

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): December 3, 2024

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.01 par value	RUSHA	NASDAQ Global Select Market
Class B Common Stock, \$0.01 par value	RUSHB	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 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. 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 8.01 Other Events.

On December 3, 2024, the Company issued a press release announcing that the Company’s Board of Directors approved a new stock repurchase program authorizing the Company to repurchase up to an aggregate of \$150 million of Class A common stock and/or Class B common stock. The new stock repurchase program became effective on December 3, 2024, and replaced the Company’s previous \$150 million stock repurchase program that was terminated effective December 2, 2024.

A copy of the press release announcing the new stock repurchase program is attached to this report as Exhibit 99.2 and is incorporated by reference into this Item 8.01.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 [Rush Enterprises, Inc. Investor Presentation](#)

99.2 [Rush Enterprises, Inc. press release dated December 3, 2024.](#)

104 Cover Page Interactive Data File (formatted in Inline XBRL).

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: December 3, 2024

By: /s/ Steven L. Keller

Steven L. Keller

Chief Financial Officer and Treasurer



INVESTOR PRESENTATION

December 2024

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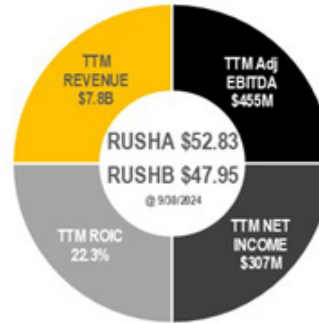
DISCLOSURE/SAFE HARBOR

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, supply chain issues, competitive factors, general economic conditions, cyclical, 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. In addition, the declaration and payment of cash dividends and authorization of future share repurchase programs remains at the sole discretion of the Company's Board of Directors and the issuance of future dividends and authorization of future share repurchase programs will depend upon the Company's financial results, cash requirements, future prospects, applicable law and other factors that may be deemed relevant by the Company's Board of Directors. 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.

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COMPANY PERFORMANCE

- The largest commercial vehicle dealer group in North America
- Full-service solutions provider to commercial vehicle industry
- 8,000 dedicated employees
- \$7.9B in revenue in 2023
- 39,686 trucks sold in 2023
- 2023 Class 8 market share: 6.2% U.S. and 2.0% Canada
- 2023 Class 4-7 market share: 5.1% U.S. and 2.9% Canada



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THE PREMIER FULL-SERVICE SOLUTIONS PROVIDER



Rush Truck Centers
Rush Refuse Systems
Rush Crane Systems
Rush Towing Systems
Rush Bus Centers
Rush Truck Leasing
Rush Truck Insurance Services

The House of Trucks
Cummins Clean Fuel Technologies
Custom Vehicle Solutions
Perfection Truck Parts & Equipment
Chrome Country
World Wide Tires

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INDUSTRY OUTLOOK

- Low freight rates and high interest rates negatively impacting over-the-road customers
- Commercial vehicle demand is weak but should improve in second half of 2025 due to emissions
- Vocational segments remain strong
- Used truck demand weak, but depreciation rates have normalized
- Parts and service demand is stable
- Emissions regulations significantly impacting commercial vehicle sales 2024-2027



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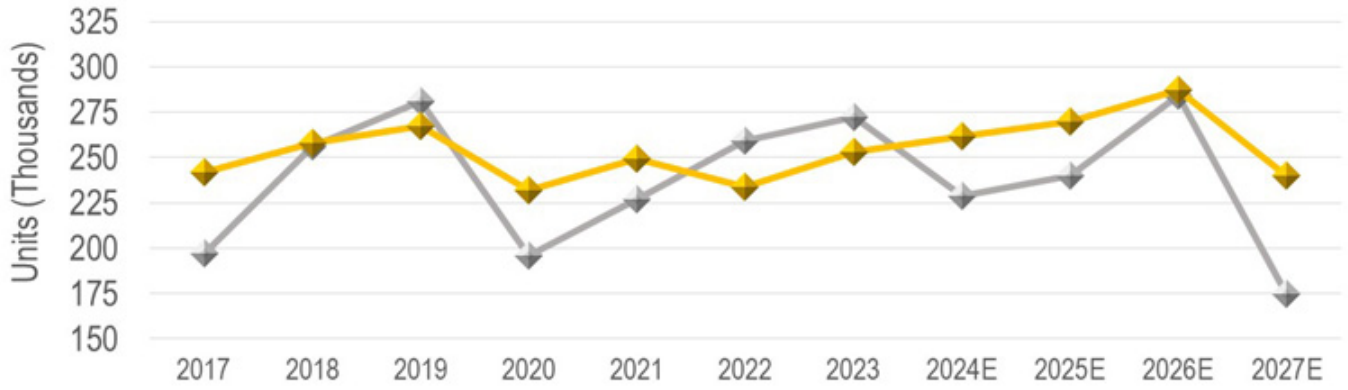
LIQUIDITY AND EXPENSE MANAGEMENT

