

OLD DOMINION FREIGHT LINE INC/VA  
Form S-2/A  
October 31, 2002  
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As Filed with the Securities and Exchange Commission on October 30, 2002

Registration No. 333-100470

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**SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**AMENDMENT NO. 1**

TO

**FORM S-2**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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**OLD DOMINION FREIGHT LINE, INC.**

(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction  
of incorporation or organization)

56-0751714  
(I.R.S. Employer  
Identification Number)

500 Old Dominion Way  
Thomasville, North Carolina 27360  
(336) 889-5000  
(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

Earl E. Congdon  
Chairman of the Board and  
Chief Executive Officer  
Old Dominion Freight Line, Inc.  
500 Old Dominion Way  
Thomasville, North Carolina 27360  
(336) 889-5000  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

*Copies to:*

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(212) 450-3890 (Fax)

**Approximate date of commencement of proposed sale of the securities to the public:** As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: "

If the registrant elects to deliver its latest annual report to security holders, or a complete and legible facsimile thereof, pursuant to Item 11(a)(1) of this Form, check the following box: "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier registration statement for the same offering: "

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier registration statement for the same offering: "

If delivery of the Prospectus is expected to be made pursuant to Rule 434, please check the following box: "

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said section 8(a), may determine.

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Filed Pursuant to Rule 424(a)  
 Registration No. 333-100470

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission becomes effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED \_\_\_\_\_, 2002

**3,045,000 Shares**

**Common Stock**

We are selling 1,949,124 shares of common stock, and Old Dominion Truck Leasing, Inc., the selling shareholder, is selling 1,095,876 shares of common stock. We will not receive any of the proceeds from the shares of common stock sold by the selling shareholder.

Our common stock is listed on the Nasdaq National Market under the symbol ODFL. The last reported sale price on October 29, 2002 was \$22.19 per share.

The underwriters have an option to purchase a maximum of 455,000 additional shares from us to cover over-allotments of shares.

Investing in our common stock involves risks. See Risk Factors on page 8.

	<u>Price to Public</u>	<u>Underwriting Discounts and Commissions</u>	<u>Proceeds To Us</u>	<u>Proceeds to the Selling Shareholder</u>
Per Share	\$	\$	\$	\$
Total	\$	\$	\$	\$

Delivery of the shares of common stock will be made on or about \_\_\_\_\_, 2002.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

**Credit Suisse First Boston**

**BB&T Capital Markets**

**Legg Mason Wood Walker**

Incorporated

The date of this prospectus is \_\_\_\_\_, 2002.

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**You should rely only on the information contained in this document or to which we have referred you. We have not authorized anyone to provide you with information that is different. This document may only be used where it is legal to sell these securities. The information in this document may only be accurate on the date of this document.**

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**PROSPECTUS SUMMARY**

*The following summary highlights information appearing elsewhere in this prospectus. It may not contain all of the information that may be important to you in deciding whether to invest in the common stock. You should read the entire prospectus, including the Risk Factors and the Consolidated Financial Statements and related Notes included in this prospectus, before making an investment decision. Unless otherwise indicated, the information in this prospectus assumes that the underwriters' over-allotment option will not be exercised. Unless the context requires otherwise, references in this prospectus to the company, Old Dominion, we, us, and our refer to Old Dominion Freight Line, Inc. Leasing and the selling shareholder mean Old Dominion Truck Leasing, Inc.*

**Our Company**

We are a leading less-than-truckload multi-regional motor carrier providing timely one to four day service among five regions in the United States and next-day and second-day service within these regions. Through our non-union workforce and 117 strategically located service centers, we provide direct service to 38 states within the Southeast, South Central, Northeast, Midwest and West regions of the country, including 24 states in which we provide full-state coverage. In addition, through marketing and carrier relationships, we provide service to and from the remaining 12 states, as well as Canada, Mexico and Puerto Rico. Our infrastructure and operating strategy enable us to provide our customers a combination of the rapid transit times of a regional carrier and the geographic coverage of an inter-regional carrier.

We have grown substantially over the last several years through strategic acquisitions and internal growth. Prior to 1995, we provided inter-regional service to major metropolitan areas from, and regional service within, the Southeast region of the United States. Since 1995, we have expanded our infrastructure to provide next-day and second-day service within four additional regions as well as expanded inter-regional service among those regions. During this period, we increased our number of service centers from 53 to 117 and our states directly served from 21 to 38. We believe that our present infrastructure will enable us to increase the volume of freight moving through our network, or our density, and thereby grow our profits.

