

FORWARD AIR CORP  
Form S-8 POS  
November 13, 2006

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As filed with the Securities and Exchange Commission on November 13, 2006  
Registration No. 33-77944

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

**POST-EFFECTIVE AMENDMENT  
TO  
FORM S-8 REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**FORWARD AIR CORPORATION**  
(Exact name of registrant as specified in its charter)

**Tennessee**  
(State or other jurisdiction  
of incorporation or organization)

**62-1120025**  
(I.R.S. Employer Identification No.)

**430 Airport Road  
Greeneville, Tennessee**  
(Address of principal executive offices)

**37745**  
(Zip Code)

**Forward Air Corporation Employee Stock Purchase Plan**  
(Full title of the plan)

**Matthew J. Jewell**  
**Senior Vice President, General Counsel and Secretary**  
**430 Airport Road**  
**Greeneville, Tennessee 37745**  
(Name and address of agent for service)

**(423) 636-7000**  
(Telephone number, including area code, of agent for service)



**EXPLANATORY NOTE**

Forward Air Corporation, a Tennessee corporation (the “Registrant”), is filing this Post-Effective Amendment to deregister certain securities originally registered pursuant to the Registration Statement on Form S-8 filed on April 21, 1994 (File No. 33-77944) (the “Registration Statement”) with respect to shares of the Registrant’s common stock, par value \$0.01 per share (the “Common Stock”), thereby registered for offer or sale pursuant to the Forward Air Corporation Employee Stock Purchase Plan (the “Plan”). A total of 1,350,000 shares of the Common Stock were registered for issuance under the Registrant’s Plan.

The Plan has expired. Accordingly, pursuant to the undertaking contained in the Registration Statement to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering, the Registrant is filing this Post-Effective Amendment to the Registration Statement to deregister an aggregate of 1,177,956 shares of the Registrant’s Common Stock previously registered that have not been issued and will not in the future be issued under the Plan.

**Item 8.  
Exhibits**

| <u>Exhibit<br/>Number</u> | <u>Description</u>                             |
|---------------------------|--|
| 24.1                      | Power of Attorney (included on signature page) |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment to Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greeneville, State of Tennessee, on the 13th day of November, 2006.

Forward Air Corporation

Date: November 13, 2006

By: /s/ Bruce A. Campbell  
 Bruce A. Campbell  
 President and Chief Executive  
 Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, the administrator of the Registrant's Employee Stock Purchase Plan has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greeneville, State of Tennessee, on the 13th day of November, 2006.

Forward Air Corporation Employee Stock Purchase  
 Plan

Date: November 13, 2006

By: /s/ C. John Langley, Jr.  
 C. John Langley, Jr.  
 Chairman of the Compensation  
 Committee

KNOW ALL MEN BY THESE PRESENTS, each person whose signature appears below hereby constitutes and appoints Bruce A. Campbell, Rodney L. Bell and Matthew J. Jewell, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Post-Effective Amendment, and to file the same, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment has been signed by the following persons in the capacities and as of the dates indicated.

| <u>Signature</u>                                 | <u>Title</u>  | <u>Date</u>       |
|--|---|-------------------|
| /s/ Richard W. Hanselman<br>Richard W. Hanselman | Chairman of the Board   | November 13, 2006 |
| /s/ Bruce A. Campbell<br>Bruce A. Campbell       | President, Chief Executive Officer<br>and Director<br>(Principal Executive Officer) | November 13, 2006 |
| /s/ Rodney L. Bell                               | Chief Financial Officer, Senior Vice  | November 13, 2006 |

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Rodney L. Bell

President and Treasurer  
(Principal Financial and Accounting  
Officer)

/s/ C. Robert Campbell  
C. Robert Campbell

Director

November 13, 2006

/s/ C. John Langley, Jr.  
C. John Langley, Jr.  
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Director

November 13, 2006

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/s/ G. Michael Lynch  
G. Michael Lynch

Director

November 13, 2006

/s/ Ray A. Mundy  
Ray A. Mundy

Director

November 13, 2006

/s/ B. Clyde Preslar  
B. Clyde Preslar

Director

November 13, 2006

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**EXHIBIT INDEX**

Exhibit  
Number

Description

24.1

Power of Attorney (included on signature page)