- Strong free cash flow; \$185M in cash as of September 2024
- Continuing to invest in strategic initiatives
- Authorized \$150M share repurchase program in December 2024
- Quarterly cash dividend in Q3 2024 – \$0.18
- Disciplined expense management approach
- \$1.27B in floorplan facilities
- \$635M lines of credit available to finance lease and rental fleet
- \$154M of borrowing capacity remaining under credit facilities at 9/30/24



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U.S. RETAIL TRUCK SALES PROJECTIONS TO 2027



	2017	2018	2019	2020	2021	2022	2023	2024E	2025E	2026E	2027E
Class 8	197	256	281	196	227	259	272	248	227	293	185
Class 4-7	242	258	267	232	249	234	253	256	267	284	238

Source: ACT Research

↔ Class 8

◆ Class 4-7

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STRATEGIC GROWTH INITIATIVES

- Financial goals
 - \$10B in annual revenue
 - 6% return on sales
- Growth goals and opportunities
 - Grow aftermarket parts and service revenue to \$3.5B
 - Increase U.S. Class 8 market share to 7.5%
 - Increase U.S. Class 4-7 market share to 6.5%
 - Maintain RTL return on sales > 15%
- Capital deployment
 - Increase quarterly cash dividend 5-10% annually
 - Disciplined investment in strategic growth
 - Opportunistic share repurchase program



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SUSTAINABILITY – ESG

- Oversight by Nominating and Governance Committee of the Board
- Issued second Corporate Responsibility Report – November 2023
- Environmental
 - Supporting transition from fossil fuels (zero emission vehicles)
 - Working with OEMs on alternative fuel technologies
 - Cummins Clean Fuel Technologies joint venture
 - Reducing non-renewable energy consumption, GHG
- Social
 - Promoting diversity in workforce and leadership
 - Ensuring safety of workplace and communities
 - Annual employee engagement surveys
 - Maintaining robust cybersecurity programs



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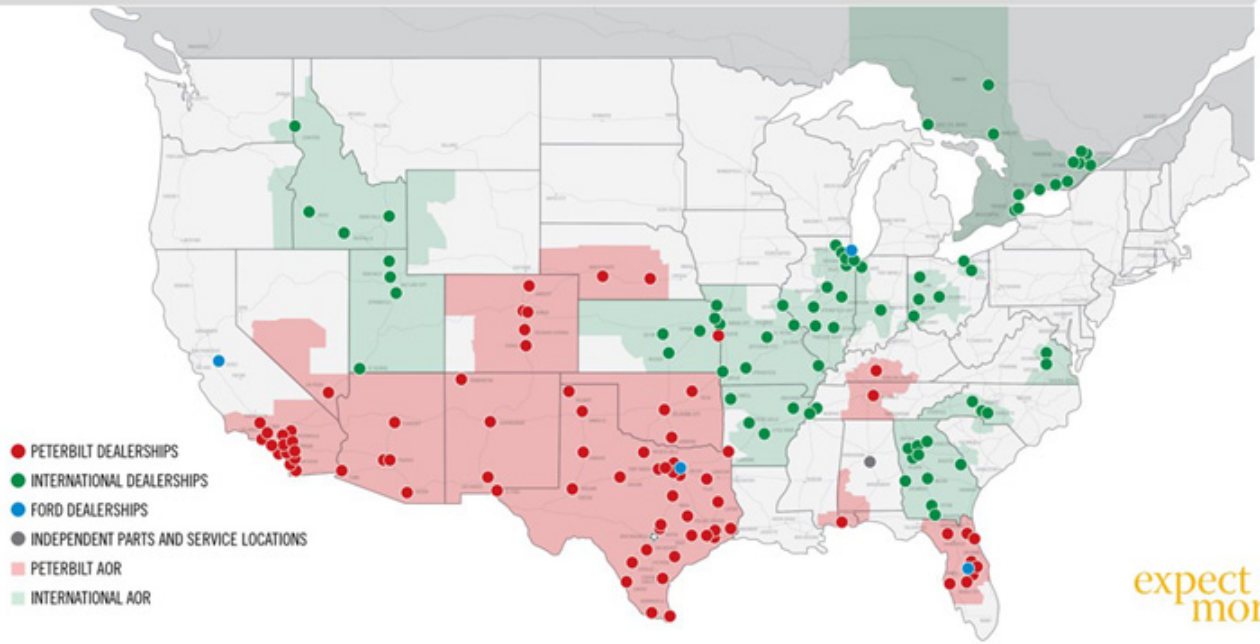
RUSH TRUCK CENTERS

