Audit Committee, the Audit Committee recommended that the Board of Directors include the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2013 filed with the Securities and Exchange Commission.

Submitted by the Audit Committee of the Board of Directors,

Samuel K. Skinner  
John R. Walter  
John F Sandner (Chairman)  
Matthew Ferguson  
David Habiger

**FEES BILLED FOR SERVICES RENDERED BY PRINCIPAL REGISTERED PUBLIC ACCOUNTING FIRM**

For the fiscal years ended December 31, 2013 and 2012, Ernst & Young LLP, our independent registered public accounting firm, billed the approximate fees set forth below:

Fees	Fiscal Year Ended December 31, 2013	Fiscal Year Ended December 31, 2012
Audit Fees(1)	\$ 1,007,829	\$ 1,005,000
Audit-Related Fees	—	—
Tax Fees	—	—
All Other Fees	—	—
<b>Total</b>	<b>\$ 1,007,829</b>	<b>\$ 1,005,000</b>

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Audit Fees include fees billed for professional services rendered for the integrated audit of our annual consolidated (1) financial statements, the review of the interim consolidated financial statements included in our quarterly reports, and other related services that are normally provided in connection with statutory and regulatory filings.

The Audit Committee has adopted certain policies and procedures regarding permitted audit and non-audit services and the annual pre-approval of such services. Each year, the Audit Committee will ratify the types of audit and non-audit services of which management may wish to avail itself, subject to pre-approval of specific services. Each year, management and the independent registered public accounting firm will jointly submit a pre-approval request, which will list each known and/or anticipated audit and non-audit service for the upcoming calendar year and which will include associated budgeted fees. The Audit Committee will review the requests and approve a list of annual pre-approved non-audit services. Any additional interim requests for additional non-audit services that were not contained in the annual pre-approval request will be approved during quarterly Audit Committee meetings.

All services provided by Ernst & Young LLP during the fiscal year ended December 31, 2013 were approved by the Audit Committee.

## OTHER INFORMATION

### Stockholder Proposals for the 2015 Annual Meeting

If any stockholder intends to present a proposal to be considered for inclusion in the Company's proxy material in connection with the 2015 annual meeting of stockholders, the proposal must be in proper form (per SEC Regulation 14A, Rule 14a-8 Shareholder Proposals) and received by the Secretary of the Company on or before December 26, 2014. Stockholder proposals to be presented at the 2015 annual meeting of stockholders which are not to be included in the Company's proxy materials must be received by the Company no earlier than February 17, 2015 and no later than March 19, 2015, in accordance with the procedures in the Company's By-laws.

### Expenses of Solicitation

The Company pays the cost of preparing, assembling and mailing this proxy-soliciting material. The Company pays all costs of solicitation, including certain expenses of brokers and nominees who mail proxy materials to their customers or principals.

### Householding

The Securities and Exchange Commission has adopted rules that permit companies and intermediaries (e.g., brokers) to satisfy the delivery requirements for proxy materials with respect to two or more stockholders sharing the same address by delivering a single Notice addressed to those stockholders. This process, which is commonly referred to as "householding," potentially offers the advantages of convenience for stockholders and cost savings for companies. We have not implemented householding rules with respect to our record holders. However, a number of brokers with account holders who are stockholders may be "householding" our proxy materials. If a stockholder receives a householding notification from his, her or its broker, a single Notice will be delivered to multiple stockholders sharing an address unless contrary instructions have been received from an affected stockholder. Once you have received notice from your broker that they will be "householding" communications to your address, "householding" will continue until you are notified otherwise.

Stockholders of record who currently receive multiple copies of the Notice at their address and would like to request "householding" of their communications should contact their broker or, if a stockholder is a direct holder of shares of our common stock, they should submit a request to our transfer agent in writing addressed to: American Stock Transfer and Trust Company, 6201 15th Avenue, Brooklyn, New York 11219.

### Other Matters

The Board does not know of any matters which may be presented at the Annual Meeting other than those specifically set forth in the Notice. If any other matters come before the meeting or any adjournment thereof, the persons named in the accompanying form of proxy and acting thereunder will vote in accordance with their best judgment with respect to such matters.

Upon written request by any stockholder entitled to vote at the Annual Meeting, we will promptly furnish, without charge, a copy of our proxy statement or Annual Report. Requests should be addressed to to: Investor Relations, Echo Global Logistics, Inc., 600 West Chicago Avenue, Suite 725, Chicago, Illinois 60654, or by telephone at 1-800-354-7993.