We are committed to providing our customers with high quality service products. We are continually upgrading our technological capabilities to improve our customer service, reduce our transit times and minimize our operating costs. In addition to our core less-than-truckload, or LTL, services, we provide premium expedited services, including guaranteed on-time delivery, time-specific delivery and next-day air delivery. We also provide assembly and distribution services in which we either consolidate LTL shipments for full truckload transport by a truckload carrier or break down full truckload shipments from a truckload carrier into LTL shipments for our delivery. In September 2002, we introduced our newest service, OD Air Express, which provides linehaul service among 51 airport locations nationwide.

For the trailing twelve month period ended September 30, 2002, our revenue and operating income were \$541.2 million and \$33.7 million, respectively, reflecting a ratio of total operating expenses to total revenues for the period, or operating ratio, of 93.8%. Our revenue and operating income for the nine months ended September 30, 2002 improved by 10.3% and 52.8%, respectively, over the nine months ended September 30, 2001.

**Our Industry**

The trucking industry is comprised principally of two types of motor carriers: truckload and LTL. Truckload carriers dedicate an entire trailer to one customer from origin to destination. LTL carriers pick up multiple

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shipments from multiple customers on a single truck and then route the goods through terminals, or service centers, where freight may be transferred to other trucks with similar destinations for delivery.

In contrast to truckload carriers, LTL carriers require expansive networks of local pickup and delivery service centers, as well as larger hub facilities. Significant capital is required of LTL motor carriers to create and maintain a network of service centers and a fleet of tractors and trailers. The substantial infrastructure spending needed for LTL carriers makes it difficult for new start-up or small operations to effectively compete with established companies.

In 2001, the trucking industry accounted for 87.3% of total domestic freight revenue, or \$610 billion, of which the LTL sector accounted for 10.3%, or \$63 billion. Trucks provide transportation services to virtually every industry operating in the United States and generally offer higher levels of reliability and faster transit times than other surface transportation options.

The LTL trucking industry is highly competitive on the basis of service and price. We believe that the recent bankruptcy of Consolidated Freightways Corporation, a national LTL carrier, will improve capacity utilization in the industry, resulting in a more favorable pricing environment for LTL carriers.

### **Competitive Strengths**

*One-Stop Inter-Regional and Regional Service.* We combine the rapid transit times of a regional carrier with the geographic coverage of an inter-regional carrier. We believe our transit times are generally faster than those of our principal national competitors, in part because of our more efficient service center network, use of team drivers and industry leading technology. In addition, our direct service to 38 states and five regions provides greater geographic coverage than most of our regional competitors. We believe our diversified mix and scope of regional and inter-regional services enable us to provide customers a single source to meet their LTL shipping needs.

*Integrated Organizational Structure.* We provide consistent customer service from a single organization offering our customers information and pricing from one point of contact and under one brand name. Most of our multi-regional competitors that offer inter-regional service do so through independent companies with separate points of contact, which can result in inconsistent service and pricing, as well as poor shipment visibility. Our integrated structure allows us to offer our customers consistent and continuous service across regions.

*Flexible Non-Union Workforce.* We believe our non-union workforce gives us a significant advantage over the unionized LTL carriers. Advantages of our workforce include flexible hours and the ability of our employees to perform multiple tasks, which we believe result in greater productivity, customer service, efficiency and cost savings. Management's focus on communication and the continued education, development and motivation of our employees ensures that our relationship with our employees remains excellent.

*Significant Geographic and Customer Diversity.* We derive our revenues from many customers and locations across the United States and North America. We currently serve over 55,000 customers with direct service to 38 states, including 24 with 100% full state coverage. In addition, through marketing and carrier relationships, we provide service to the remaining 12 states, as well as Canada, Mexico and Puerto Rico. For the year ended December 31, 2001, our largest 20, 10 and five customers accounted for approximately 18.5%, 12.7% and 7.7% of our revenue, respectively. We believe the diversity of our revenue base helps protect our business from adverse developments in a single geographic region and the reduction or loss of business from a single customer.