- Largest commercial vehicle dealer network in North America
- 141 locations in 23 states, 13 locations in Canada
- Class 3-8 commercial vehicle sales, full range of aftermarket solutions
- Largest dealer group for Peterbilt, Navistar, Hino, Isuzu, Blue Arc, growing with Ford
- Broad market segment coverage
- Leasing and rental
- Finance and insurance services
- Over 6.5M square feet of premium facilities



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RUSH TRUCK CENTERS NETWORK



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SOLUTIONS NETWORK

- Capabilities for all makes and models
- Aftermarket parts
 - \$320 million parts inventory
 - Genuine OEM and all-makes parts, including proprietary Rig Tough and Premium Power powertrain parts
- Service and body shop
 - 2,678 service bays
 - 2,426 technicians in the U.S.
 - 167 technicians in Canada
 - 32 collision centers
 - 667 mobile and embedded technicians
 - Alternative power service capabilities



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AN UNRIVALED PORTFOLIO OF AFTERMARKET SOLUTIONS

SINGLE SOURCE SOLUTIONS



ALL-MAKES PARTS AND SERVICE EXPERTISE



MOBILE SERVICE AND ON-SITE TECHNICIANS



SAME-DAY XPRESS SERVICES



COLLISION AND BODY REPAIR SERVICES



VEHICLE MODIFICATION AND UPFITTING

RUSHCARE CUSTOMER EXPERIENCE



DEDICATED SERVICE CONCIERGE TEAM



RAPID PARTS DEDICATED PARTS AGENTS



RUSHCARE COMPLETE ALL-INCLUSIVE SERVICE SUPPORT



MAINTENANCE PLANS FOR ALL MAKES



STATE-OF-THE-ART FACILITIES AND TOOLING

DATA AND TECHNOLOGY



PARTS CONNECT ONLINE PARTS ORDERING



SERVICE CONNECT COMMUNICATION PORTAL



VEHICLE RECALL AND CAMPAIGN MANAGEMENT



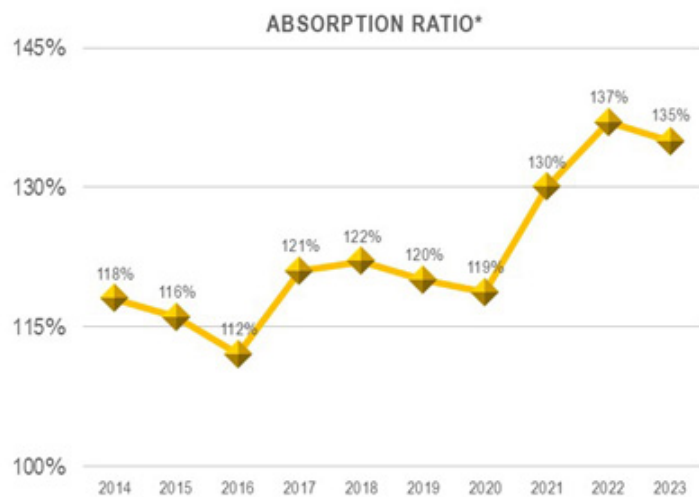
ADVANCED TELEMATICS CONNECTED FLEET SOLUTIONS



