

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): August 7, 2023

Yellow Corporation

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-12255
(Commission File Number)

48-0948788
(IRS Employer
Identification No.)

501 Commerce Street, Suite 1120, Nashville, Tennessee
(Address of Principal Executive Offices)

37203
(Zip Code)

Registrant's Telephone Number, Including Area Code: (913) 696-6100

(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	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	YELL	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 2.02 Results of Operations and Financial Condition

On August 9, 2023, Yellow Corporation (the "Company") issued a press release announcing financial results as of and for the quarter ended June 30, 2023. A copy of the press release is furnished as Exhibit 99.1 to this report.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 7, 2023, the Company was notified by the Listing Qualifications Staff (the "Staff") of the Nasdaq Stock Market LLC ("Nasdaq") that it commenced proceedings to delist the common stock of the Company, par value \$0.01 (the "Common Stock") pursuant to Nasdaq Listing Rules 101, 5110(b) and IM-5101-1, and has determined that the Common Stock will be delisted from the Nasdaq due to the Company's filing of a voluntary cases under Chapter 11 of the Bankruptcy Code. The Company does not intend to appeal the determination and, therefore, it is expected that its Common Stock will be delisted, which would not affect any actions it may take in bankruptcy and does not change its reporting requirements under the rules of the Securities and Exchange Commission (the "SEC").

Trading of the Common Stock will be suspended by Nasdaq at the opening of business on August 16, 2023.

Item 7.01. Regulation FD Disclosure.

As disclosed in Item 2.02 above, on August 9, 2023, the Company issued a press release announcing its financial results as of and for the quarter ended June 30, 2023, attached hereto as Exhibit 99.1. The information set forth in Items 2.02 and 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is deemed to be "furnished" and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Cautionary Statement Regarding Forward-Looking Information

This Current Report on Form 8-K and the exhibits hereto contain certain "forward-looking statements." All statements other than statements of historical fact are "forward-looking" statements for purposes of the U.S. federal and state securities laws. These statements may be identified by the use of forward-looking terminology such as "anticipate," "believe," "continue," "could," "estimate," "expect," "intend," "may," "might," "our vision," "plan," "potential," "preliminary," "predict," "should," "will," or "would" or the negative thereof or other variations thereof or comparable terminology. These forward-looking statements are subject to a number of factors and uncertainties that could cause the Company's actual results to differ materially from those expressed in or contemplated by the forward-looking statements. Such factors include, but are not limited to: risks attendant to the bankruptcy process, including the Company's ability to obtain court approval from the Bankruptcy Court with respect to motions or other requests made to the Bankruptcy Court throughout the course of the Chapter 11 Cases; the effects of the Chapter 11 Cases, including increased legal and other professional costs necessary to execute the Company's liquidation, on the Company's liquidity (including the availability of operating capital during the pendency of the Chapter 11 Cases), results of operations or business prospects; the effects of the Chapter 11 Cases on the interests of various constituents and financial stakeholders; the length of time that the Company will operate under Chapter 11 protection and the continued availability of operating capital during the pendency of the Chapter 11 Cases; objections to the Company's restructuring process or other pleadings filed that could protract the Chapter 11 Cases; risks associated with third-party motions in the Chapter 11 Cases; Bankruptcy Court rulings in the Chapter 11 Cases and the outcome of the Chapter 11 Cases in general; the Company's ability to comply with the restrictions imposed by the terms and conditions of its financing arrangements; employee attrition and the Company's ability to retain senior management and other key personnel due to the distractions and uncertainties; the Company's ability to maintain relationships with suppliers, customers, employees and other third parties and regulatory authorities as a result of the Chapter 11 Cases; the impact and timing of any cost-savings measures and related local law requirements in various jurisdictions; finalization of the Company's annual and quarterly financial statements (including finalization of the Company's impairment tests), completion of standard annual and quarterly-close processes; risks relating to the delisting of the Common Stock from Nasdaq and future quotation of the Common Stock; the effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures, and the potential for additional material weaknesses in the Company's internal controls over financial reporting or other potential weaknesses of which the Company is not currently aware or which have not been detected; the impact of litigation and regulatory proceedings; the impact and timing of any cost-savings measures; and other factors discussed in the Company's Annual Report on Form 10-K and subsequent quarterly reports on Form 10-Q filed with the SEC. These risks and uncertainties may cause the Company's actual results, performance, liquidity or achievements to differ materially from any future results, performance, liquidity or achievements expressed or implied by these forward-looking statements. For a further list and description of such risks and uncertainties, please refer to the Company's filings with the SEC that are available at www.sec.gov. The Company cautions you that the list of important factors included in the Company's SEC filings may not contain all of the material factors that are important to you. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this report may not in fact occur. The Company undertakes no obligation to publicly update or revise any forward-looking statement, including the Projections, as a result of new information, future events or otherwise, except as otherwise required by law.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	Press release issued by the Company, dated August 9, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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 thereunto duly authorized.

YELLOW CORPORATION

Date: August 9, 2023

By: /s/ Leah K. Dawson

Leah K. Dawson

Executive Vice President, General Counsel and Secretary

News Release



Yellow Corporation Reports Second Quarter 2023 Results

NASHVILLE, Tenn., August 9, 2023 – Yellow Corporation (NASDAQ: YELL) reported results for the second quarter ended June 30, 2023. Operating revenue was \$1.127 billion and operating income was \$38.9 million which included a \$75.9 million gain on property disposals. In comparison, operating revenue in the second quarter of 2022 was \$1.424 billion and operating income was \$99.2 million which included a \$3.2 million net gain on property disposals.