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*Highly Experienced and Motivated Executive Management Team.* Our executive management team has over 147 years of combined industry experience, including 136 combined years at Old Dominion. Our Chairman and Chief Executive Officer, Earl E. Congdon, and our President and Chief Operating Officer, David S. Congdon, have served Old Dominion for 53 and 29 years, respectively. In addition, following this offering, our executive management team and their families will beneficially own approximately 44.3% of Old Dominion's common stock.

**Business Strategy**

*Build Market Share in Key Inter-Regional and Regional Lanes.* We intend to continue to build market share by enlarging our sales organization and sharpening its focus on high potential lanes, as well as by strengthening the quality and consistency of our customer service, improving our transit times, enhancing our technology and product offering and making strategic acquisitions. Since 1995, we have expanded our geographic presence and increased our service center capacity, which has enabled us to build our market share. In 2001 and the six months ended June 30, 2002, despite a lagging economy, we were able to increase total shipments by 5.6% and 7.6%, respectively, and LTL revenue per LTL hundredweight by 2.0% and 1.6%, respectively. We believe that our ability to increase market share while maintaining price discipline in a challenging economic environment is evidence of our growing ability to differentiate Old Dominion in the LTL market.

*Continue to Drive Operating Efficiencies by Increasing Density.* We seek to reduce unit operating costs and improve service by building density in our existing markets. Increasing density reduces handling, resulting in faster transit times, reduced cargo claims and more efficient asset utilization. Since 1995, we have improved our revenue per service center, despite increasing our number of service centers from 53 to 117.

*Capitalize on Trend Toward Use of Core Carriers.* We intend to continue to build our significant inter-regional and multi-regional infrastructure and augment the variety of services we offer to position us to take advantage of the ongoing trend toward the use of core carriers. In recent years, customers have attempted to simplify their shipping requirements by reducing the number of motor carriers they use through the establishment of service-based, long-term relationships with a small group of preferred or core carriers. We believe this trend has created an opportunity for us to increase our lane and service center density.

*Pursue Selective Expansion.* Significant growth opportunities exist through enlarging existing service centers and opening new service centers, both in regions where we currently provide direct service and in the states in which we currently do not provide direct service. In the near term, we plan to focus on expanding our presence in existing markets, which creates greater operating efficiencies by increasing lane density in these regions. By expanding our presence in existing markets, we intend to increase the number of states in which we provide full state coverage in our network. We also intend to opportunistically expand into areas in which we do not currently offer direct service.

*Continue to Focus on Technology Improvements.* We continually upgrade our technological capabilities to improve our customer service, reduce our transit times and minimize our operating costs. We provide our customers access to our information systems through customer service representatives and through a variety of technology-based solutions, including internet access, automated voice recognition systems and electronic data interchange. We believe these services offer our customers significant flexibility and access to necessary information. In addition, we are currently in the process of enhancing our existing freight handling system to track freight from the moment a customer requests pickup to final delivery through the use of radio frequency tags, driver handheld computers and freight management software. We expect this system to decrease transit times by optimizing delivery logistics and to decrease miles driven by determining the most efficient route for each driver.

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**Recent Developments**

On October 17, 2002, we announced our results of operations for the three months and nine months ended September 30, 2002. Our revenue from operations for the three months ended September 30, 2002, increased 16.3% to \$149,931,000 from \$128,960,000 for the three months ended September 30, 2001. Net income for the third quarter was \$6,396,000, up 74.8% from \$3,659,000 for the third quarter of 2001. Earnings per diluted share rose 75.0% for the third quarter to \$0.77 from \$0.44 for the third quarter last year, while our operating ratio improved to 91.9% from 94.0%.

Our revenue from operations for the first nine months of 2002 increased 10.3% to \$416,747,000 from \$377,835,000 for the first nine months of 2001. Net income for the latest nine-month period rose 67.6% to \$12,999,000 from \$7,757,000 for the same period in 2001, and earnings per diluted share increased 67.7% to \$1.56 from \$0.93. Our operating ratio improved to 93.8% for the first nine months of 2002 from 95.5% for the first nine months of 2001.

