

Roadrunner Transportation Systems, Inc.  
Form 8-A12B  
May 05, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-A  
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
ROADRUNNER TRANSPORTATION SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**20-2454942**

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

**4900 S. Pennsylvania Ave.  
Cudahy, Wisconsin**

**53110**

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered

Name of each exchange on which each class is to be so registered

Common Stock, \$.01 par value

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-152504

Securities to be registered pursuant to Section 12(g) of the Act: None

**Item 1. Description of Registrant's Securities to be Registered.**

The information regarding the common stock, \$.01 par value, of Roadrunner Transportation Systems, Inc. (the Company) as set forth under the caption "Description of Capital Stock" in the Company's Registration Statement on Form S-1 (File No. 333-152504) as originally filed with the Securities and Exchange Commission on July 24, 2008, and as subsequently amended (the Registration Statement), is incorporated herein by reference. In addition, the above-referenced description included in any prospectus relating to the Company's Registration Statement filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated herein by reference.

**Item 2. Exhibits.**

Under the instructions as to Exhibits for Form 8-A, no exhibits are required to be filed herewith because no other of our securities are registered or to be registered on the New York Stock Exchange, and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**ROADRUNNER TRANSPORTATION SYSTEMS,  
INC.**

Date: May 5, 2010

By: */s/ Judith A. Vijums*  
Name: Judith A. Vijums  
Title: Vice President