

OLD DOMINION FREIGHT LINE INC/VA
Form DEF 14A
April 19, 2016

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

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

- Filed by the Registrant x
Filed by a Party other than the Registrant o
Check the appropriate box:
 o Preliminary Proxy Statement
 o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 x Definitive Proxy Statement
 o Definitive Additional Materials
 o Soliciting Material Pursuant to §240.14a-12

OLD DOMINION FREIGHT LINE, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
 o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

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1) Amount Previously Paid:

2)Form, Schedule or Registration Statement No.:

3)Filing Party:

4)Date Filed:

OLD DOMINION FREIGHT LINE, INC.

500 Old Dominion Way
Thomasville, North Carolina 27360

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

The Annual Meeting of Shareholders of Old Dominion Freight Line, Inc. will be held Thursday, May 19, 2016, at 10:00 a.m. Eastern Daylight Time, at our principal executive offices, 500 Old Dominion Way, Thomasville, North Carolina 27360, for the following purposes:

1. To elect nine directors to our Board of Directors for one-year terms and until their respective successors have been elected and qualified or until their death, resignation, removal or disqualification or until there is a decrease in the number of directors, as set forth in the accompanying proxy statement.
2. To approve, on an advisory basis, the compensation of our named executive officers.
3. To approve the Old Dominion Freight Line, Inc. 2016 Stock Incentive Plan.
4. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for the year ending December 31, 2016.
5. To transact such other business, if any, as may be properly brought before the meeting or any adjournment thereof.

Shareholders of record at the close of business on March 11, 2016, are entitled to notice of and to vote at the meeting.

By Order of the Board of Directors
Ross H. Parr
Senior Vice President – Legal Affairs,
General Counsel and Secretary

Thomasville, North Carolina
April 19, 2016

If you do not intend to be present at the meeting, we ask that you vote your shares using a toll-free telephone number, the Internet or by signing, dating and returning the accompanying proxy card promptly so that your shares of common stock may be represented and voted at the Annual Meeting. Instructions regarding the different voting options that we provide are contained in the accompanying proxy statement.

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OLD DOMINION FREIGHT LINE, INC.

Principal Executive Offices: 500 Old Dominion Way
Thomasville, North Carolina 27360

PROXY STATEMENT

Important Notice Regarding the Availability of Proxy Materials
for the Shareholder Meeting to be held on May 19, 2016:

The Notice of Annual Meeting of Shareholders, Proxy Statement, Form of Proxy and 2015 Annual Report to Shareholders are available on our corporate website at www.odfl.com/company/proxy.shtml.

This proxy statement is first being sent to shareholders on or about April 19, 2016, in connection with the solicitation of proxies by and on behalf of the Board of Directors of Old Dominion Freight Line, Inc. for use at the Annual Meeting of Shareholders to be held at our principal executive offices, 500 Old Dominion Way, Thomasville, North Carolina 27360 on Thursday, May 19, 2016, at 10:00 a.m. Eastern Daylight Time, and at any adjournment thereof. If you need directions so you can attend the Annual Meeting and vote in person, please contact our Corporate Secretary at (336) 889-5000.

2016 PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting.

Annual Meeting of Shareholders

- Time
- and 10:00 a.m., Thursday, May 19, 2016
- Date
- Place Old Dominion's principal executive offices
500 Old Dominion Way
Thomasville, North Carolina 27360
- Record Date March 11, 2016
- Shareholders as of the record date are entitled to vote. Each share of common stock is entitled to one vote
- Voting for each director nominee and one vote for each of the proposals to be voted on at the meeting.
- Admission If you decide to attend the meeting in person, upon your arrival you will need to register with our receptionist in the main lobby of our principal executive offices. See page 5 for

further instructions.

Meeting Agenda/Proposals

	Board Vote	Page Reference (for more detail)
Election of		
• nine directors	FOR ALL	<u>11</u>
Approval, on an advisory basis, of the		
• compensation of our named executive officers	FOR	<u>45</u>
Approval of the Old Dominion		
• Freight Line, Inc. 2016 Stock Incentive Plan	FOR	<u>47</u>
Ratification of Ernst & Young LLP as our independent		
• registered public accounting firm for the year ending December 31, 2016	FOR	<u>58</u>

Transact other business that properly comes before the meeting

Election of Directors

Our directors are elected annually for one-year terms. The following table provides summary information about each director nominee. On December 9, 2015, J. Paul Breitbach notified us of his decision to retire at the end of his current term. Accordingly, Mr. Breitbach is not standing for re-election to the Board at the Annual Meeting. Upon recommendation of its Governance and Nomination Committee, the Board has determined to increase its size from eight directors to nine directors. The nine nominees below are comprised of seven current directors and two nominees of the Board's Governance and Nomination Committee - Bradley R. Gabosch and Patrick D. Hanley. The nominees receiving a plurality of the votes cast at the meeting will be elected as directors.

Name	Age	Director Since	Occupation	Experience/ Qualification	Committees			
					Independent	AC	CC	GNC
Earl E. Congdon	85	1952	Executive Chairman of the Board of Directors, Old Dominion	Leadership, Industry, Operations, Strategy				
David S. Congdon	59	1998	Vice Chairman of the Board of Directors and CEO, Old Dominion	Leadership, Industry, Operations, Strategy				
John R. Congdon, Jr.	59	1998	Chairman of the Board of Directors, Old Dominion Truck Leasing, Inc.	Leadership, Fleet Management, Logistics				
Robert G.	60	2003	Chairman of the	Leadership, Global	X	X	C	

Culp,
III

Board of
Directors,
Culp, Inc.

Bradley
R. 64 —
Gabosch

Managing
Director,
Grant
Thornton
LLP