

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 29, 2016

**Rush Enterprises, Inc.**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction  
of incorporation)

**0-20797**  
(Commission File Number)

**74-1733016**  
(IRS Employer Identification No.)

**555 IH-35 South, Suite 500**  
**New Braunfels, Texas**  
(Address of principal executive offices)

**78130**  
(Zip Code)

Registrant's telephone number, including area code: **(830) 302-5200**

Not Applicable

\_\_\_\_\_  
(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 (see General Instruction A.2. below):

- 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))
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**Item 7.01 Regulation FD Disclosure.**

From time to time, senior management of Rush Enterprises, Inc. (the “Company”) meets with current and potential investors and business analysts. The Company intends to use the presentation furnished as Exhibit 99.1 to this Current Report on Form 8-K, and incorporated into this Item 7.01 by reference (the “Investor Presentation”), at these meetings over the next couple of months. The Company intends to post the Investor Presentation in the “Investor Relations” section of its website at [www.rushenterprises.com](http://www.rushenterprises.com). The Company reserves the right to discontinue the availability of the Investor Presentation at any time.

The information furnished in this Item 7.01, including Exhibit 99.1, 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, unless the Company specifically states that the information is to be considered “filed” under the Exchange Act or incorporates it by reference into a filing under the Exchange Act or the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

99.1 Rush Enterprises, Inc. Investor Presentation

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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 hereunto duly authorized.

RUSH ENTERPRISES, INC.

Dated: August 29, 2016

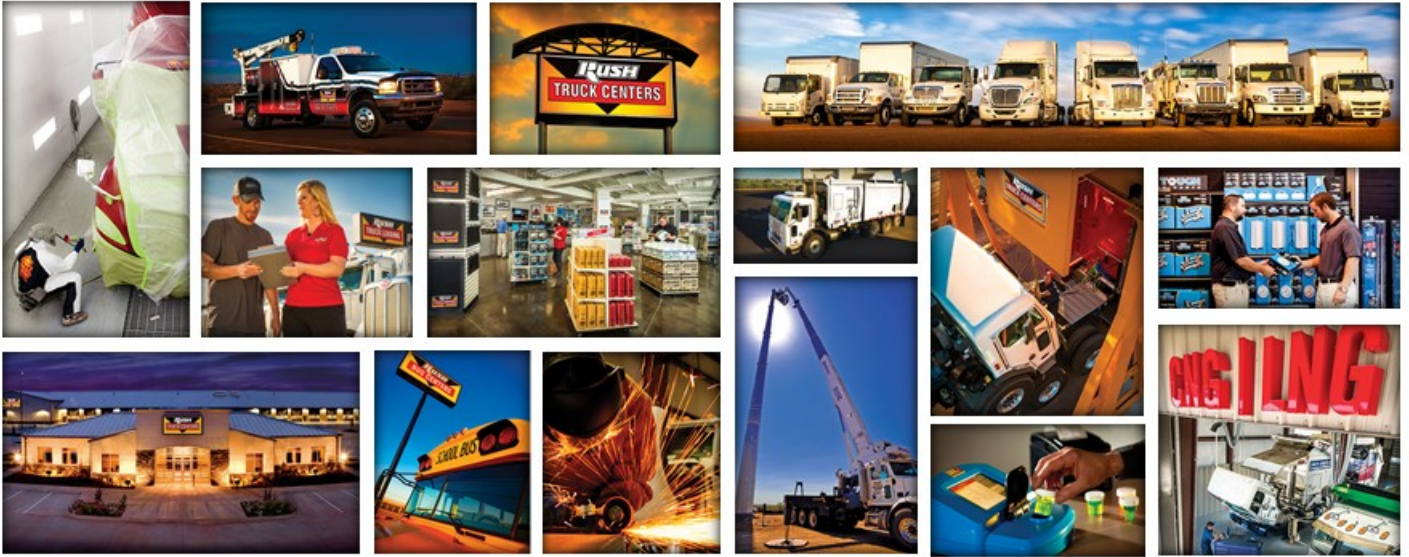
By: /s/ Steven L. Keller  
Steven L. Keller  
Senior Vice President, Chief Financial Officer and  
Treasurer

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**EXHIBIT INDEX**

**Exhibit No.**    **Description**

99.1            Rush Enterprises, Inc. Investor Presentation



August 29, 2016

expect more.

