

QUALITY DISTRIBUTION INC  
Form SC 13G  
February 02, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. \_\_\_\_)\***

**QUALITY DISTRIBUTION INC.**

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(Name of Issuer)

**Common Stock**

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(Title of Class Securities)

**74756M102**

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(CUSIP Number)

January 22, 2015

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**(Date of Event Which Requires Filing of this Statement)**

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:\*\*

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 the disclosure provided in a prior cover page.

\*\* Moab Capital Partners, LLC and Michael M. Rothenberg are filing this Schedule 13G pursuant to Rule 13d-1(b). Moab Partners, L.P. is filing this Schedule 13G pursuant to Rule 13d-1(c).

The information required in 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 ("Act") 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).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

Name of Reporting Persons.

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

**1**      **Moab Capital Partners, LLC**

20-4093001

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

**2**      (a)

(b)

SEC Use Only

**3**      Citizenship or Place of  
Organization

**4**      **Delaware**

Sole Voting Power

**5**

**1,509,123**

**6** Shared Voting Power

**number of  
shares  
beneficially 0  
owned by  
each**

**reporting** Sole Dispositive Power

**person with**

**7**

**1,509,123**

**8** Shared Dispositive Power

**0**

Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

**9**

**1,509,123**

Check if the Aggregate  
Amount in Row (9) Excludes  
Certain Shares (See  
Instructions)

**10**

Percent of Class Represented  
by Amount in Row (9)

**11**

**5.37%**

**12** Type of Reporting Person (See  
Instructions)

**IA**

**CUSIP No. 74756M102**

Name of Reporting Persons.

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

**1** Moab Partners, L.P.

**20-4092810**

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

**2** (a)

(b)

SEC Use Only

**3** Citizenship or Place of  
Organization

**4** **Delaware**

Sole Voting Power

**5**

**1,410,859**

**6** Shared Voting Power

**number of** 0  
**shares**  
**beneficially**  
**owned by** Sole Dispositive Power  
**each**  
**reporting** 7  
**person with**  
1,410,859

**8** Shared Dispositive Power

0

Aggregate Amount  
Beneficially Owned by Each  
Reporting Person  
**9**

1,410,859

Check if the Aggregate  
Amount in Row (9) Excludes  
Certain Shares (See  
Instructions)  
**10**

Percent of Class Represented  
by Amount in Row (9)  
**11**

5.02%

Type of Reporting Person (See  
Instructions)  
**12**

**PN**



Name of Reporting Persons.

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

**1** Michael M. Rothenberg

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

**2** (a)

(b)

SEC Use Only

**3** Citizenship or Place of  
Organization

**4** **United States of America**

Sole Voting Power

**5**

**1,509,123**

**6** Shared Voting Power

**number of  
shares  
beneficially 0  
owned by  
each  
reporting  
person with**

Sole Dispositive Power

**7**

**1,509,123**

**8** Shared Dispositive Power

**0**

Aggregate Amount  
Beneficially Owned by Each  
Reporting Person

**9**

**1,509,123**

Check if the Aggregate  
Amount in Row (9) Excludes  
Certain Shares (See  
Instructions)

**10**

Percent of Class Represented  
by Amount in Row (9)

**11**

**5.37%**

**12** Type of Reporting Person (See  
Instructions)

**IN, HC**

Item 1. (a) Name of Issuer  
Quality  
Distribution Inc.

(b) Address of Issuer's  
Principal  
Executive Offices  
4041 Park Oaks  
Boulevard, Suite  
200  
Tampa, Florida  
33610

Item 2. (a) Name of Person  
Filing  
This Schedule  
13G is being filed  
on behalf of Moab  
Capital Partners,  
LLC ("Moab LLC");  
Moab Partners,  
L.P. ("Moab LP");  
and Mr. Michael  
M. Rothenberg  
(each, a "Reporting  
Person").

(b) Address of  
Principal Business  
office or, if None,  
Residence  
For each  
Reporting Person,  
15 East 62<sup>nd</sup> Street  
New York, New  
York 10065

(c) Citizenship  
Moab LLC is a  
Delaware limited  
liability company  
Moab LP is a  
Delaware limited  
partnership  
Mr. Rothenberg is  
a United States  
citizen

(d) Title of Class of  
Securities  
Common Stock

(e) CUSIP Number  
74756M102

Item 3. If this statement is filed  
pursuant to §§  
240.13d-1(b), or  
240.13d-2(b) or (c),  
check whether the  
person filing is a:

(a)  Broker or  
dealer  
registered  
under  
section 15  
of the Act  
(15 U.S.C.  
78c).

