

**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) May 13, 2022 (May 11, 2022)



LANDSTAR SYSTEM, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

021238
(Commission
File Number)

06-1313069
(I.R.S. Employer
Identification No.)

13410 Sutton Park Drive South, Jacksonville, Florida
(Address of principal executive offices)

32224
(Zip Code)

(904) 398-9400
(Registrant's telephone number, including area code)

N/A
(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	LSTR	NASDAQ

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 5.07 Submission of Matters to a Vote of Security Holders

Landstar System, Inc. (the “Company”) held its Annual Meeting of Stockholders on May 11, 2022. A total of 35,115,477 shares, or approximately 95% of the common stock issued and outstanding as of the record date, was represented in person or by proxy. The matters voted upon by the stockholders of the Company (the “Stockholders”) at the meeting included: (i) the election of one Class I Director whose term will expire at the 2024 Annual Meeting of Stockholders, two Class II Directors whose terms will each expire at the 2025 Annual Meeting of Stockholders and one Class III Director whose term will expire at the 2023 Annual Meeting of Stockholders; (ii) the ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for fiscal year 2022; (iii) an advisory vote on the Company’s 2021 executive compensation; and (iv) the approval of the Company’s 2022 Directors Stock Compensation Plan.

(1) Election of Directors. At the meeting, the Stockholders elected Teresa L. White to serve as a Class I Director, whose term will expire at the 2024 Annual Meeting of Stockholders, Homaira Akbari and Diana M. Murphy, each to serve as a Class II Director, whose terms will expire at the 2025 Annual Meeting of Stockholders, and James L. Liang to serve as a Class III Director, whose term will expire at the 2023 Annual Meeting of Stockholders. The votes cast with respect to Ms. White, Dr. Akbari, Ms. Murphy and Mr. Liang were as follows:

Director	Votes For	Votes Against	Abstain	Broker Non-Votes
Teresa L. White	33,775,319	102,721	137,596	1,099,841
Homaira Akbari	33,101,177	776,220	138,239	1,099,841
Diana M. Murphy	32,117,853	1,760,705	137,078	1,099,841
James L. Liang	33,831,786	46,023	137,827	1,099,841

(2) Ratification of Appointment of KPMG LLP. At the meeting, the Stockholders ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for fiscal year 2022. This proposal received 34,296,928 affirmative votes and 682,151 negative votes. There were 136,398 abstentions with respect to this proposal.

(3) Advisory Vote on Executive Compensation. At the meeting, the Stockholders voted to approve the following resolution:

“RESOLVED, that the Company’s stockholders approve, on an advisory basis, the compensation of the Named Executives, as disclosed in the Company’s Proxy Statement for the 2022 Annual Meeting pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the 2021 Summary Compensation Table and the other related tables and disclosure.”

This proposal received 32,884,349 affirmative votes and 969,507 negative votes. There were 161,780 abstentions and 1,099,841 broker non-votes with respect to this proposal.

(4) Approval of 2022 Directors Stock Compensation Plan. At the meeting, the Stockholders voted to approve the 2022 Directors Stock Compensation Plan. This proposal received 33,369,216 affirmative votes and 538,980 negative votes. There were 107,440 abstentions and 1,099,841 broker non-votes with respect to this proposal.

The meeting was then adjourned.

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.

LANDSTAR SYSTEM, INC.

Date: May 13, 2022

By: /s/ Fred L. Pensotti

Name: Fred L Pensotti

Title: Vice President and Chief Financial Officer