
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

HUB GROUP, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies: _____
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 - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
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HUB GROUP, INC.

**SUPPLEMENT TO PROXY STATEMENT DATED APRIL 9, 2019
FOR THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON MAY 23, 2019**

This Supplement provides updated information with respect to the 2019 Annual Meeting of Stockholders (the “Annual Meeting”) of Hub Group, Inc. (the “Company”) to be held on May 23, 2019.

On April 9, 2019, the Company commenced mailing a Notice of Annual Meeting of Stockholders and Definitive Proxy Statement (the “Notice and Proxy Statement”) for the Annual Meeting. This Supplement describes a recent change in the proposed nominees for election to the Board of Directors of the Company (the “Board”) and a change to reduce the number of directors of the Company to seven. Please read this Supplement in conjunction with the Notice and Proxy Statement.

Withdrawal of Nominee for Election as Director

On May 6, 2019, Donald G. Maltby notified the Company of his decision to retire from his positions as President and Chief Operating Officer. His retirement from the Company is expected to be effective June 30, 2019. Mr. Maltby also resigned as a director of the Company, effectively immediately, and he asked the Board to withdraw his name from nomination for re-election to the Board. Mr. Maltby resigned due to personal reasons and not due to any disagreement on any matter relating to the Company’s operations, policies or practices. Due to his resignation, Mr. Maltby’s name has been withdrawn from nomination for re-election to the Board at the Annual Meeting. The Board has determined that it will not nominate a replacement director for election at the Annual Meeting.

Board Determination to Set the Number of Directors as Seven

In light of the withdrawal of Mr. Maltby’s name as a nominee for re-election to the Board, as well as the Board’s decision not to replace Mr. Maltby with a new nominee, the Board will reduce the number of directors that shall constitute the Board of the Company to seven.

Voting Matters

If you have already returned your proxy card or provided voting instructions, you do not need to take any action unless you wish to change your vote.

The seven remaining nominees for election to the Board are named in the Notice and Proxy Statement. Notwithstanding Mr. Maltby’s withdrawal, the proxy card included with the Notice and Proxy Statement remains valid, and no new proxy cards will be distributed. All proxy cards and voting instructions returned by stockholders will be voted at the Annual Meeting unless revoked, except that any votes cast with respect to Mr. Maltby will be disregarded because he is no longer standing for re-election. If you have not yet returned your proxy card or submitted your voting instructions, please complete the proxy card or submit voting instructions so that your vote will be counted at the Annual Meeting.

None of the other proposals set forth in the Notice and Proxy Statement, or votes cast thereon, are affected by this Supplement. Information regarding how to vote your shares, or change your vote, is available in the Proxy Statement. The Notice and Proxy Statement and this Supplement are available at www.hubgroup.com under the *Investors* tab. This Supplement is being made available on or about May 9, 2019.