# Disclosure/Safe Harbor

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This presentation may contain forward-looking statements (as defined in the Private Securities Litigation Reform Act 1995). Any forward-looking statements are based on current expectations with respect to important risk factors. It is important to note that our actual results could materially differ from the results anticipated in any forward-looking statements that may be contained in this presentation. Important factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, future growth rates and margins for certain of our products and services, future supply and demand for our products and services, competitive factors, general economic conditions, cyclicalities, market conditions in the new and used commercial vehicle markets, customer relations, relationships with vendors, the interest rate environment, governmental regulation and supervision, seasonality, distribution networks, product introductions and acceptance, technological change, changes in industry practices and one-time events. Please refer to the documents that we have filed with the U.S. Securities and Exchange Commission for a discussion of these factors. We do not undertake any obligation to update any forward-looking statements contained in or incorporated in this presentation to reflect actual results, changes in assumptions or in other factors which may affect any forward-looking statements.

# Company Overview

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- Full service solutions provider to commercial vehicle industry
- 6,200 dedicated employees
- \$5.0 billion in revenue in 2015
- 37,702 trucks sold in 2015
- 5.2-6.7% U.S. Class 4-8 market share in 2015
- A and B common shares due to voting control requirements included in Peterbilt dealer agreements prior to IPO



# Commercial Vehicle Market

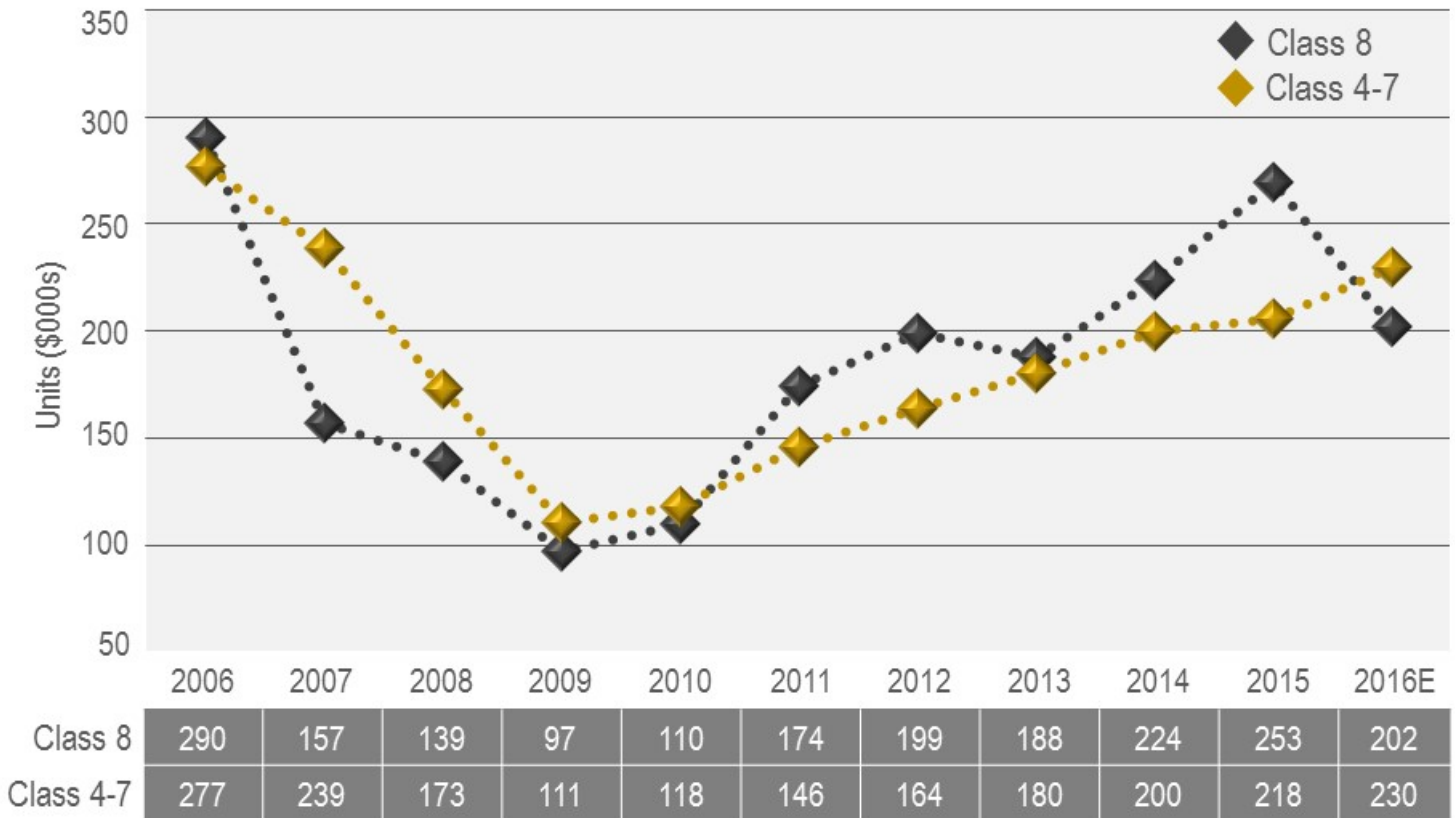
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- Market supply and demand negatively impacting used Class 8 truck values
- Declining sales/service to the energy sector and related geographic regions
- Overcapacity due to near record Class 8 truck sales in 2015
- Choppy freight environment
- Automotive strong; commercial and residential construction continues to improve; medium-duty market stable
- Vocational markets drive need for aftermarket solutions (construction, refuse)
- Alternative fuel vehicles adoption slowed but remain long-term growth opportunity
- Credit available; energy and used trucks under microscope





