

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 OR 15(d)
of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 11, 2026

HUB GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-27754
(Commission
File Number)

36-4007085
(I.R.S. Employer
Identification No.)

2001 Hub Group Way
Oak Brook, Illinois
(Address of principal executive offices)

60523
(Zip Code)

Registrant's telephone number, including area code: (630) 271-3600

NOT APPLICABLE
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock	HUBG	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 4.02. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.

On May 11, 2026, the Audit Committee of the Board of Directors of Hub Group, Inc. (the “Company”), following discussion with and upon the recommendation of management, concluded that the previously issued audited consolidated financial statements of the Company as of and for each of the years ended December 31, 2024 (the “2024 Financial Statements”) and 2023 (the “2023 Financial Statements”) included in the Company’s Annual Reports on Form 10-K filed on February 25, 2025 and February 27, 2024, respectively, were in each case materially misstated and should no longer be relied upon. Any previously furnished or filed reports, earnings releases, investor presentations or similar communications of the Company describing the 2024 Financial Statements or the 2023 Financial Statements (or any portion thereof) should no longer be relied upon.

The determination follows a review, conducted under the direction of the Audit Committee, that identified certain transactions that were prematurely or incorrectly recognized or not adequately supported. The Company is continuing to review additional accounting issues that may potentially further impact the 2024 Financial Statements and/or the 2023 Financial Statements, but does not believe any such additional issues will alter the non-reliance conclusion. The Company is also continuing to assess the effectiveness of its disclosure controls and procedures and internal control over financial reporting and appropriate remediation steps. The Company expects to conclude that it did not maintain effective disclosure controls and procedures and internal control over financial reporting for each of the years ended December 31, 2024 and 2023.

Management and the Audit Committee have discussed the matters described in this Item 4.02 with the Company’s independent registered public accounting firm, Ernst & Young LLP.

Cautionary Statement Regarding Forward-Looking Statements

Statements in this Current Report on Form 8-K that are not historical facts are forward-looking statements provided pursuant to the safe harbor established under the Private Securities Litigation Reform Act of 1995, including statements regarding the potential further impact of the Company’s review of additional accounting issues on the 2024 Financial Statements and/or the 2023 Financial Statements and any other statements regarding the Company’s future expectations, beliefs, plans, objectives, financial conditions, assumptions or future events or performance that are not historical facts. These forward-looking statements are not guarantees of future performance and involve risks, uncertainties and other factors that might cause the actual performance of the Company to differ materially from those expressed or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to: the Company’s ability to complete the restatement of its financial statements; further delay in the financial close process or the related audit of the Company’s consolidated financial statements for the year ended December 31, 2025; and other risks discussed under the “Risk Factors” section in the Company’s most recently filed periodic reports on Form 10-K and Form 10-Q and subsequent filings. These forward-looking statements speak only as of the date hereof, and the Company assumes no obligation to update any such forward-looking statements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 12, 2026

Hub Group, Inc.

By: /s/ Kevin W. Beth
Name: Kevin W. Beth
Title: Executive Vice President, Chief Financial Officer and Treasurer