

PACER INTERNATIONAL INC  
Form 425  
January 14, 2014

**Filed by Pacer International, Inc.**

**Pursuant to Rule 425 of the Securities Act of 1933**

**and deemed filed pursuant to Rule 14a-12**

**of the Securities Exchange Act of 1934, as amended**

**Subject Company: Pacer International, Inc.**

**(Commission File No. 000-49828)**

XPO Acquisition  
Update #1  
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**Additional Information**

In connection with the Merger, XPO will file with the U.S. Securities and Exchange Commission (the "SEC") a Registration Statement for XPO, a Prospectus for Pacer and a Prospectus of XPO, as well as other relevant documents concerning the proposed transaction. XPO AND PACER WILL FILE A REGISTRATION STATEMENT / PROSPECTUS REGARDING THE MERGER WHEN IT BECOMES AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS, AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and shareholders may obtain copies of these documents (when they are available) and other documents filed with the SEC at the

may also obtain, free of charge, copies of these documents filed with the SEC by XPO through the investor relations page on XPO's corporate website at [www.xpo.com](http://www.xpo.com) by contacting XPO Logistics, Inc. at Five Greenwich Office Park, Greenwich, CT 06831, Attention: Investor Relations. In addition, you may obtain copies of these documents filed with the SEC by Pacer through the investor relations page on Pacer's corporate website at [www.pacer.com](http://www.pacer.com) or by contacting Pacer at 10000 Perimeter Drive, Dublin, OH 43016, Attention: Investor Relations.

#### Participants in Solicitation

XPO, Pacer and their respective executive officers and directors may be deemed to be participants in the solicitation of proxies for the merger. Information about XPO's executive officers and directors is available in XPO's proxy statement on Schedule 14A filed with the SEC on April 27, 2013. Information about (1) Pacer's executive officers and directors is set forth in Pacer's Annual Report on Form 10-K for the year ended December 31, 2012, and (2) Pacer's ownership of the Pacer shares is set forth in Pacer's proxy statement on Schedule 14A filed with the SEC on March 13, 2013. Information regarding the direct and indirect interests of XPO, Pacer and their respective executive officers and directors in the merger is set forth in the proxy statement regarding the merger when it becomes available. Copies of these documents may be obtained, free of charge, as described above. This document does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any state that is unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made in violation of Section 10 of the Securities Act of 1933, as amended.

#### Forward Looking Statements

This document includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended. All statements other than statements of historical fact are, or may be deemed to be, forward-looking statements. In some cases, the use of forward-looking terms such as "anticipate," "estimate," "believe," "continue," "could," "intend," "may," "plan," "potential," "projection," "forecast," "goal," "guidance," "outlook," "effort," "target" or the negative of these terms or other comparable terms may identify forward-looking statements. Not all forward-looking statements are identified with these terms. Statements that are not forward-looking. These forward-looking statements are based on certain assumptions and analyses made by management based on historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances. There are many factors that could cause actual results, levels of activity, performance or achievements to differ from those levels of activity, performance or achievements expressed or implied by such forward-looking statements. Factors that might cause actual results to differ from those limited to, those discussed in XPO's and Pacer's filings with the SEC and the following: economic conditions generally; competition; the ability to execute its acquisition strategy; the expected impact of the acquisition of Pacer, including the expected impact on XPO's results of operations; regulatory approvals, Pacer shareholder approval and the satisfaction of other conditions to consummation of the transaction; the ability to raise debt and equity capital; XPO's ability to attract and retain key employees to execute its growth strategy, including retention; litigation related to misclassification of independent contractors; the ability to develop and implement a suitable information technology system with XPO's and Pacer's networks of third-party transportation providers; the ability to retain XPO's and Pacer's largest customers; the integration of acquired businesses; and governmental regulation. All forward-looking statements set forth in this document are qualified by this disclaimer. The actual results or developments anticipated will be realized or, even if substantially realized, that they will have the expected effect on our businesses or operations. Forward-looking statements set forth in this document speak only as of the date hereof, and neither XPO nor Pacer intend to update or revise forward-looking statements to reflect subsequent events or circumstances, changes in expectations or the occurrence of unanticipated events.

XPO Acquisition of Pacer

XPO  
and  
Pacer  
announced  
on

January

6

th

that

Pacer

has agreed to be acquired by XPO Logistics

Currently work is being done to obtain regulatory and shareholder approval of the transaction, with an anticipated 2Q14 closing

Prior to closing, XPO Logistics and Pacer will continue to operate as independent companies

Pacer remains committed, focused and driven on delivering the high level of service expected by our customers

There are no plans to consolidate operations

XPO will maintain Pacer's Dublin, OH location

Post closing, Pacer will become a strategic business unit (SBU) of XPO Logistics and will be led by Dan Avramovich, current Pacer Chairman and CEO

Substantially all of the Pacer Management team will remain in place

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#### What You Need to Know

##### XPO Logistics:

Headquartered in Greenwich, CT and has 94 locations in the U.S. and Canada

Chairman and CEO is Bradley Jacobs

Provides freight brokerage (Truckload, LTL, Heavy Haul), Last-Mile, Expedited Transportation, Managed Transportation and Freight Forwarding services

Website: [www.XPOLogistics.com](http://www.XPOLogistics.com)

Stock Symbol: XPO

Business with Pacer continues as usual, with no changes in your sales and other Pacer contacts

Customer service remains our top priority and will not be negatively impacted by the acquisition

No change to the current contractual arrangements

We will provide updates as the process continues

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Combining Complementary Companies

Customers

Complementary customer bases

Broader portfolio of Global

Logistics solutions

Compatible service focus

Capability to provide an unmatched  
logistics portfolio

Employees

Apply skills to a larger customer  
base

Development and growth  
opportunities in a larger  
organization

Unmatched

Logistics

Portfolio

Intermodal (3rd Largest)

Truck Brokerage (4th Largest)

Last Mile Delivery (Largest)

Expedited (Top 5)

Transportation Management

Freight Forwarding

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### Exciting Opportunity For Our Customers

Pacer as an SBU of XPO Logistics is better positioned to help our customers achieve their business goals.

Leveraging our increased capacity of Intermodal, global supply

chain solutions, freight brokerage, Last Mile, and Expedited services drives thought leadership and solution innovation

Integration of our complete suite of products and services enables cross selling opportunities, providing us with greater flexibility as your partner to meet your goals and objectives

Supported by a leading edge technology platform and world class customer service, our customers will realize benefits beyond our current capabilities

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