Revenue growth in the three months and nine months ended September 30, 2002 was primarily due to a 14.6% and 10.0% increase, respectively, in the number of LTL shipments handled, a 13.8% and 8.7% increase, respectively, in LTL tonnage, a 4.0% and 2.5% increase, respectively, in LTL revenue per LTL hundredweight and a 3.5% and 1.3% increase, respectively, in revenue per LTL shipment when compared to the same period in the prior year. The tonnage increases within our existing infrastructure enabled us to obtain certain economies of scale and efficiency, which led to the reduction in our operating ratio.

**Other Information**

We were organized in 1934 and incorporated in Virginia in 1950. Our executive offices are located at 500 Old Dominion Way, Thomasville, North Carolina 27360, and our telephone number is (336) 889-5000.

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**The Offering**

Common stock offered by us	1,949,124 shares
Common stock offered by the selling shareholder	1,095,876 shares
Common stock to be outstanding after this offering	10,275,364 shares
Use of proceeds	We expect to use our net proceeds from this offering to reduce short-term indebtedness and to purchase additional service centers, tractors and trailers.
Nasdaq National Market symbol	ODFL

The number of shares to be outstanding after this offering does not include:

89,900 shares of Common Stock issuable upon the exercise of outstanding options granted under our 1991 Employee Stock Option Plan with a weighted average exercise price of \$17.48 per share, all of which are currently exercisable; and

455,000 shares that the underwriters may purchase pursuant to their over-allotment option.

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The following table sets forth our summary consolidated financial and operating data as of the dates and for the periods indicated. You should read this data together with Management's Discussion and Analysis of Financial Condition and Results of Operations and our Consolidated Financial Statements, including the Notes thereto, appearing elsewhere in this prospectus. The summary consolidated financial data as of and for each of the five years in the period ended December 31, 2001 have been derived from our audited Consolidated Financial Statements. The summary consolidated financial data as of and for the six months ended June 30, 2002 and 2001 have been derived from our unaudited Consolidated Financial Statements which, in our opinion, reflect all adjustments (consisting only of normal recurring adjustments) necessary to present fairly the information contained therein. Data for the six months ended June 30, 2002 is not necessarily indicative of the results to be expected for the fiscal year ending December 31, 2002.

	Year Ended December 31,					Six Months Ended June 30,	
	1997	1998	1999	2000	2001	2001	2002
						(Unaudited)	
	(In thousands, except per share amounts)						
<b>Operating Data:</b>							
Revenue from operations	\$ 328,844	\$ 383,078	\$ 426,385	\$ 475,803	\$ 502,239	\$ 248,875	\$ 266,816
Operating expenses:							
Salaries, wages and benefits	193,523	229,188	258,900	283,121	306,361	152,024	162,591
Purchased transportation	15,494	15,696	14,504	19,547	18,553	9,561	8,840
Operating supplies and expenses	30,311	31,485	36,749	50,074	50,788	26,262	25,559
Depreciation and amortization	17,173	21,887	25,295	27,037	29,888	14,809	15,195
Building and office equipment rents	6,921	7,285	7,330	7,196	7,499	3,815	3,719
Operating taxes and licenses	13,968	16,791	17,699	18,789	20,525	10,437	11,154
Insurance and claims	10,033	12,277	10,200	12,465	13,229	6,306	8,218
Communications and utilities	6,152	7,011	7,532	8,488	9,623	4,877	5,110
General supplies and expenses	11,976	15,000	15,852	18,527	17,510	8,759	10,013
Miscellaneous expenses, net	3,282	3,881	4,268	3,806	3,538	2,783	2,659
Total operating expenses	308,833	360,501	398,329	449,050	477,514	239,633	253,058
Operating income	20,011	22,577	28,056	26,753	24,725	9,242	13,758
Interest expense, net	3,547	4,331	4,077	4,397	5,899	3,026	2,780
Other (income) expense, net	273	311	522	(97)	(691)	(502)	153
Income before income taxes	16,191	17,935	23,457	22,453	19,517	6,718	10,825
Provision for income taxes	6,153	6,815	9,056	8,757	7,612	2,620	4,222
Net income	\$ 10,038	\$ 11,120	\$ 14,401	\$ 13,696	\$ 11,905	\$ 4,098	\$ 6,603
Earnings per share, basic and diluted	\$ 1.21	\$ 1.34	\$ 1.73	\$ 1.65	\$ 1.43	\$ 0.49	\$ 0.79
Weighted average shares outstanding:							
Basic	8,312	8,312	8,312	8,313	8,313		