ALTERNATIVE POWER TECHNOLOGIES

ABSORPTION PERFORMANCE

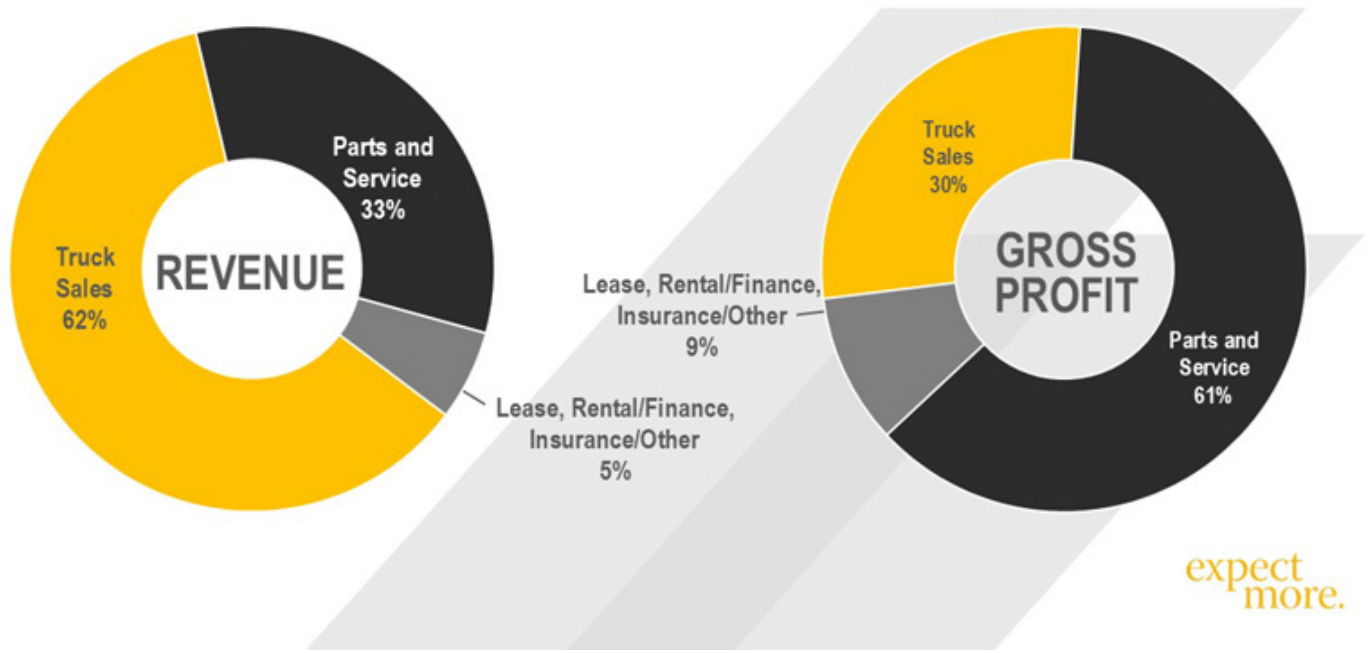
- Critical metric for dealership efficiency
- Measures less cyclical gross profit compared to controllable expenses
- 135% in 2023
- 136.2% in Q3 2024
- Sustained performance highlights effectiveness of strategic initiatives



*Absorption ratio is calculated by dividing the gross profit from the parts, service and collision center 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.

