

COVENANT TRANSPORTATION GROUP INC
Form SC 13D/A
October 27, 2017

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D/A
(Rule 13d-101)

Under the Securities Exchange Act of 1934
(Amendment No. 3)

COVENANT TRANSPORTATION GROUP, INC.

(Name of Issuer)

CLASS A COMMON STOCK, PAR VALUE \$.01

(Title of Class of Securities)

22284P105

(CUSIP Number)

David R. and Jacqueline F. Parker
400 Birmingham Highway
Chattanooga, TN 37419
Telephone: (423) 821-2369
Facsimile: (423) 821-0219

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

With a copy to:

Heidi Hornung-Scherr, Esq.
Scudder Law Firm, P.C., L.L.O.
411 South 13th Street, 2nd Floor
Lincoln, NE 68508

October 25, 2017

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

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

CUSIP NO.: 22284P105

Names of Reporting Persons.
I.R.S. Identification Nos. of
above persons (entities only)

1.

David R. Parker and
Jacqueline F. Parker⁽¹⁾

Check the Appropriate Box if
a Member of a Group (See
Instructions)

2.

(a) ☐

(b) ☐

3.

SEC USE ONLY

Source of Funds (See
Instructions)

4.

OO

Check if Disclosure of Legal
Proceedings Is Required
Pursuant to Items 2(d) or 2(e)
☐

5.

Citizenship or Place of
Organization

6.

United States of America

Number of
Shares

Sole Voting Power
7. 5,583,182⁽²⁾

Beneficially

Owned by
Each

Shared Voting Power
8. 224,134⁽³⁾

Reporting
Person with

Sole Dispositive Power
9. 5,583,182⁽²⁾

Shared Dispositive Power
10. 224,134⁽³⁾

Aggregate Amount
Beneficially Owned by Each
Reporting Person
5,583,182⁽²⁾

11.

Check if the Aggregate
Amount in Row (11)
Excludes Certain Shares (See
Instructions)
☒

12.

13.

Percent of Class Represented
by Amount in Row (11)
29.5%⁽⁴⁾

Type of Reporting Person
(See Instructions)
IN

14.

Shares reported are based upon the October 27, 2017, holdings of David R. Parker and Jacqueline F. Parker. All shares are held by Mr. and Mrs. Parker as joint tenants with rights of survivorship, with the exception of (i) 110,580 shares of restricted Class A common stock granted to Mr. Parker subject to certain performance vesting and holding provisions and (ii) 26,664 shares of Class A common stock allocated to the account of Mr. Parker under the 401(k) plan of the Issuer (the number of shares reported as beneficially owned is equal to Mr. Parker's October 25, 2017, account balance in the employer stock fund under the Issuer's 401(k) plan divided by the closing price on such date).

Includes (i) 3,095,938 shares of Class A common stock owned by Mr. and Mrs. Parker as joint tenants with rights of survivorship, (ii) 110,580 shares of restricted Class A common stock granted to Mr. Parker subject to certain performance vesting and holding provisions, (iii) 26,664 shares of Class A common stock allocated to the account of Mr. Parker under the Issuer's 401(k) plan (the number of shares reported as beneficially owned is equal to Mr. Parker's October 25, 2017, account balance in the employer stock fund under the Issuer's 401(k) plan divided by the closing price on such date), and (iv) 2,350,000 shares of Class B common stock, which is not registered under Section 12 of the Securities Exchange Act of 1934, but which is convertible into an equal number of shares of Class A common stock. There are no options to purchase that will be exercisable within sixty days of the date hereof.

⁽³⁾ Reports shares of Class A common stock held by Mr. Parker's mother over which Mr. Parker holds a power of attorney, but as to which he expressly disclaims any beneficial ownership.

