QUALITY DISTRIBUTION INC Form SC 13D/A August 16, 2013

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2(a)

(Amendment No. 4*)

Quality Distribution, Inc.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

74756M 10 2

(CUSIP Number)

John F. Hartigan, Esq.

Morgan, Lewis & Bockius LLP

300 S. Grand Avenue, 22nd Floor

Los Angeles, CA 90071

(213) 612-2500

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

August 14, 2013

(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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. o

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 7475	6M 10 2			13D	
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1	Name of Reporting I I.R.S. Identification Apollo Investment F	of Above Person			
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Shares	8	Shared Voting Pov	wer		
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CUSIP No. 7475	56M 10 2		13D		
1	Name of Reporting P				
	Apollo Overseas Partners III, L.P.				
2		te Box if a Member of a Group			
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6	Citizenship or Place of Delaware	of Organization			
	7	Sole Voting Power			
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Each Reporting Person With	9	Sole Dispositive Power			
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11	Aggregate Amount B 0 shares of Common	eneficially Owned by Each Reporting Stock	Person		
12	Check Box if the Ag	gregate Amount in Row (11) Excludes	Certain Shares* x		
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CUSIP No. 7475	6M 10 2			13D	
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CUSIP No. 74750	6M 10 2		13D		
1	Name of Reporting P I.R.S. Identification of Apollo Management	of Above Person			
2	Check the Appropriate Box if a Member of a Group (a) o (b) x				
3	SEC Use Only	•			
4	Source of Funds OO				
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14	Type of Reporting Pe	rson			

CUSIP No. 7475	6M 10 2			13D	
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11	Aggregate Amount E	eneficially Owned by Each Rep Stock	porting Person		
12	Check Box if the Ag	gregate Amount in Row (11) Ex	ccludes Certain	Shares* o	
13	Percent of Class Represented by Amount in Row (11) 0%				
14	Type of Reporting Po	erson			

CUSIP No. 74750	6M 10 2		13D	
1	Name of Reporting P I.R.S. Identification of Apollo Management,	of Above Person		
2	Check the Appropriate	te Box if a Member of a Group		
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3	SEC Use Only			
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6	Citizenship or Place of Organization Delaware			
Number of Shares Beneficially Owned by	7 8	Sole Voting Power Shared Voting Power 0 shares of Common Stock		
Each Reporting Person With	9	Sole Dispositive Power		
	Shared Dispositive Power 0 shares of Common Stock			
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14	Type of Reporting Person PN			

CUSIP No. 7475	6M 10 2			13D	
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1	Name of Reporting P I.R.S. Identification of Apollo Management	of Above Person			
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14	Type of Reporting Pe	erson			

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CUSIP No. 7475	6M 10 2			13D	
	45				
1	Name of Reporting	Person			
	I.R.S. Identification of Above Person Apollo Management Holdings, L.P.				
	Apono Managemen	t Holdings, L.P.			
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11	Aggregate Amount Beneficially Owned by Each Reporting Person				
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CUSIP No. 74756	6M 10 2			13D	
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6	Citizenship or Place Delaware	of Organization			
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Shares	8	Shared Voting Power	er		
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Person With					
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14	Type of Reporting Po	erson			