Net loss for second quarter 2023 was \$14.7 million, or \$0.28 per share, compared to net income of \$60.0 million, or \$1.17 per share in the second quarter 2022.

Following a substantial workforce reduction impacting all areas of the organization, on August 6th, the Company and its domestic subsidiaries filed voluntary petitions (the “Chapter 11 Cases”) in the United States Bankruptcy Court for the district of Delaware seeking relief under Chapter 11 of Title 11 of the United States Bankruptcy Code.

Investor Contact: investor@myyellow.com

Media Contact: media@myyellow.com

CONSOLIDATED BALANCE SHEETS
Yellow Corporation and Subsidiaries
(Amounts in millions except per share data)

	June 30, 2023 (Unaudited)	December 31, 2022
Assets		
Current Assets:		
Cash and cash equivalents	\$ 112.8	\$ 235.1
Restricted amounts held in escrow	19.6	3.9
Accounts receivable, net	535.1	599.7
Prepaid expenses and other	151.1	75.4
Total current assets	818.6	914.1
Property and Equipment:		
Cost	3,065.9	3,109.0
Less - accumulated depreciation	(1,926.2)	(1,940.0)
Net property and equipment	1,139.7	1,169.0
Deferred income taxes, net	—	0.3
Pension	35.5	34.5
Operating lease right-of-use assets	123.1	139.7
Other assets	30.7	21.7
Total Assets	\$ 2,147.6	\$ 2,279.3
Liabilities and Shareholders' Deficit		
Current Liabilities:		
Accounts payable	\$ 175.7	\$ 188.6
Wages, vacations and employee benefits	235.1	221.4
Current operating lease liabilities	43.0	53.1
Other current and accrued liabilities	188.3	182.1
Current maturities of long-term debt	1,274.5	71.8
Total current liabilities	1,916.6	717.0
Other Liabilities:		
Long-term debt, less current portion	202.9	1,466.2
Deferred income taxes, net	0.5	—
Pension and postretirement	137.4	134.0
Operating lease liabilities	89.2	94.6
Claims and other liabilities	248.8	249.0
Commitments and contingencies		
Shareholders' Deficit:		
Cumulative preferred stock, \$1 par value per share	—	—
Common stock, \$0.01 par value per share	0.5	0.5
Capital surplus	2,396.6	2,393.4
Accumulated deficit	(2,522.5)	(2,453.2)
Accumulated other comprehensive loss	(229.7)	(229.5)
Treasury stock, at cost	(92.7)	(92.7)
Total shareholders' deficit	(447.8)	(381.5)
Total Liabilities and Shareholders' Deficit	\$ 2,147.6	\$ 2,279.3

STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME (LOSS)
Yellow Corporation and Subsidiaries
For the Three Months Ended June 30
(Amounts in millions except per share data, shares in thousands)
(Unaudited)

	Three Months		Six Months	
	2023	2022	2023	2022
Operating Revenue	\$ 1,126.8	\$ 1,423.7	\$ 2,285.4	\$ 2,684.1
Operating Expenses:				
Salaries, wages and employee benefits	686.3	736.7	1,358.8	1,447.7
Fuel, operating expenses and supplies	227.0	287.3	467.6	530.9
Purchased transportation	150.7	206.1	302.7	391.5
Depreciation and amortization	35.8	35.5	71.1	71.2
Other operating expenses	64.0	62.1	132.0	143.1
Gains on property disposals, net	(75.9)	(3.2)	(76.4)	(8.7)
Total operating expenses	<u>1,087.9</u>	<u>1,324.5</u>	<u>2,255.8</u>	<u>2,575.7</u>
Operating Income	<u>38.9</u>	<u>99.2</u>	<u>29.6</u>	<u>108.4</u>
Nonoperating Expenses:				
Interest expense	48.3	38.0	94.8	75.7
Non-union pension and postretirement benefits	1.1	(0.5)	2.3	(0.9)
Other, net	0.1	(0.1)	(0.1)	0.1
Nonoperating expenses, net	<u>49.5</u>	<u>37.4</u>	<u>97.0</u>	<u>74.9</u>
Income (loss) before income taxes	(10.6)	61.8	(67.4)	33.5
Income tax expense	4.1	1.8	1.9	1.0
Net income (loss)	(14.7)	60.0	(69.3)	32.5
Other comprehensive income (loss), net of tax	2.4	1.5	(0.2)	3.8
Comprehensive Income (Loss)	<u>\$ (12.3)</u>	<u>\$ 61.5</u>	<u>\$ (69.5)</u>	<u>\$ 36.3</u>
Average Common Shares Outstanding - Basic	52,010	51,342	51,871	51,217
Average Common Shares Outstanding - Diluted	52,010	52,135	51,871	52,183
Income (Loss) Per Share - Basic	\$ (0.28)	\$ 1.17	\$ (1.34)	\$ 0.64
Income (Loss) Per Share - Diluted	\$ (0.28)	\$ 1.15	\$ (1.34)	\$ 0.62
Operating Ratio ^(a) :	96.5%	93.0%	98.7%	96.0%

(a) Operating ratio is calculated as (i) 100 percent (ii) minus the result of dividing operating income by operating revenue or (iii) plus the result of dividing operating loss by operating revenue, and expressed as a percentage.