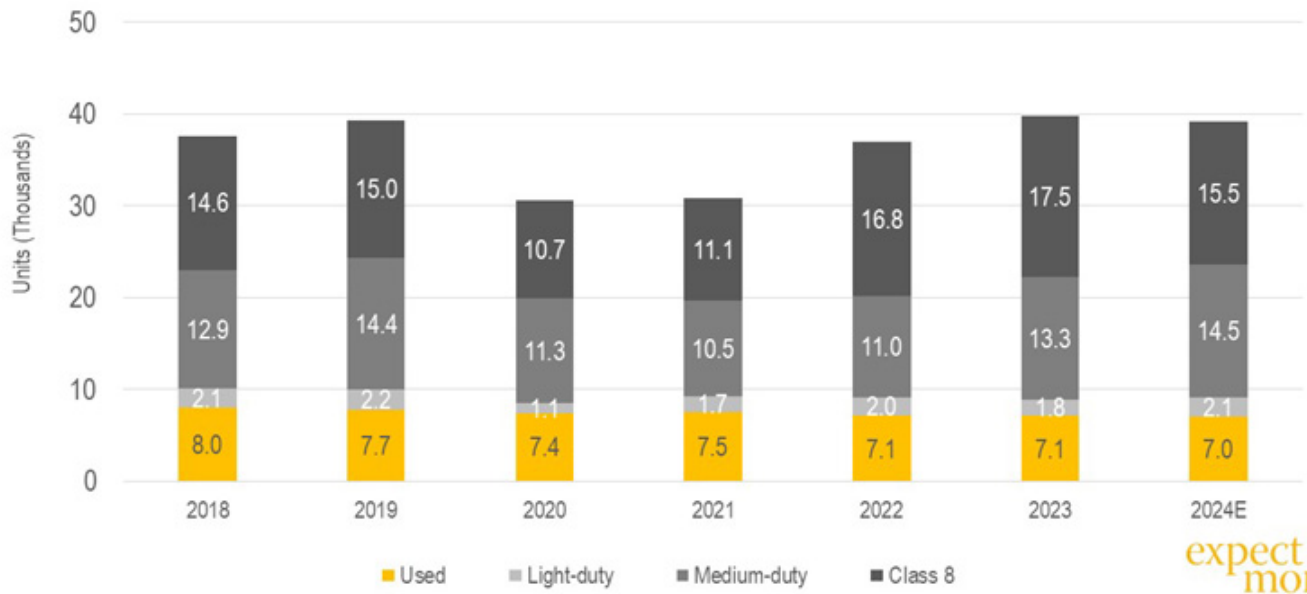
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QUALITY OF EARNINGS 2024



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RUSH ENTERPRISES ANNUAL TRUCK SALES



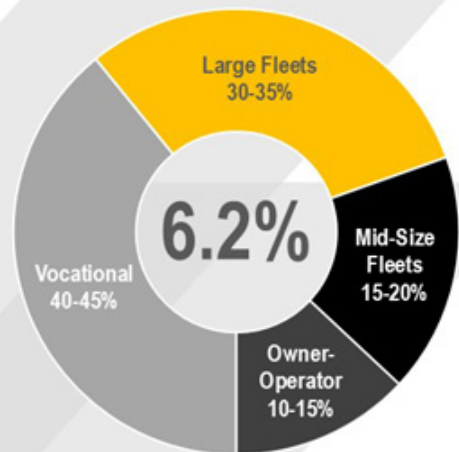
VEHICLE FRANCHISES

- Peterbilt, Class 6-8 – 67 locations, 12 states
- International, Class 5-8 – 57 locations, 12 states, 80% ownership of 13 locations in Canada
- Ford, Class 3-7 – 10 locations, 8 states
- Hino, Class 5-7 – 34 locations, 9 states
- Isuzu, Class 4-5 – 29 locations, 14 states
- Blue Arc – 38 locations, 2 states
- Dennis Eagle, Class 7 – 17 locations, 4 states
- Blue Bird – 25 locations, 1 state
- Collins – 34 locations, 2 states
- IC Bus – 43 locations, 10 states
- Jerr-Dan – 5 locations, 3 states
- PacLease – 24 locations, 9 states
- Idealease – 27 locations, 12 states



CLASS 8 CUSTOMERS

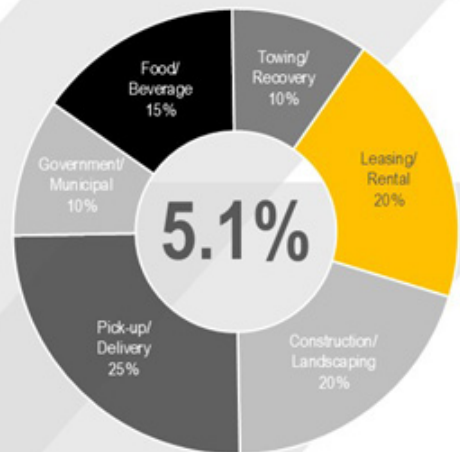
- Rush Enterprises 2023 U.S. Class 8 market share – 6.2%
- 2023 Canadian Class 8 market share – 1.6%
- Strong vocational component
- Large fleets consolidating
- Private mid-size fleets remain viable
- Independent owner-operator now variable component of truckload carrier