# US Retail Truck Sales



# Rush Truck Centers

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- Largest commercial vehicle dealer group in North America
- More than 100 locations in 21 states
- Broad market segment coverage
- Peterbilt and Navistar divisions
- Medium-duty operates within both divisions
- Leasing and rental
- Financial and insurance services
- Over 5 million square feet of premium facilities



# Peterbilt Division

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# Navistar Division

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# Rush Truck Centers Network

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# Solutions Network

- More than 100 Rush Truck Centers locations support all Rush businesses
- Capabilities for all makes and models
- Aftermarket parts
  - More than \$200 million parts inventory
  - Proprietary Rig Tough truck parts
  - RushCare Rapid Parts call centers
- Service and body shop
  - 2,318 service bays; 2,013 technicians; 29 collision centers
  - Complete range of maintenance solutions
  - 286 mobile service units; 122 technicians in customer shops
  - RushCare service and technology solutions
  - CNG/LNG service capabilities



# Natural Gas Sales and Service

- Natural gas-powered vehicles remain long-term growth opportunity
- Rush sales – more than 4,500 units since 2005
- Sales support
  - Green consultant
  - Sales specialists
- Parts and service support
  - Natural gas operations manager
  - 26 dedicated CNG locations
  - Natural gas service included in all new facility construction and expansion
  - Mobile service
  - 152 certified technicians
- Natural gas fuel system installation

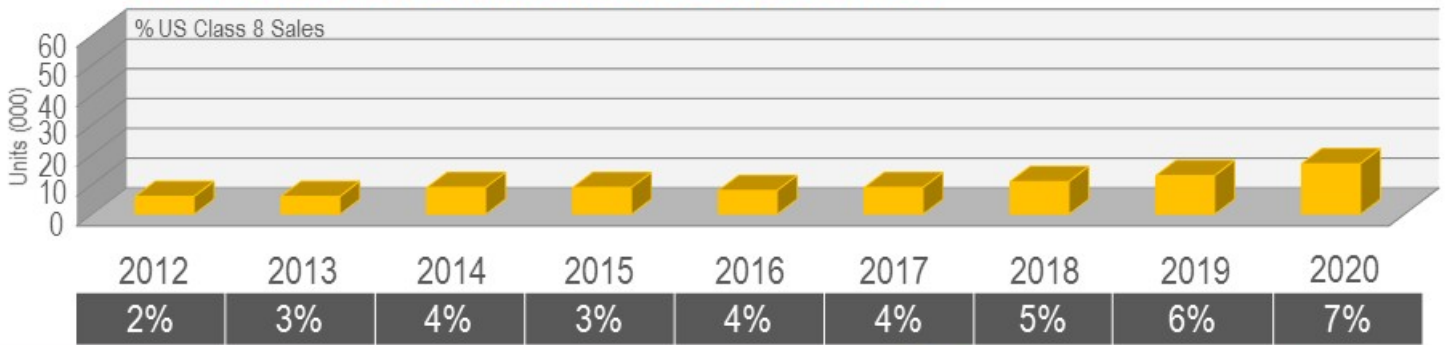


# Momentum Fuel Technologies

- Production began in 2015
- Innovative design and manufacturing capabilities
- Advanced safety features
- Installation expertise
- Nationwide service network
- Three configurations with more in development



