

**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 19, 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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On May 19, 2026, Hub Group, Inc. (the “Company”) received an expected notice (the “Notice”) from the listing qualifications staff of The Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that, as a result of the Company not having timely filed its Quarterly Report on Form 10-Q for the quarter ended March 31, 2026 (the “Q126 Form 10-Q”), it is not in compliance with Nasdaq Listing Rule 5250(c)(1) (the “Rule”), which requires companies with securities listed on Nasdaq to timely file all required periodic reports with the Securities and Exchange Commission.

Following the Company being unable to timely file its Annual Report on Form 10-K for the year ended December 31, 2025 (the “2025 Form 10-K”), the Company submitted a plan to Nasdaq to regain compliance with the Rule. As previously disclosed, Nasdaq granted the Company a 180-day exception period, or until September 14, 2026, to file the 2025 Form 10-K and regain compliance with the Rule.

The Notice provides that the Company has until June 3, 2026 to submit an updated plan to regain compliance with the Rule, including its plans to file the Q126 Form 10-Q, and that, if granted, any additional exception to allow the Company to regain compliance with all delinquent filings will be limited to a maximum of 180 calendar days from the due date of the 2025 Form 10-K, or September 14, 2026. The Company intends to timely submit an updated plan to regain compliance with the Rule, indicating that it expects to file the 2025 Form 10-K and Q126 Form 10-Q on or prior to September 14, 2026.

The Notice has no immediate effect on the listing or trading of shares of the Company’s Class A common stock on the Nasdaq Global Select Market.

**Item 7.01. Regulation FD Disclosure.**

On May 21, 2026, the Company issued a press release announcing its receipt of the Notice from Nasdaq. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

The information furnished in Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”), and shall not be deemed to be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release issued on May 21, 2026.</a>
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL.

**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 regaining compliance with Nasdaq’s listing rules 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 previously-announced restatement of its financial statements; further delays 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 21, 2026

**Hub Group, Inc.**

By: /s/ Kevin W. Beth

Name: Kevin W. Beth

Title: Executive Vice President, Chief Financial Officer and Treasurer

## Hub Group Receives Expected Deficiency Notice from Nasdaq Related to Delayed Filing of Quarterly Report on Form 10-Q

**OAK BROOK, Ill., May 21, 2026** -- Hub Group, Inc. (Nasdaq: HUBG) today announced that on May 19, 2026, as expected, it received a notice indicating that the Company was not in compliance with Nasdaq Listing Rule 5250(c)(1) (the "Listing Rule") as a result of its failure to timely file its Form 10-Q for the quarter ended March 31, 2026 (the "Form 10-Q"). The Listing Rule requires Nasdaq-listed companies to timely file all required periodic reports with the SEC.

The Notice has no immediate effect on the listing or trading of the Company's common stock on Nasdaq. As previously disclosed, the Nasdaq Stock Market LLC ("Nasdaq") has granted a 180-day exception period, or until September 14, 2026, for the Company to regain compliance with the Listing Rule. The Company intends to regain compliance on or prior to such date.

Hub Group continues to work diligently to complete the restatements of its financial statements for the years ended December 31, 2024 and 2023 and the quarterly periods ended March 31, 2025, June 30, 2025 and September 30, 2025 and to file its Form 10-K for the year ended December 31, 2025. The Company expects to file the Form 10-Q for the quarter ended March 31, 2026 as soon as practicable after the filing of the Form 10-K.

### Certain Forward-Looking Statements

Statements in this press release 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 timing of the restatement of the Company's financial statements for the impacted periods and the filing of its Form 10-K for the year ended December 31, 2025 and its Form 10-Q for the quarterly period ended March 31, 2026, Hub Group's plans to regain compliance with Nasdaq's listing rules, and any other statements regarding Hub Group'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 Hub Group 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 previously-announced restatement of its financial statements; the impact that further delays in the financial close process or the related audit may have on Hub Group's business, financial condition and results of operations, and other risks discussed under the "Risk Factors" section in Hub Group'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 Hub Group assumes no obligation to update any such forward-looking statements.

### About Hub Group

Hub Group offers comprehensive transportation and logistics management solutions. Keeping our customers' needs in focus, Hub Group designs, continually optimizes, and applies industry-leading technology to our customers' supply chains for better service, greater efficiency, and total visibility. As an

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award-winning, publicly traded company (Nasdaq: HUBG), our approximately 6,000 employees and drivers across the globe are always in pursuit of “The Way Ahead” – a commitment to service, integrity and innovation. For more information, visit [hubgroup.com](http://hubgroup.com).

CONTACT: Garrett Holland, [InvestorRelations@hubgroup.com](mailto:InvestorRelations@hubgroup.com)