The Issuer has both Class A and Class B common stock. The Class A common stock has one vote per share. The Class B common stock has two votes per share while beneficially owned by David R. Parker, Jacqueline F. Parker, Rachel Parker-Hatchett, or Jonathan Parker. The Class B common stock is currently controlled by David and Jacqueline Parker. Each share of Class B common stock is convertible into the same number of shares of Class A common stock (i) at any time at the election of the holder and (ii) automatically upon transfer to any person other than members of Mr. and Mrs. Parker's immediate family. As of August 4, 2017, there were 15,937,665 shares of Class A common stock and 2,350,000 shares of Class B common stock outstanding. In addition, as of August 4, 2017, there were 657,133 shares of restricted Class A common stock outstanding. The percentage indicated is based upon 18,944,798 shares outstanding, which includes the 2,350,000 shares of Class B common stock convertible into an equal number of shares of Class A common stock and 657,133 shares of restricted Class A common stock. As a result of the two-class structure, Mr. and Mrs. Parker controlled stock possessing approximately 37.3% of the voting power of all outstanding Issuer stock.

Item 1. Security and Issuer.

This Amendment No. 3 (this "Amendment") to the statement on Schedule 13D filed with the Securities and Exchange Commission on December 8, 2008 (the "Original Statement"), as amended by Amendment No. 1 to the Original Statement filed on February 17, 2015, and Amendment No. 2 to the Original Statement filed on June 4, 2015, relates to the Class A common stock, par value \$0.01 per share (the "Class A common stock"), of Covenant Transportation Group, Inc., a Nevada corporation (the "Issuer"). The principal executive offices of the Issuer are located at 400 Birmingham Highway, Chattanooga, TN 37419. Information contained in the Original Statement, as amended, remains effective except to the extent that it is amended, restated, supplemented, or superseded by the information contained in this Amendment.

Item 2. Identity and Background.

(a) This Amendment is being filed jointly on behalf of David R. Parker and Jacqueline F. Parker (together, the "Reporting Persons"). The Reporting Persons may be deemed to be members of a group within the meaning of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended. Neither the filing of this Amendment, nor the filing of the Original Statement, however, should be deemed an admission that the Reporting Persons comprise a group for purposes of Section 13(d)(3).

(b) The business address of the Reporting Persons is 400 Birmingham Highway, Chattanooga, TN 37419.

(c)

Mr. Parker

The principal occupation of Mr. Parker is Chairman and Chief Executive Officer of the Issuer. The principal business address of the Issuer is 400 Birmingham Highway, Chattanooga, TN 37419.

Mrs. Parker

Mrs. Parker is the co-founder of the Issuer and manages the Parkers' business affairs and investments and participates in the management of the Issuer. Mrs. Parker's business address is 400 Birmingham Highway, Chattanooga, TN 37419.

(d) – (e) During the last five years, neither of the Reporting Persons has been: (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The Reporting Persons are citizens of the United States of America.

Item 4. Purpose of Transaction.

Between October 25, 2017 and October 27, 2017, the Reporting Persons sold 250,000 shares of the Issuer's Class A common stock, in a series of open market transactions, at prices ranging from \$28.50 to \$29.13. The primary purpose of the transactions was to provide for asset diversification and liquidity. Item 5 below reports additional details regarding the transactions.

On October 27, 2017, the Reporting Persons adopted a written sales plan with Stifel Nicolaus & Company, Inc. ("Stifel") in accordance Rule 10b5-1 of the Securities and Exchange Act of 1934, as amended, and Issuer's policies regarding stock transactions (the "10b5-1 Trading Plan"). Under the 10b5-1 Trading Plan, the Reporting Persons intend to sell up to 750,000 shares of the Issuer's Class A common stock, subject to certain market conditions. Sales may commence on November 1, 2017 and would be completed by November 1, 2018. All sales under the 10b5-1 Trading Plan are to be made in the discretion of Stifel and in accordance with the terms, conditions, and restrictions of the 10b5-1 Trading Plan. The Reporting Persons do not have any control, influence, or authority over sales made pursuant to the 10b5-1 Trading Plan. The 10b5-1 Trading Plan is intended to permit the orderly disposition of a portion of the Reporting Persons' holdings as part of their personal long-term financial plan for asset diversification and liquidity.

Item 5. Interest in Securities of the Issuer.

(a) As of August 4, 2017, there were 18,944,798 shares of Class A and Class B common stock outstanding. As of the date hereof, the Reporting Persons may be deemed to be the beneficial owner (pursuant to Rule 13d-3) of an aggregate of 5,583,182⁽¹⁾ shares of common stock, representing approximately 29.5%⁽²⁾ of the issued and outstanding shares of common stock of the Issuer.