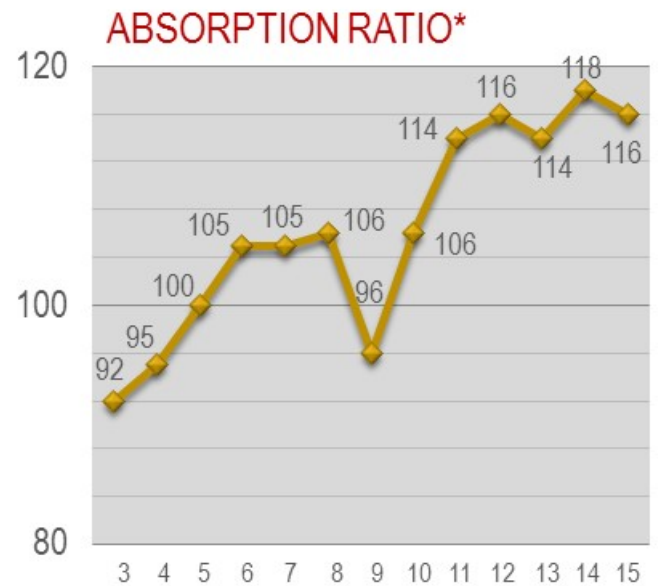
## U.S. CLASS 8 NATURAL GAS ADOPTION RATES





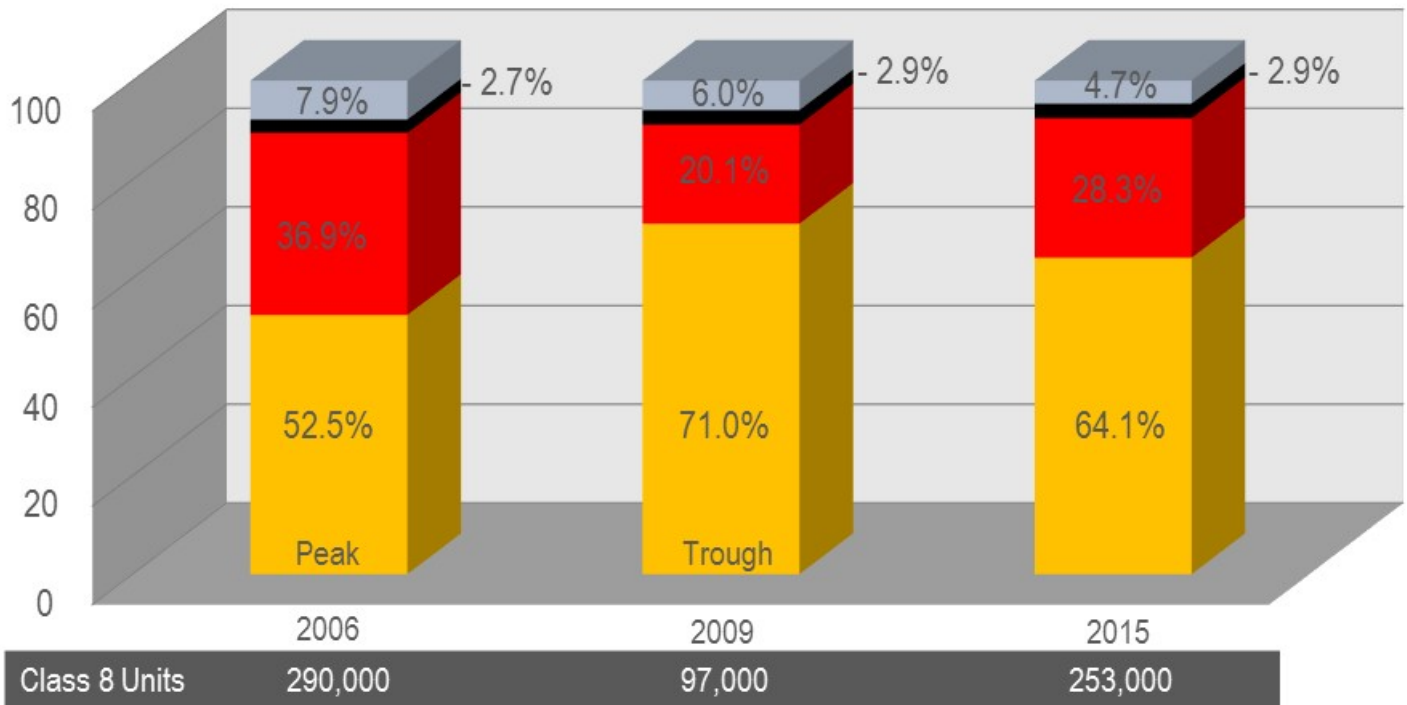
# Absorption Performance

- Critical metric for dealership efficiency
- Measures less cyclical gross profit compared to controllable expenses
- Above 95% in recession due to efficient expense management
- Entered up cycle at 106
- 116% overall in 2015



