

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>YEAGER DAVID P</u>  (Last) (First) (Middle) 2001 HUB GROUP WAY  (Street) OAK BROOK IL 60523  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Hub Group, Inc. [ HUBG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Chairman</u>
	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2024	
4. If Amendment, Date of Original Filed (Month/Day/Year)		
Rule 10b5-1(c) Transaction Indication  <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	02/09/2024		G		1,125	D	\$0	343,174 <sup>(1)</sup>	D	
Class A Common Stock								170,131	I <sup>(2)</sup>	By Trusts
Class B Common Stock								141,561	D <sup>(3)</sup>	
Class B Common Stock								210,187	I <sup>(4)</sup>	By Trusts and Voting Agreement

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Number of shares adjusted as a result of the Company's 2-for-1 stock split.
- Includes 51,624 Class B shares owned by the Laura C. Yeager 2015 GST Trust, 51,624 Class B shares owned by the Matthew D. Yeager 2015 GST Trust, 51,624 Class B shares owned by the Phillip D. Yeager 2015 GST Trust, and 15,259 Class B shares owned by the David P. Yeager NonExempt Trust Created under the Phillip C. Yeager 1994 Trust. The reporting person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities.
- These shares are subject to a stockholders' agreement pursuant to which the Yeager family members party thereto have agreed to vote all of their subject shares of Class B Common Stock in accordance with the vote of the holders of a majority of such shares.
- Includes 28,339 Class B shares owned by Phillip D. Yeager, 11,089 Class B shares owned by Matthew D. Yeager, and 628 Class B shares owned by Laura Y. Grusecki, to which David P. Yeager may be deemed to have shared voting discretion pursuant to a stockholders' agreement, and 51,624 Class B shares owned by the Laura C. Yeager 2015 GST Trust, 51,624 Class B shares owned by the Matthew D. Yeager 2015 GST Trust, 51,624 Class B shares owned by the Phillip D. Yeager 2015 GST Trust, and 15,259 Class B shares owned by the David P. Yeager NonExempt Trust Created under the Phillip C. Yeager 1994 Trust. The reporting person disclaims beneficial ownership of these shares and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities.

Joey Graves, Attorney-in-Fact 02/13/2024

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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