
**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 21, 2025**

OLD DOMINION FREIGHT LINE, INC.

(Exact name of Registrant as Specified in Its Charter)

Virginia
(State or Other Jurisdiction
of Incorporation)

0-19582
(Commission File Number)

56-0751714
(IRS Employer
Identification No.)

500 Old Dominion Way
Thomasville, North Carolina
(Address of Principal Executive Offices)

27360
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(336) 889-5000**

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
Common Stock (\$0.10 par value)

Trading Symbol(s)
ODFL

Name of each exchange on which registered
The Nasdaq Stock Market LLC

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 21, 2025, as further described in Item 5.07 below, the shareholders of Old Dominion Freight Line, Inc. (the “Company”) approved the Old Dominion Freight Line, Inc. 2025 Stock Incentive Plan (the “Plan”) at the Company’s annual meeting of shareholders (the “Annual Meeting”). The Plan previously had been approved, subject to shareholder approval, by the Company’s Board of Directors.

A summary of the material terms of the Plan is set forth in “Proposal 3 – Approval of the Old Dominion Freight Line, Inc. 2025 Stock Incentive Plan” in the Company’s definitive proxy statement for the Annual Meeting filed with the Securities and Exchange Commission on April 21, 2025 (the “Proxy Statement”). That summary and the foregoing description of the Plan are qualified in their entirety by reference to the text of the Plan, a copy of which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 21, 2025, the Company held the Annual Meeting. The following matters, which are described in more detail in the Proxy Statement, were voted upon by the Company’s shareholders at the Annual Meeting. The final voting results are reported below.

Proposal 1 – Election of Twelve Directors

Each of the following individuals were elected by the shareholders to serve as directors for one-year terms and until their respective successors have been elected and qualified or until their death, resignation, removal or disqualification or until there is a decrease in the number of directors, and received the number of votes set opposite their respective names:

Nominee	For	Withheld	Broker Non-Votes
Sherry A. Aaholm	171,617,998	11,481,035	4,885,833
David S. Congdon	179,906,773	3,192,260	4,885,833
John R. Congdon, Jr.	177,359,758	5,739,275	4,885,833
Andrew S. Davis	181,917,403	1,181,630	4,885,833
Kevin M. Freeman	181,795,292	1,303,741	4,885,833
Bradley R. Gabosch	180,693,941	2,405,092	4,885,833
Greg C. Gantt	180,878,501	2,220,532	4,885,833
John D. Kasarda	163,173,588	19,925,445	4,885,833
Debra S. King	182,798,997	300,036	4,885,833
Cheryl S. Miller	181,885,461	1,213,572	4,885,833
Wendy T. Stallings	181,058,369	2,040,664	4,885,833
Thomas A. Stith, III			
	180,770,479	2,328,554	4,885,833

Proposal 2 – Approval, on an Advisory Basis, of the Compensation of the Company's Named Executive Officers

The compensation of the Company’s named executive officers was approved, on an advisory basis, by the shareholders based on the following vote:

For	Against	Abstain	Broker Non-Votes
172,792,798	10,186,827	119,408	4,885,833

Proposal 3 – Approval of the Old Dominion Freight Line, Inc. 2025 Stock Incentive Plan

The Plan was approved by the shareholders based on the following vote:

For	Against	Abstain	Broker Non-Votes
176,133,661	6,898,454	66,918	4,885,833

Proposal 4 – Ratification of the Appointment of the Company’s Independent Registered Public Accounting Firm

The ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2025 was approved by the shareholders based on the following vote:

For	Against	Abstain
178,191,945	9,711,956	80,965

Proposal 5 – Shareholder Proposal

A shareholder proposal regarding emission reduction targets was not approved by the shareholders based on the following vote:

For	Against	Abstain	Broker Non-Votes
27,731,468	154,195,082	1,172,483	4,885,833

Item 8.01. Other Events.

On May 22, 2025, the Company issued a press release announcing that its Board of Directors had declared a quarterly cash dividend of \$0.28 per share of common stock, payable on June 18, 2025, to shareholders of record at the close of business on June 4, 2025. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
10.1	Old Dominion Freight Line, Inc. 2025 Stock Incentive Plan, incorporated herein by reference to Exhibit 99.1 to the Registration Statement on Form S-8 (File No. 333-287462) filed on May 21, 2025
99.1	Press Release dated May 22, 2025
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

OLD DOMINION FREIGHT LINE, INC.

By: /s/ Clayton G. Brinker
Clayton G. Brinker
Vice President – Accounting and Finance
(Principal Accounting Officer)

Date: May 22, 2025