\*Absorption ratio is calculated by dividing the gross profit from the parts, service and body shop departments of a dealership by the overhead expenses of all of a dealership's departments, except for the selling expenses of new and used commercial vehicles and the carrying costs of the new and used commercial vehicle inventory.

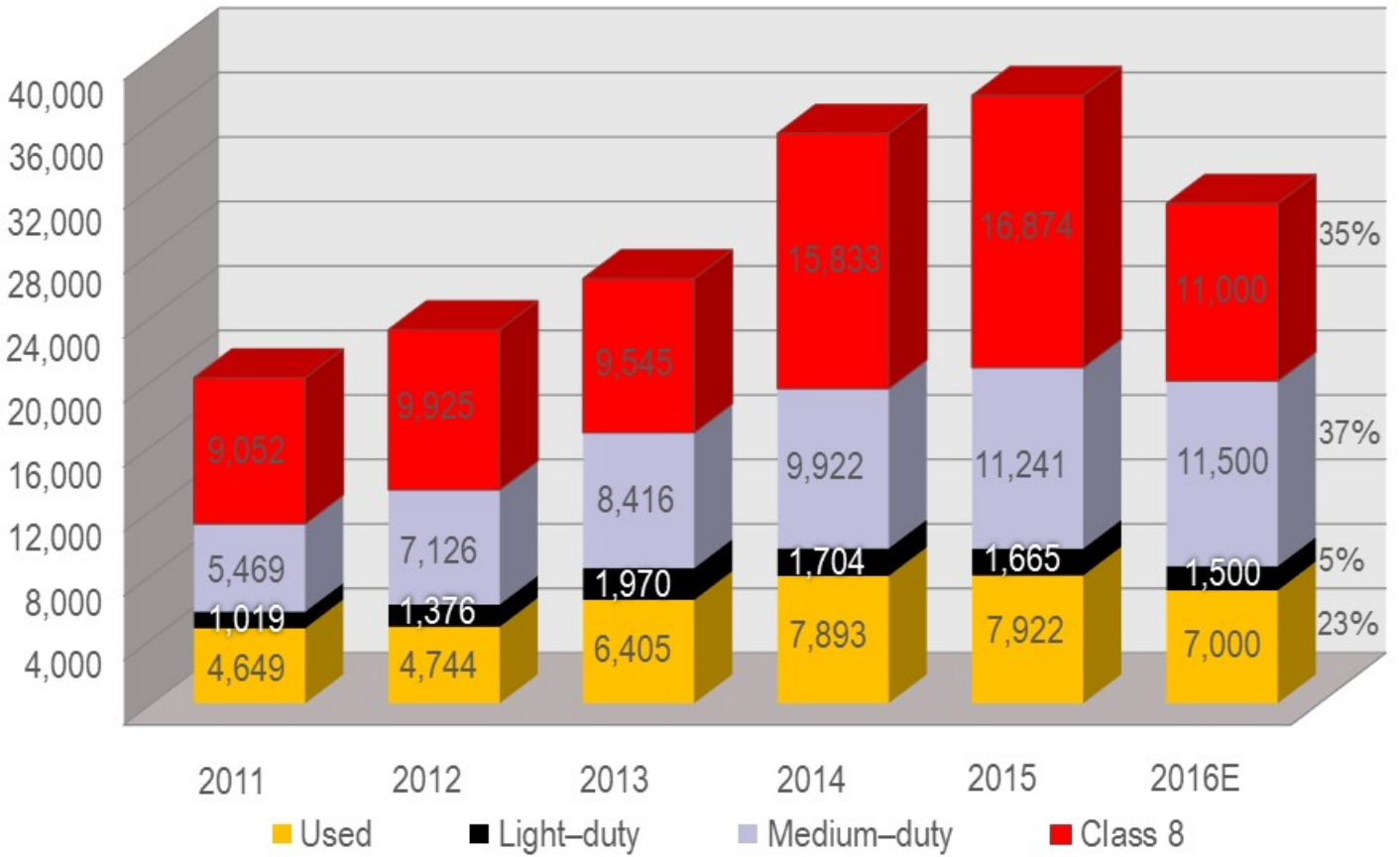
# Quality of Earnings



2015 GP Margin    Truck Sales 6.6% | Parts/Service 36.4% | Rental and Leasing 11.5%

■ Parts and Service    ■ Truck Sales    ■ Other    ■ Leasing and Rental

# Rush Annual Truck Sales



# Commercial Vehicle Franchises

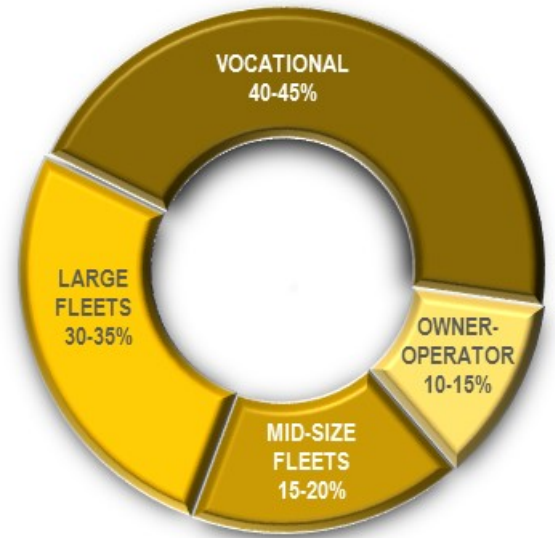
- Peterbilt, Class 6-8 – 51 locations, 11 states
- International, Class 5-8 – 45 locations, 9 states
- Ford, Class 3-7 – 7 locations, 7 states
- Hino, Class 5-7 – 29 locations, 11 states
- Isuzu, Class 4-5 – 24 locations, 9 states
- Mitsubishi Fuso, Class 4-5 – 5 locations, 3 states
- Blue Bird – 18 locations, 1 state
- Collins – 24 locations, 1 state
- Elkhart – 17 locations, 1 state
- IC Bus – 30 locations, 7 states
- Jerr-Dan – 29 locations, 4 states
- PacLease – 33 locations, 10 states
- Idealease – 29 locations, 9 states



# Rush Class 8 Customers

Rush 2015 US Class 8 market share – 6.7%

- Strong vocational component
- Large fleets consolidating