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CLASS 4-7 CUSTOMERS

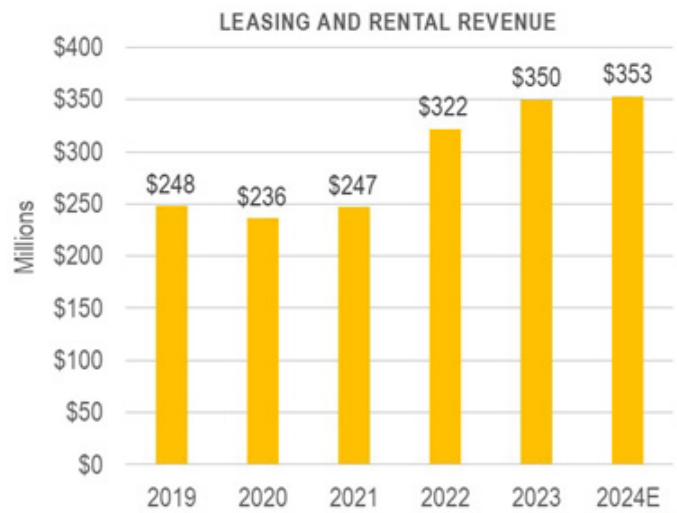
- Rush Enterprises 2023 U.S. Class 4-7 market share – 5.1%
- 2023 Canadian Class 4-7 market share – 2.9%
- Vocational and specialty markets
- Ready-to-Roll® inventory
- National fleet accounts
- Market tied closely to general economy



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RUSH TRUCK LEASING

- Full-service leasing and rental
- PacLease and Idealease franchises
- 66 locations in 22 states
- 10,000+ units in truck fleet, including cranes
- 2,200 units under contract fleet maintenance
- Growing need by customers for outsourced maintenance



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HISTORICAL RESULTS

\$ in Millions Except per Share Amounts	2020	2021	2022	2023	Nine Months ended 09/30/2023	Nine Months ended 09/30/2024
Revenue	\$4,735.9	\$5,126.1	\$7,101.7	\$7,925.0	\$5,895.6	\$5,795.2
Gross profit	\$875.5	\$1,092.3	\$1,487.2	\$1,593.1	\$1,207.0	\$1,161.3
Gross profit margin	18.5%	21.3%	20.9%	20.1%	20.8%	20.0%
Adjusted EBIT (1)*	\$149.9	\$314.8	\$505.9	\$459.1	\$356.1	\$299.6
Adjusted EBIT margin*	3.2%	6.1%	7.1%	5.8%	6.0%	5.2%
Net income	\$114.9	\$241.4	\$391.4	\$347.1	\$269.0	\$229.4
Adjusted net income (1)*	\$114.9	\$241.4	\$381.6	\$347.1	\$269.0	\$229.4
EPS (2)	\$1.36	\$2.78	\$4.57	\$4.15	\$3.19	\$2.81
Adjusted EPS (1)*	\$1.36	\$2.78	\$4.45	\$4.15	\$3.19	\$2.81

*Non-GAAP financial measure. See Appendix.

(1) EPS for all periods presented has been adjusted and restated to reflect the stock split which occurred on October 12, 2020 and August 28, 2023.

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ADJUSTED RETURN ON INVESTED CAPITAL

\$ in Thousands	2020	2021	2022	2023	9/30/2023	9/30/2024
Total debt (GAAP)	\$1,158,553	\$1,082,187	\$1,331,328	\$1,687,482	\$1,568,733	\$1,815,461
Adjustments:						
Debt related to lease and rental fleet	(\$601,272)	(\$447,098)	(\$393,879)	(\$543,626)	(\$443,095)	(\$526,443)
Floor plan notes payable	(\$511,786)	(\$630,731)	(\$933,203)	(\$1,139,744)	(\$1,121,490)	(\$1,285,033)
Adjusted total debt (non-GAAP)	\$45,495	\$4,358	\$4,246	\$4,112	\$4,148	\$3,985
Cash and cash equivalents	(\$312,048)	(\$148,146)	(\$201,044)	(\$183,725)	(\$191,988)	(\$185,073)
Adjusted net (cash) debt*	(\$266,553)	(\$143,788)	(\$196,798)	(\$179,613)	(\$187,840)	(\$181,088)
Shareholders' equity	\$1,268,037	\$1,466,749	\$1,744,491	\$1,870,879	\$1,899,612	\$2,083,129
Adjusted invested capital*	\$1,001,484	\$1,322,961	\$1,547,693	\$1,691,266	\$1,711,772	\$1,902,041
Adjusted return on invested capital (1)*	14.7%	27.1%	35.2%	33.5%	30.6%	22.3%