(b)  Bank as  
defined in  
section  
3(a)(6) of  
the Act  
(15 U.S.C.  
78c).

- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).\*
- (f)  An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(ii)(F).
- (g)  A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G).\*\*
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j)  Group in accordance with § 240.13d-1(b)(ii)(J).

\* Moab LLC is an investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E).

\*\* Mr. Rothenberg is a control person of Moab LLC in accordance with §240.13d-1(b)(1)(ii)(G).

Item 4. Ownership

For each Mr. Rothenberg and Moab LLC:

- (a) Amount beneficially owned: 1,509,123
- (b) Percent of class: 5.37%\*
- (c) Number of shares to which the Mr. Rothenberg and Moab LLC have:
  - (i) Sole power to vote or to direct the vote: 1,509,123
  - (ii) Shared power to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 1,509,123
  - (iv) Shared power to dispose or to direct the disposition of: 0

For Moab LP:

- (a) Amount beneficially owned: 1,410,859
- (b) Percent of class: 5.02%\*
- (c) Number of shares to which the Moab LP has:
  - (i) Sole power to vote or to direct the vote: 1,410,859
  - (ii) Shared power to direct the vote: 0
  - (iii) Sole power to dispose or to direct the disposition of: 1,410,859
  - (iv) Shared power to dispose or to direct the disposition of: 0

\* The Company's quarterly report filed on November 6, 2014 indicated that the total number of shares of Common Stock outstanding was 28,059,053 as of November 3, 2014.

The reported shares of the issuer's Common Stock (the "Shares") are owned directly by Moab LP and a separate account managed by Moab LLC on a discretionary basis. Moab LLC, in its capacity as investment adviser to Moab LP and the separate account, may be deemed to be the beneficial owner of the Shares, as in its capacity as investment adviser it has the power to dispose of, direct the disposition of, and vote the Shares.

Michael M. Rothenberg is an owner and a Managing Member of Moab LLC. As a control person of Moab LLC, Mr. Rothenberg may be deemed to beneficially own the Shares. Pursuant to Rule 13d-4, Michael M. Rothenberg and Moab LLC each disclaim beneficial ownership of the securities owned by Moab LP and the separate account.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class securities, check the following

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

See Item 4 above.



Item Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the

7. Parent Holding Company.

N/A

Item Identification and Classification of Members of the Group.

8.

N/A

Item Notice of Dissolution of Group.

9.

N/A

Item Certification:

10.

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose or with the effect of changing or influencing the control of the issuer and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 29, 2015

**Moab Partners, L.P.**

By: Moab GP, LLC,  
its General Partner

By: Moab Capital Partners, LLC,  
its Managing Member

By: /s/ Michael M. Rothenberg  
Michael M. Rothenberg, Managing Director

**Moab Capital Partners, LLC**

By: /s/ Michael M. Rothenberg  
Michael M. Rothenberg, Managing Director

/s/ Michael M. Rothenberg

**Michael M. Rothenberg**

**Exhibit A**

Joint Filing Agreement Pursuant to Rule 13d-1

This agreement is made pursuant to Rule 13d-1(k)(1) under the Securities and Exchange Act of 1934, as amended (the "Act") by and among the parties listed below, each referenced to herein as a "Joint Filer." The Joint Filers agree that a statement of beneficial ownership as required by Sections 13(g) or 13(d) of the Act and the Rules thereunder may be filed on each of their behalf on Schedule 13G or Schedule 13D, as appropriate, and that said joint filing may thereafter be amended by further joint filings. The Joint Filers state that they each satisfy the requirements for making a joint filing under Rule 13d-1.

Date: January 29, 2015

**Moab Partners, L.P.**

By: Moab GP, LLC,  
its General Partner

By: Moab Capital Partners, LLC,  
its Managing Member

By: /s/ Michael M. Rothenberg  
Michael M. Rothenberg, Managing Director

**Moab Capital Partners, LLC**

By: /s/ Michael M. Rothenberg  
Michael M. Rothenberg, Managing Director

/s/ Michael M. Rothenberg

**Michael M. Rothenberg**