- Private mid-size fleets remain viable
- Independent owner-operator now variable component of truckload carrier



# Rush Class 4-7 Customers

Rush 2015 US Class 4-7 market share – 5.2%

- Vocational and specialty markets
- Ready-to-roll inventory
- National fleet accounts
- Market tied closely to the general economy

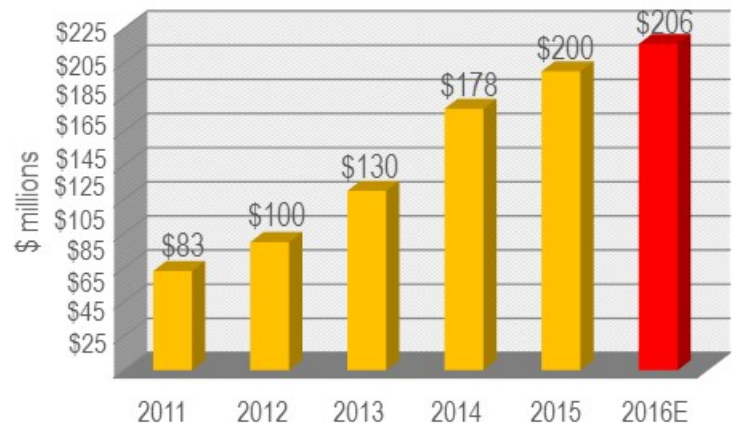


# Rush Truck Leasing

- Full service leasing and rental
- Lease trucks captive source for parts and service revenue
- PacLease and Idealease franchises
- 71 locations including 10 captive shops
- 7,927 units in truck fleet; 1,425 units under contract maintenance
- Growing need by customers for outsourced maintenance



LEASING AND RENTAL REVENUE



# Strategic Growth Initiatives

- 2020 financial goals
  - \$7 billion in annual revenue
  - 4% pretax profit margin
- Growth goals and opportunities
  - Increase same store U.S. parts market share from 4% to 6%
  - Expand vehicle technology and customer service solutions
  - Increase CNG fuel systems market share to 30% with Momentum Fuel Technologies
  - Increase U.S. Class 8 market share to 8%
  - Increase U.S. Class 4-7 market share to 7%
  - Continue evaluating acquisition and expansion opportunities
- Capital deployment
  - Enhanced investment discipline
  - Consistent shareholder return program

