

WAGGONER DOUGLAS R  
Form 4  
March 22, 2018

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
WAGGONER DOUGLAS R

(Last) (First) (Middle)

C/O ECHO GLOBAL LOGISTICS, INC., 600 WEST CHICAGO AVENUE, SUITE 725

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Echo Global Logistics, Inc. [ECHO]

3. Date of Earliest Transaction (Month/Day/Year)

03/20/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                                      |
| Common Stock                    | 03/20/2018                           |  | M <sup>(1)</sup>               |   | 1,802   | A  | \$ 6.94                                    |
|                                 |                                      |  |                                |   | 310,402   |  |  |
| Common Stock                    | 03/20/2018                           |  | S <sup>(1)</sup>               |   | 1,802   | D  | \$ 28                                      |
|                                 |                                      |  |                                |   | 308,600   |  |  |
| Common Stock                    | 03/21/2018                           |  | M <sup>(1)</sup>               |   | 23,198  | A  | \$ 6.94                                    |
|                                 |                                      |  |                                |   | 331,798   |  |  |
| Common Stock                    | 03/21/2018                           |  | S <sup>(1)</sup>               |   | 23,198  | D  | \$ 28.0359                                 |
|                                 |                                      |  |                                |   | 308,600   |  | <u>(2)</u>                                 |

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy)                | \$ 6.94  | 03/20/2018                           |  | M                              | 1,802   | 12/31/2010 <sup>(3)</sup> 06/24/2019                     | Common Stock  | 1,802                      |
| Stock Option (Right to Buy)                | \$ 6.94  | 03/21/2018                           |  | M                              | 23,198  | 12/31/2010 <sup>(3)</sup> 06/24/2019                     | Common Stock  | 23,198                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| WAGGONER DOUGLAS R<br>C/O ECHO GLOBAL LOGISTICS, INC.<br>600 WEST CHICAGO AVENUE, SUITE 725<br>CHICAGO, IL 60654 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ David B. Menzel, by Power of Attorney  
03/22/2018  
\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) The exercises and sales reported on this Form 4 were effectuated pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 5, 2014.

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- The price is the weighted average price for the transactions reported on this line. The range of prices for the transactions reported on this
- (2) line is between \$28.00 and \$28.1500 per share. Complete information regarding the number of shares sold at each separate price will be provided upon request by the Commission Staff, the issuer or a security holder of the issuer.
  - (3) Date at which first vesting occurs is indicated. 11,250 of the shares originally subject to the option became exercisable at the first vesting date, and the remaining 33,750 shares became exercisable in annual installments of 11,250 beginning on December 31, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.