CUSIP No. 7475	6M 10 2			13D	
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1	Name of Reporting F I.R.S. Identification of Apollo Advisors II, I	of Above Person			
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CUSIP No. 74750	6M 10 2			13D	
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1	Name of Reporting P I.R.S. Identification of Apollo Capital Mana	of Above Person			
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6	Citizenship or Place of Organization Delaware				
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	7	Sole Voting Power			
Number of					
Shares	8	Shared Voting Powe	r		
Beneficially	•	0 shares of Common	Stock		
Owned by Each					
Reporting	9	Sole Dispositive Pov	ver		
Person With					
	10	Shared Dispositive P	ower		
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This Amendment No. 4 to Schedule 13D supplements and amends Amendment No. 3 to Schedule 13D filed on August 13, 2013, Amendment No. 2 to Schedule 13D filed on February 11, 2011, Amendment No. 1 to Schedule 13D filed on the June 12, 2009, and the Statement on Schedule 13D filed on November 21, 2003, by (i) Apollo Investment Fund III, L.P., a Delaware limited partnership (Fund III), (ii) Apollo Overseas Partners III, L.P., a Delaware limited partnership (Overseas III), (iii) Apollo (U.K.) Partners III, L.P., a limited partnership registered in England (UK Partners III), and together with Fund III and Overseas III, the Apollo Funds), (iv) Apollo Management III, L.P., a Delaware limited partnership (f/k/a Apollo Management, L.P., Management III), (v) Apollo Advisors II, L.P., a Delaware limited partnership (Advisors II), as amended by Amendment No. 1 to Schedule 13D filed on June 12, 2009 by (i) Fund III, (ii) Overseas III, (iii) UK Partners III, (iv) Management III, (v) AIF III Management, L.P., a Delaware limited liability company (AIF III), (v) Apollo Management, L.P., a Delaware limited partnership (Apollo Management Holdings, L.P., a Delaware limited partnership (Management Holdings)), (ix) Apollo Management Holdings GP, LLC, a Delaware limited liability company (Management Holdings GP, LLC, a Delaware limited liability company (Management Holdings GP, LLC, a Delaware limited liability company (Management Holdings GP, LLC, a Delaware limited liability company (Management Holdings GP, LLC, a Delaware limited liability company (Management Holdings GP, LLC, a Delaware limited liability company (Management Holdings GP, LLC, a Delaware limited liability company (Management Holdings GP, LLC, a Delaware limited liability company (Management Holdings GP, LLC, a Delaware limited liability company (Management Holdings GP, LLC, a Delaware limited liability company (Management Holdings GP, LLC, a Delaware limited liability company (Management Holdings GP, LLC, a Delaware limited liability company (Management Holdings GP,

Unless otherwise indicated, each capitalized term used but not otherwise defined herein shall have the meaning assigned to such term in the Statement on Schedule 13D filed on November 21, 2003, as amended.

Responses to each item of this Amendment No. 4 to Statement on Schedule 13D are incorporated by reference into the response to each other item, as applicable.

Item 1. Security and Issuer

Item 2. Identity and Background

Item 3. Source and Amount of Funds or Other Consideration

Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and supplemented as follows:

On August 14, 2013, Fund III, Overseas III and UK Partners III sold an aggregate of 4,611,194 shares of Common Stock pursuant to an underwritten offering, as discussed in the Issuer s prospectus supplement dated August 8, 2013, supplementing the Issuer s registration statement on Form S-3 (File No. 333-175094) filed with the Securities and Exchange Commission on June 23, 2011, as amended by Amendment No. 1 to Form S-3, filed on July 20, 2011 (collectively, the Registration Statement), including an aggregate of 419,199 shares of Common Stock that

were sold upon exercise of the underwriters over-allotment option, pursuant to an underwriting agreement, dated as of August 8, 2013 (the Underwriting Agreement), among the Issuer, the Apollo Funds and MidOcean Capital Investors, L.P. as selling shareholders, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co. and JP Morgan Securities LLC as representatives of the underwriters described therein (collectively, the Underwriters).

Following the sale of the Common Stock by the Apollo Funds, neither the Apollo Funds nor any of the other Reporting Persons hold any shares of Common Stock of the Issuer. In addition, the Apollo Funds no longer hold the irrevocable proxy with respect to the shares of Common Stock held by MidOcean Capital Investors, L.P. Each of the Reporting Persons disclaims beneficial ownership of the shares of Common Stock of the Issuer and the filing of this Amendment No. 4 to Schedule 13D shall not be construed as an admission that any such person is the beneficial owner of any such securities for purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, or for any other purpose.