(b) The Reporting Persons have the sole power to vote 5,583,182 shares of common stock of the Issuer for which beneficial ownership is reported. Mr. Parker has shared power to vote 224,134 shares of Class A common stock of the Issuer subject to a power of attorney, but as to which he expressly disclaims any beneficial ownership.

(c) No transactions in the Issuer's common stock were effected by the Reporting Persons within the past 60 days, except the sale of 250,000 shares of Class A common stock between October 25, 2017 and October 27, 2017, in a series of open market transactions, at the weighted average sales price and range of prices indicated below:

Date of Transaction	Shares of Class A Common Stock Sold	Weighted Average Price per Share	Range of Prices per Share
October 25, 2017	57,381	\$28.6791	\$28.50 to \$29.13
October 26, 2017	183,535	\$28.8030	\$28.55 to \$29.06
October 27, 2017	9,084	\$28.7150	\$28.70 to \$28.84

The Reporting Persons undertakes to provide, upon request by the SEC staff, the Issuer, or a stockholder of the Issuer, full information regarding the number of shares sold at each separate price.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Except as otherwise described herein in Items 4 and 6 of this Statement, there are no contracts, arrangements, understandings, or relationships (legal or otherwise) among the Reporting Persons and any person, with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities of the Issuer, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees or profits, division of profits or loss, or the giving or withholding of proxies. The Reporting Persons have entered into a joint filing agreement, which is incorporated by reference to Exhibit 1 of the Original Statement.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement, dated December 8, 2008, by and between the Reporting Persons, incorporated by reference to Exhibit 1 of Schedule 13D filed with the Securities and Exchange Commission on December 8, 2008.

⁽¹⁾ The shares of common stock deemed to be beneficially owned by the Reporting Persons consist of (i) 3,095,938 shares of Class A common stock owned by Mr. and Mrs. Parker as joint tenants with rights of survivorship, (ii) 110,580 shares of restricted Class A common stock granted to Mr. Parker subject to certain performance vesting and holding provisions, (iii) 26,664 shares of Class A common stock allocated to the account of Mr. Parker under the Issuer's 401(k) plan (the number of shares reported as beneficially owned is equal to Mr. Parker's October 25, 2017, account balance in the employer stock fund under the Issuer's 401(k) plan divided by the closing price on such date), and (iv) 2,350,000 shares of Class B common stock, which is not registered under Section 12 of the Securities Exchange Act of 1934 but which is convertible into an equal number of shares of Class A common stock. There are

no options to purchase that will be exercisable within sixty days of the date hereof. Does not include 224,134 shares of Class A common stock held by Mr. Parker's mother over which Mr. Parker holds a power of attorney, but as to which he expressly disclaims any beneficial ownership.

⁽²⁾The Issuer has both Class A and Class B common stock. The Class A common stock has one vote per share. The Class B common stock has two votes per share while beneficially owned by David R. Parker, Jacqueline F. Parker, Rachel Parker-Hatchett, or Jonathan Parker. The Class B common stock is currently controlled by David and Jacqueline Parker. Each share of Class B common stock is convertible into the same number of shares of Class A common stock (i) at any time at the election of the holder and (ii) automatically upon transfer to any person other than members of Mr. and Mrs. Parker's immediate family. As of August 4, 2017, there were 15,937,665 shares of Class A common stock and 2,350,000 shares of Class B common stock outstanding. In addition, as of August 4, 2017, there were 657,133 shares of restricted Class A common stock outstanding. The percentage indicated is based upon 18,944,798 shares outstanding, which includes the 2,350,000 shares of Class B common stock convertible into an equal number of shares of Class A common stock, and 657,133 shares of restricted Class A common stock. As a result of the two-class structure, Mr. and Mrs. Parker controlled stock possessing approximately 37.3% of the voting power of all outstanding Issuer stock.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth herein is true, complete and correct, and that this statement is filed on behalf of myself and the other signatories hereto.

DAVID R. PARKER, individually

/s/ David R. Parker, by Heidi Hornung-Scherr, attorney-in-fact, pursuant to a POA previously filed with the SEC

JACQUELINE F. PARKER, individually

/s/ Jacqueline F. Parker, by Heidi Hornung-Scherr, attorney-in-fact, pursuant to a POA previously filed with the SEC

Dated: October 27,
2017