(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

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FREE CASH FLOW

\$ in Thousands	2020	2021	2022	2023	Nine Months ended 09/30/2023	Nine Months ended 09/30/2024
Net cash provided by (used in) operating activities	\$762,982	\$422,346	\$294,729	\$295,713	\$322,469	\$311,922
Acquisition of property/equipment	(\$136,200)	(\$167,177)	(\$243,060)	(\$368,881)	(\$356,896)	(\$384,033)
Free cash flow*	\$626,782	\$255,169	\$51,669	(\$73,168)	(\$34,427)	(\$72,111)
Adjustments:						
Draws (payments) on floor plan financing, net	(\$369,592)	\$118,945	\$273,906	\$205,487	\$185,065	\$163,109
Acquisition of L&R Assets	\$101,366	\$117,130	\$172,428	\$269,634	\$261,685	\$285,404
Non-maintenance capital expenditures	(\$3,632)	\$13,906	\$23,421	\$26,609	\$29,815	\$21,753
Adjusted FCF-Quarter	\$354,924	\$505,150	\$521,424	\$428,562	\$442,138	\$398,156

*Non-GAAP financial measure. See Appendix.

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Excellence
Productivity Fairness
Integrity Positive Attitude

December 2024

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APPENDIX

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	2020	2021	2022	2023	Nine Months ended 09/30/2023	Nine Months ended 09/30/2024
Net income	\$114,887	\$241,415	\$391,382	\$347,055	\$269,008	\$229,401
Adjustment:						
Gain on equity investment	–	–	(\$9,788)	–	–	–
Adjusted Net Income* (1)	\$114,887	\$241,415	\$381,594	\$347,055	\$269,008	\$229,401
Diluted shares outstanding EPS	84,363	86,817	85,727	83,720	84,250	81,607
EPS (2)	\$1.36	\$2.78	\$4.57	\$4.15	\$3.19	\$2.81
Adjusted EPS* (2)	\$1.36	\$2.78	\$4.57	\$4.15	\$3.19	\$2.81

*Non-GAAP financial measure – see Appendix.

(1) Includes pretax gain on sale of \$12.5 million related to the sale of 50% interest in Momentum Fuel Technologies in 2022.

Excludes gain of \$9.8M related to acquisition of additional 30% equity in Rush Truck Centres of Canada in May 2022.

(2) EPS for all periods presented has been adjusted and restated to reflect the stock split which occurred on October 12, 2020 and August 28, 2023.

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APPENDIX RECONCILIATION

Adjusted EBITDA and EBIT

\$ in Thousands	2020	2021	2022	2023	Nine Months ended 9/30/2023	Nine Months ended 9/30/2024
Net Income	\$114,887	\$241,415	\$391,382	\$347,055	\$269,008	\$229,401
Adjusted Net Income*	\$114,887	\$241,415	\$381,594	\$347,055	\$269,008	\$229,401
Provision for Income Taxes	\$36,936	\$72,768	\$119,471	\$114,000	\$87,277	\$71,422
Interest expense	\$9,014	\$1,770	\$19,124	\$52,917	\$37,415	\$55,101
Depreciation and amortization	\$57,456	\$53,354	\$55,665	\$59,830	\$44,731	\$51,376
(Gain) Loss on sales of assets	(\$1,852)	(\$1,432)	(\$2,455)	(\$843)	\$596	(\$690)
EBITDA*	\$216,341	\$367,375	\$573,399	\$572,959	\$439,027	\$406,610
Adjustments:						
Interest expense associated with floorplan notes payable	(\$8,078)	(\$795)	(\$11,785)	(\$54,022)	(\$38,197)	(\$55,614)
Adjusted EBITDA*	\$208,263	\$368,170	\$561,614	\$518,937	\$400,830	\$350,996
Depreciation and amortization	(\$57,456)	(\$53,354)	(\$55,665)	(\$59,830)	(\$44,731)	(\$51,376)
Adjusted EBIT*	\$150,807	\$314,816	\$505,949	\$459,107	\$356,099	\$299,620

