

Con-way Inc.  
Form SC 14D9/A  
October 19, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**SCHEDULE 14D-9**  
**(Rule 14d-101)**  
**SOLICITATION/RECOMMENDATION STATEMENT**  
**UNDER SECTION 14(d)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. 5)**

**CON-WAY INC.**  
**(Name of Subject Company)**

**CON-WAY INC.**  
**(Name of Persons Filing Statement)**

**COMMON STOCK, PAR VALUE \$0.625 PER SHARE**  
**(Title of Class of Securities)**

**205944101**

**(CUSIP Number of Class of Securities)**

**Stephen K. Krull**

**Executive Vice President, General Counsel and Secretary**

**Con-way Inc.**

**2211 Old Earhart Road, Suite 100**

**Ann Arbor, Michigan 48105**

**Telephone (734) 757-1444**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications  
on Behalf of the Person Filing Statement)**

***COPIES TO:***

**Thomas Cole**

**Larry Barden**

**Scott Williams**

**Sidley Austin LLP**

**1 South Dearborn Street**

**Chicago, Illinois 60603**

**Telephone (312) 853-7000**

**Fax (312) 853-7036**

“ Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.



This Amendment No. 5 (this **Amendment** ) to Schedule 14D-9 amends and supplements the Solicitation/Recommendation Statement on Schedule 14D-9 (as amended from time to time, the **Schedule 14D-9** ) originally filed by Con-way Inc., a Delaware corporation ( **Con-way** ), with the Securities and Exchange Commission (the **SEC** ) on September 22, 2015, relating to the tender offer by Canada Merger Corp., a Delaware corporation ( **Purchaser** ) and a wholly owned subsidiary of XPO Logistics, Inc., a Delaware corporation ( **XPO** or **Parent** ), to purchase any and all of the shares of Con-way's common stock, par value \$0.625 per share, net to the seller in cash, without interest, but subject to any required withholding of taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase, dated September 15, 2015, and the related Letter of Transmittal, copies of which are attached as Exhibits (a)(1)(A) and (a)(1)(B), respectively, to the Tender Offer Statement on Schedule TO filed by Parent and Purchaser with the SEC on September 15, 2015.

Except as otherwise set forth below, the information set forth in the Schedule 14D-9 remains unchanged and is incorporated herein by reference as relevant to the items in this Amendment. Capitalized terms used but not defined herein have the meanings ascribed to them in the Schedule 14D-9.

**Item 2. Identity and Background of Filing Person.**

*Item 2 of the Schedule 14D-9 is hereby amended and supplemented by adding the sentence below immediately following the last sentence of the second full paragraph on page 4 of the Schedule 14D-9 under the heading "Item 2. Identity and Background of Filing Person" Tender Offer :*

On October 19, 2015, the Offer was extended until 12:01 a.m., New York City time, on October 30, 2015.

**Item 8. Additional Information.**

*Item 8 of the Schedule 14D-9 is hereby amended and supplemented by replacing the last sentence under the heading "Item 8. Additional Information" Regulatory Approvals Other Jurisdictions on page 37 of the Schedule 14D-9 with the sentences below:*

On October 16, 2015, the Mexican Federal Economic Competition Commission cleared the Offer and Merger under the competition laws of Mexico. With such clearances, the condition of the Offer relating to obtaining approvals under the competition laws of the Netherlands and Mexico has been satisfied.

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**CON-WAY INC.**

By: /s/ Stephen K. Krull  
Stephen K. Krull  
Executive Vice President, General  
Counsel and Secretary

Dated: October 19, 2015