

ECHO GLOBAL LOGISTICS, INC.

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 07/28/17

Address	600 WEST CHICAGO AVENUE SUITE 725 CHICAGO, IL 60654
Telephone	1-800-354-7993
CIK	0001426945
Symbol	ECHO
SIC Code	4731 - Arrangement of Transportation of Freight and Cargo
Industry	Air Freight & Logistics
Sector	Industrials
Fiscal Year	12/31

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ECHO GLOBAL LOGISTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-5001120
(I.R.S. Employer
Identification No.)

Amended and Restated Echo Global Logistics, Inc. 2008 Stock Incentive Plan
(as amended and restated June 16, 2017)
(Full title of the plan)

600 West Chicago Avenue
Suite 725
Chicago, Illinois
(Address of registrant's principal executive offices)

60654
(Zip Code)

Douglas R. Waggoner
Chairman and Chief Executive Officer
Echo Global Logistics, Inc.
600 West Chicago Avenue
Suite 725
Chicago, Illinois 60654
(Name and address of agent for service)

(800) 354-7993
(Telephone number, including area code, of agent for service)

Copy To:

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

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

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller Reporting Company
Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common stock, \$0.0001 par value per share	1,000,000 shares (3)	\$17.75	\$17,750,000	\$2,057

- (1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional shares of common stock, par value \$0.0001 per share, that may be issued pursuant to the Amended and Restated Echo Global Logistics, Inc. 2008 Stock Incentive Plan (as amended and restated effective June 16, 2017) to prevent dilution from stock splits, stock dividends or similar transactions.
 - (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and 457(c) under the Securities Act of 1933, as amended, on the basis of the average high and low trading prices reported for shares of the registrant’s common stock on the NASDAQ Global Market on July 24, 2017, a date within five business days of the date of the Registration Statement.
 - (3) Consists of shares of common stock issuable in respect of awards to be granted under the Amended and Restated Echo Global Logistics, Inc. 2008 Stock Incentive Plan (as amended and restated effective June 16, 2017).
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EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this registration statement (the “Registration Statement”) registers an additional 1,000,000 shares of common stock, par value \$0.0001, of Echo Global Logistics, Inc. (“Echo Global”) that may be awarded under the Amended and Restated Echo Global Logistics, Inc. 2008 Stock Incentive Plan (as amended and restated effective June 16, 2017), which are securities of the same class and relate to the same employee benefit plan, as those shares registered in the contents of Echo Global’s registration statements on Form S-8 as filed on March 17, 2010 (registration statement No. 333-165535) and November 6, 2012 ((registration statement No. 333-184789), which are incorporated by reference into the Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

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

- (a) The description of Echo Global’s common stock, par value \$0.0001 per share, contained in Echo Global’s Registration Statement on Form 8-A filed with the Commission on September 25, 2009 pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including any subsequent amendment or any report filed for the purpose of updating such description;
- (b) Echo Global’s Annual Report on Form 10-K for the fiscal year ended December 31, 2016 filed on February 24, 2017;
- (c) Echo Global’s Quarterly Reports on Form 10-Q for the quarter ended March 31, 2017 filed on April 27, 2017 and for the quarter ended June 30, 2017 filed on July 28, 2017; and
- (d) Echo Global’s Current Reports on Form 8-K filed on May 1, 2017 and June 20, 2017.

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

Item 8. Exhibits.

The following exhibits are filed herewith or incorporated by reference as part of the Registration Statement:

<u>Exhibit No.</u>	<u>Description</u>
4.1	Second Amended and Restated Certificate of Incorporation of Echo Global Logistics, Inc. (incorporated by reference to Exhibit 3.3 to Echo Global’s Registration Statement on Form S-1, file number 333-150514).
4.2	Amended and Restated By-Laws of Echo Global Logistics, Inc. (incorporated by reference to Exhibit 3.4 to Echo Global’s Registration Statement on Form S-1, file number 333-150514).
4.3	Amendment to Amended and Restated By-Laws of Echo Global Logistics, Inc. (incorporated by reference to Exhibit 3.1 to Echo Global’s Current Report on Form 8-K dated April 21, 2015).
4.4	Amended and Restated Echo Global Logistics, Inc. 2008 Stock Incentive Plan, as amended and restated effective June 16, 2017 (incorporated by reference to Appendix A to Echo Global’s definitive proxy statement on Schedule 14A filed on May 1, 2017).
5.1	Opinion of Winston & Strawn LLP as to the legality of the securities being registered.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of Winston & Strawn LLP (included in their opinion filed as Exhibit 5.1).
24.1	Powers of Attorney (included on the signature page of the Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Chicago, State of Illinois on this 28th day of July, 2017.