*Non-GAAP financial measure

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Contact:

Rush Enterprises, Inc., San Antonio
Steven L. Keller, 830-302-5226

RUSH ENTERPRISES, INC. ADOPTS \$150 MILLION STOCK REPURCHASE PROGRAM

SAN ANTONIO, Texas, December 3, 2024 (GLOBE NEWSWIRE) — Rush Enterprises, Inc. (NASDAQ: RUSHA & RUSHB), which operates the largest network of commercial vehicle dealerships in North America, today announced that its Board of Directors approved a new stock repurchase program authorizing the Company to repurchase, from time to time, up to an aggregate of \$150 million of its shares of Class A common stock, \$.01 par value per share, and/or Class B common stock, \$.01 par value per share.

“I am pleased to announce the approval of a new \$150 million stock repurchase program,” said W.M. “Rusty” Rush, Chairman, Chief Executive Officer and President of the Company. “This announcement reflects our continued confidence in our ability to generate strong free cash flow despite challenging industry conditions, as our recent financial results have demonstrated,” Rush added. “The strategic investments we have made in recent years have substantially improved our quality of earnings and increased our earnings power in both the peaks and recent troughs in the commercial vehicle market. Our strategic focus on achieving a diversified customer base and focus on our “One Team” sales approach has also served us well, and we believe that our strong financial performance under recently challenging industry and market conditions will allow us to continue to invest in our growth strategy while also continuing to return capital to shareholders,” Rush stated.

This new stock repurchase program replaces the Company’s prior \$150 million stock repurchase program, \$77.5 million of which was utilized through December 2, 2024. The prior stock repurchase program was scheduled to expire on December 31, 2024, and was terminated effective December 2, 2024.

Repurchases under the new stock repurchase program will be made at times and in amounts as the Company deems appropriate and may be made through open market transactions at prevailing market prices, privately negotiated transactions or by other means in accordance with federal securities laws. The actual timing, number and value of repurchases under the new stock repurchase program will be determined by management in its discretion and will depend on a number of factors, including market conditions, stock price and other factors. The new stock repurchase program expires on December 31, 2025, and may be suspended or discontinued at any time.

About Rush Enterprises, Inc.

Rush Enterprises, Inc. is the premier solutions provider to the commercial vehicle industry. The Company owns and operates Rush Truck Centers, the largest network of commercial vehicle dealerships in North America, with more than 150 locations in 23 states and Ontario, Canada, including 124 franchised dealership locations. These vehicle centers, strategically located in high traffic areas on or near major highways throughout the United States and Ontario, Canada, represent truck and bus manufacturers, including Peterbilt, International, Hino, Isuzu, Ford, Dennis Eagle, IC Bus and Blue Bird. They offer an integrated approach to meeting customer needs – from sales of new and used vehicles to aftermarket parts, service and body shop operations plus financing, insurance, leasing and rental solutions. Rush Enterprises' operations also provide CNG fuel systems (through its investment in Cummins Clean Fuel Technologies, Inc.), telematics products and other vehicle technologies, as well as vehicle up-fitting, chrome accessories and tires. For more information, visit www.rushtruckcenters.com and www.rushenterprises.com on X @rushtruckcenter and Facebook.com/rushtruckcenters.

Certain statements contained in this release and comments by management may include “forward-looking” statements (as such term is defined in the Private Securities Litigation Reform Act of 1995). Such forward-looking statements only speak as of the date of this release and the Company assumes no obligation to update the information included in this release. Because such statements include risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements due to a variety of factors, many of which are described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2023, and our other filings with the U.S. Securities and Exchange Commission. Except for our ongoing obligations to disclose material information as required by the federal securities laws, we do not have any obligations or intention to release publicly any revisions to any forward-looking statements to reflect events or circumstances in the future or to reflect the occurrence of unanticipated events.

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