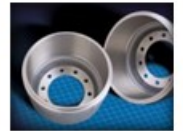


*expect more.*



# Company at a Glance

Rush Truck Centers  
Rush Bus Centers  
Rush Refuse Systems  
Rush Crane Systems  
Rush Towing Systems  
Rush Truck Leasing  
Rush Truck Financing  
Rush Truck Insurance Services  
Rig Tough Truck Parts  
Rig Tough Used Trucks  
Momentum Fuel Technologies  
Custom Vehicle Solutions  
Perfection Truck Parts and Equipment  
Chrome Country  
World Wide Tires



# Historical Results

\$ in millions, except per share amounts	2012	2013	2014	2015	6 months ended 6/30/2015	6 months ended 6/30/2016
Revenue	\$3,090.6	\$3,384.7	\$4,727.4	\$4,979.7	\$2,523.8	\$2,097.3
Gross Profit	\$500.8	\$572.0	\$756.0	\$784.9	\$401.3	\$363.7
Gross Profit Margin	16.2%	16.9%	16.0%	15.8%	15.9%	17.3%
Adjusted EBIT (1)*	\$105.6	\$95.4	\$133.2	\$108.8	\$60.5	\$28.4
Adjusted EBIT Margin*	3.4 %	2.8 %	2.8%	2.2%	2.4%	1.4%
Net Income	\$62.5	\$49.2	\$80.0	\$66.1	\$36.4	\$13.2
Adjusted Net Income (1)*	\$62.5	\$55.8	\$82.0	\$66.1	\$36.4	\$18.6
EPS	\$1.57	\$1.22	\$1.96	\$1.61	\$0.89	\$0.32
Adjusted EPS (1)*	\$1.57	\$1.38	\$2.01	\$1.61	\$0.89	\$0.46

(1) Excludes one-time charges related to W. Marvin Rush retirement accruals in 2013; a one-time charge related to impairment of the company's aircraft in 2014; and a one-time charge related to restructuring charges and real estate impairment in 2016.

\*Non-GAAP financial measure – see Appendix

# Adjusted Return on Invested Capital

\$ in thousands	2012	2013	2014	2015	6/30/2015	6/30/2016
Total debt	\$984,157	\$1,121,897	\$1,487,641	\$1,586,278	\$1,524,501	\$1,547,903
<b>Adjustments</b>						
Debt related to lease and rental fleet	(\$322,913)	(\$413,066)	(\$539,426)	(\$603,894)	(\$569,968)	(\$599,073)
Floor plan notes payable	(\$534,520)	(\$593,649)	(\$845,977)	(\$854,758)	(\$871,418)	(\$830,092)
Adjusted total debt*	\$126,724	\$115,182	\$102,238	\$127,626	\$83,115	\$118,738
Cash and cash equivalents	(\$198,773)	(\$217,305)	(\$191,463)	(\$64,847)	(\$72,948)	(\$92,664)
Adjusted net debt*	(\$72,049)	(\$102,123)	(\$89,225)	\$62,779	\$10,167	\$26,074
Shareholders' equity	\$607,946	\$665,381	\$764,339	\$844,897	\$808,196	\$846,007
Adjusted invested capital*	\$535,897	\$563,258	\$675,114	\$907,676	\$818,363	\$872,081
Adjusted return on invested capital (1)*	21.1%	17.4%	21.5%	13.7%	18.6%	9.1%

(1) Calculated by dividing adjusted EBIT by adjusted average invested capital. For interim periods the calculation is made using the previous twelve months' results.