ECHO GLOBAL LOGISTICS, INC.

By: /s/ Kyle L. Sauers

Kyle L. Sauers
Chief Financial Officer and Secretary

POWER OF ATTORNEY

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

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Douglas R. Waggoner</u> Douglas R. Waggoner	Chief Executive Officer (principal executive officer) and Chairman of the Board	July 28, 2017
<u>/s/ Kyle L. Sauers</u> Kyle L. Sauers	Chief Financial Officer and Secretary (principal accounting and financial officer)	July 28, 2017
<u>/s/ Samuel K. Skinner</u> Samuel K. Skinner	Director	July 28, 2017
<u>/s/ David C. Habiger</u> David C. Habiger	Director	July 28, 2017
<u>/s/ Nelda J. Connors</u> Nelda J. Connors	Director	July 28, 2017
<u>/s/ William M. Farrow III</u> William M. Farrow III	Director	July 28, 2017
<u>/s/ Matthew W. Ferguson</u> Matthew W. Ferguson	Director	July 28, 2017

INDEX TO EXHIBITS TO REGISTRATION STATEMENT ON FORM S-8

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North America Europe Asia

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Chicago, IL 60601
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July 28, 2017

Echo Global Logistics, Inc.
600 West Chicago Avenue
Suite 725
Chicago, Illinois 60654**Re: Form S-8 Registration Statement**

Ladies and Gentlemen:

We have acted as special counsel to Echo Global Logistics, Inc., a Delaware corporation (the "Company"), in connection with the Company's registration statement on Form S-8 (the "Registration Statement") relating to the registration of 1,000,000 shares (the "Shares") of the Company's common stock, par value \$0.0001 per share ("Common Stock"), issuable pursuant to the grant of certain restricted stock and other awards or upon the exercise of certain stock options (collectively, the "2008 Plan Awards") that may be granted after the date hereof pursuant to the Amended and Restated Echo Global Logistics, Inc. 2008 Stock Incentive Plan, as amended and restated effective June 16, 2017 (the "2008 Plan").

This opinion letter is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the "Securities Act").

In connection with this opinion letter, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of:

(i) the Registration Statement, as filed on the date hereof with the Securities and Exchange Commission (the "Commission") under the Securities Act;

(ii) the second amended and restated certificate of incorporation of the Company, as currently in effect (the "Certificate of Incorporation");

(iii) the amended and restated by-laws of the Company, as currently in effect;

(iv) the 2008 Plan;

(v) resolutions adopted by the board of directors of the Company relating to, among other things, the reservation and authorization for issuance of the Common Stock covered by the Registration Statement, the filing of the Registration Statement and the approval of the 2008 Plan; and

(vi) the Certificates of the Inspector of Elections certifying as to the approval of the 2008 Plan by the Company's stockholders at the Company's 2017 Annual Meeting of Stockholders held on June 16, 2017.

We have also examined and relied upon such certificates, corporate records, agreements, instruments and other documents, and examined such matters of law, that we considered necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such latter documents. We have also assumed that the Company's board of directors, or a duly authorized committee thereof,

has approved or will have approved the grant of each Plan Award prior to the grant thereof. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

Based upon the foregoing and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares have been duly authorized by the requisite corporate action on behalf of the Company and, when issued, paid for and delivered pursuant to the terms and in the manner set forth in the 2008 Plan and any applicable award documentation, including, if applicable, the payment of the specified exercise price therefor, and assuming that the Shares have been and remain duly reserved for issuance within the limits of the Common Stock then remaining authorized but unissued under the Certificate of Incorporation, will be validly issued, fully paid and nonassessable.

The foregoing opinion is based upon and limited to the General Corporation Law of the State of Delaware, as amended (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing). We express no opinion herein as to any other laws, statutes, regulations or ordinances. This opinion letter is being furnished solely in connection with the offer, sale and issuance of the Shares and may not be used, quoted, relied upon or otherwise referred to for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion letter with the Commission as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are experts within the meaning of the Securities Act or that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Winston & Strawn LLP

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Amended and Restated Echo Global Logistics, Inc. 2008 Stock Incentive Plan, as amended and restated effective June 16, 2017, of our report dated February 24, 2017 with respect to the consolidated financial statements and schedule of Echo Global Logistics, Inc. and the effectiveness of internal control over financial reporting of Echo Global Logistics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Chicago, Illinois

July 28, 2017