F. F
(a) See also the information contained on the cover pages of this Amendment No. 4 to Schedule 13D which is incorporated herein by reference. The percentage of Common Stock beneficially owned by each Reporting Person is based on 26,905,339 outstanding shares of Common Stock of the Issuer as of August 5, 2013, as reported by the Issuer in the Registration Statement.
(b) See the information contained on the cover pages of this Amendment No. 4 to Schedule 13D which is incorporated herein by reference.
(c) There have been no reportable transactions with respect to the Common Stock of the Issuer within the last 60 days by the Reporting Persons other than as described in this Amendment No. 4 to Schedule 13D.
(d) Not applicable.
(e) August 14, 2013
Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer
Item 6 is hereby amended and supplemented as follows:
On August 14, 2013, the Apollo Funds entered into the Underwriting Agreement with the Issuer, MidOcean Capital Investors, L.P. and the Underwriters with respect to the sale of shares of Common Stock by the Apollo Funds and by MidOcean Capital Investors, L.P. Pursuant to the Underwriting Agreement, the Apollo Funds agreed to sell an aggregate of 4,191,995 shares of Common Stock and granted the Underwriters are option to purchase up to 419,199 additional shares of the Common Stock. Closing of the sale, including the sale of the shares subject to the option, occurred on August 14, 2013.
The summary of the Underwriting Agreement as described in this Item 6 does not purport to be complete and is qualified in its entirety by

The summary of the Underwriting Agreement as described in this Item 6 does not purport to be complete and is qualified in its entirety by reference to such agreement, which is attached to this Amendment No. 4 to Schedule 13D as Exhibit 1, and is incorporated herein by this reference.

Item 7. Material to Be Filed as Exhibits

Exhibit 1: Underwriting Agreement, dated as of August 8, 2013, by and among the Issuer, the Apollo Funds and MidOcean Capital Investors, L.P. as selling shareholders, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman, Sachs & Co. and JP Morgan Securities LLC as representatives of the Underwriters (incorporated herein by reference to Exhibit 1.1 to the Issuer s Current Report on Form 8-K filed with the Securities and Exchange Commission on August 9, 2013 (File No. 000-24180).

SIGNATURES

After reasonable inquiry and to the best knowledge and belief of each of the undersigned, each of the undersigned certifies that the information set forth in this statement with respect to such person is true, complete and correct.

Date: August 16, 2013

APOLLO INVESTMENT FUND III, L.P.

By: Apollo Advisors II, L.P.

its general partner

By: Apollo Capital Management II, Inc.

its general partner

By: /s/ Laurie D. Medley

Laurie D. Medley Vice President

APOLLO OVERSEAS PARTNERS III, L.P.

By: Apollo Advisors II, L.P.

its managing general partner

By: Apollo Capital Management II, Inc.

its general partner

By: /s/ Laurie D. Medley

Laurie D. Medley Vice President

APOLLO (U.K.) PARTNERS III, L.P.

By: Apollo Advisors II, L.P.

its general partner

By: Apollo Capital Management II, Inc.

its general partner

By: /s/ Laurie D. Medley

Laurie D. Medley Vice President

APOLLO ADVISORS II, L.P.

By: Apollo Capital Management II, Inc. its general partner

By: /s/ Laurie D. Medley

Laurie D. Medley Vice President

APOLLO CAPITAL MANAGEMENT II, INC.

By: /s/ Laurie D. Medley Laurie D. Medley

Vice President

APOLLO MANAGEMENT III, L.P.

By: AIF III Management, LLC

its general partner

By: Apollo Management, L.P.

its member-manager

By: Apollo Management GP, LLC

its general partner

By: /s/ Laurie D. Medley

Laurie D. Medley Vice President

AIF III MANAGEMENT, LLC

By: Apollo Management, L.P.

its member-manager

By: Apollo Management GP, LLC

its general partner

By: /s/ Laurie D. Medley

Laurie D. Medley Vice President

APOLLO MANAGEMENT, L.P.

By: Apollo Management GP, LLC

its general partner

By: /s/ Laurie D. Medley

Laurie D. Medley Vice President

APOLLO MANAGEMENT GP, LLC

By: /s/ Laurie D. Medley

Laurie D. Medley Vice President

APOLLO MANAGEMENT HOLDINGS, L.P.

By: Apollo Management Holdings GP, LLC

its general partner

By: /s/ Laurie D. Medley

Laurie D. Medley Vice President

APOLLO MANAGEMENT HOLDINGS GP, LLC

By: /s/ Laurie D. Medley

Laurie D. Medley Vice President