\*Non-GAAP financial measure – see Appendix

# Free Cash Flow

\$ in thousands	2012	2013	2014	2015	12 months ended 6/30/2015	12 months ended 6/30/2016
Net cash provided by (used in) operations	\$219,336	\$173,488	\$88,937	\$227,250	\$104,669	\$387,859
Acquisition of property/equipment	(\$170,951)	(\$191,584)	(\$260,820)	(\$367,790)	(\$308,819)	(\$318,855)
Free cash flow*	\$48,385	(\$18,096)	(\$171,883)	(\$140,540)	(\$204,150)	\$69,004
<b>Adjustments:</b>						
Draws (payments) on floor plan financing, net	(\$20,667)	\$46,085	\$207,458	\$31,568	\$173,882	(\$43,850)
Proceeds from lease/rental debt	\$144,639	\$161,767	\$214,622	\$162,497	\$185,271	\$146,128
Principal payments on lease/rental debt	(\$68,950)	(\$90,018)	(\$112,414)	(\$138,813)	(\$118,886)	(\$157,734)
Debt proceeds related to acquisitions	(\$51,407)	(\$23,939)	(\$43,317)	(\$5,645)	(\$5,645)	\$0
Non-maintenance capital expenditures	\$24,427	\$32,644	\$63,256	\$138,190	\$87,799	\$117,213
Adjusted free cash flow*	\$76,417	\$108,443	\$157,722	\$47,257	\$118,271	\$130,761

\*Non-GAAP financial measure – see Appendix



August 29, 2016

expect more.

# Appendix

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This presentation contains certain Non-GAAP financial measures as defined under SEC rules, such as Adjusted EBITDA, Adjusted EBIT, Adjusted EBIT Margin, Adjusted Net Income, Adjusted EPS, Adjusted Total Debt, Adjusted Net Debt, Adjusted Invested Capital, Adjusted Return on Invested Capital, Free Cash Flow, and Adjusted Free Cash Flow. The Company presents Adjusted EBITDA, Adjusted EBIT, Adjusted Net Income, and Adjusted EPS as additional information about its operating results.

Management believes the presentation of these Non-GAAP financial measures provides useful information about the results of operations of the Company for the current and past periods. Management believes that investors should have the same information available to them that management uses to assess the Company's operating performance and capital structure. These Non-GAAP financial measures should not be considered in isolation or as a substitute for the most comparable GAAP financial measures. Investors are cautioned that Non-GAAP financial measures utilized by the Company may not be comparable to similarly titled Non-GAAP financial measures used by other companies.

## Appendix Reconciliation Adjusted Net income and EPS

In thousands, except per share amounts	2012	2013	2014	2015	6 months ended 6/30/2015	6 months ended 6/30/2016
Net Income	\$62,455	\$49,217	\$79,957	\$66,053	\$36,357	\$13,212
<b>Adjustments</b>						
Income from discontinued operations						
Restructuring charges, net of tax						\$5,425
W. Marvin Rush retirement payment accrual, net of tax		\$6,574				
Aircraft impairment charge, net of tax			\$2,083			
<b>Adjusted Net Income*</b>	\$62,455	\$55,791	\$82,040	\$66,053	\$36,357	\$18,637
Diluted shares outstanding EPS	39,688	40,506	40,894	41,093	41,029	40,778
EPS	\$1.57	\$1.22	\$1.96	\$1.61	\$0.89	\$0.32
<b>Adjusted EPS*</b>	\$1.57	\$1.38	\$2.01	\$1.61	\$0.89	\$0.46

\*Non-GAAP financial measure

## Appendix Reconciliation Adjusted EBITDA and EBIT

\$ in thousands	2012	2013	2014	2015	6 months ended 6/30/2015	6 months ended 6/30/2016
Net Income	\$62,455	\$49,217	\$79,957	\$66,053	\$36,357	\$13,212
Adjusted Net Income*	\$62,455	\$55,791	\$82,040	\$66,053	\$36,357	\$18,637
Provision for Income Taxes	\$38,728	\$36,047	\$50,586	\$41,750	\$22,993	\$8,539
Interest expense	\$13,017	\$10,693	\$11,198	\$13,473	\$6,539	\$8,002
Depreciation and amortization	\$25,016	\$29,925	\$40,786	\$43,859	\$20,823	\$25,468
Aircraft impairment charge, net of tax			(\$2,083)			
(Gain) Loss on sales of assets	(\$176)	(\$5)	(\$151)	\$544	\$607	(\$5)
EBITDA*	\$139,040	\$132,451	\$182,376	\$165,679	\$87,319	\$60,641
Adjustment						
Interest expense associated with floor plan notes payable	(\$8,449)	(\$7,089)	(\$8,432)	(\$13,054)	(\$5,971)	(\$6,787)
Adjusted EBITDA*	\$130,591	\$125,362	\$173,944	\$152,625	\$81,348	\$53,854
Depreciation and amortization	(\$25,016)	(\$29,925)	(\$40,786)	(\$43,859)	(\$20,823)	(\$25,468)
Adjusted EBIT*	\$105,575	\$95,437	\$133,158	\$108,776	\$60,525	\$28,386

\*Non-GAAP financial measure