

**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): February 8, 2021

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.)

10990 Roe Avenue
Overland Park, Kansas 66211
(Address of principal executive office)(Zip Code)

(913) 696-6100
(Registrant's telephone number, including area code)

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 7.01 Regulation FD Disclosure

Yellow Corporation will present at investor meetings and an investor conference during the remainder of the first quarter of 2021. A copy of the slide show presentation to be presented is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Yellow Corporation Investor Presentation
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

By: /s/ James R. Faught
James R. Faught
Chief Accounting Officer

Date: February 8, 2021

Yellow Corporation Investor Presentation February 2021



Holland

NEW PENN

Reddaway

YRC
FREIGHT

HENRY
CORPORATION



Statements & Disclaimers

The information in this presentation is summary in nature and may not contain all information that is important to you. The Recipient acknowledges and agrees that (i) no representation or warranty regarding the material contained in this presentation is made by Yellow Corporation (the "Company" or "we") or any of its affiliates and (ii) that the Company and its affiliates have no obligation to update or supplement this presentation or otherwise provide additional information. This presentation is for discussion and reference purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities or other property.

This presentation contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Forward-looking statements relate to future events or future performance of the Company and include statements about the Company's expectations or forecasts for future periods and events. Specific forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts and include, without limitation, words such as "may," "will," "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential" or "continue," the negative of such terms or other comparable terminology. We disclaim any obligation to update those statements, except as applicable law may require us to do so, and we caution you not to rely unduly on them. We have based those forward-looking statements on our current expectations and assumptions about future events, and while our management considers those expectations and assumptions to be reasonable, they are inherently subject to significant business, economic, competitive, regulatory and other risks, contingencies and uncertainties, most of which are difficult to predict and many of which are beyond our control. Therefore, actual results may differ materially and adversely from those expressed in any forward-looking statements. Factors that might cause or contribute to such differences include, but are not limited to, those we discuss in the "Risk Factors" section of our Annual Report on Form 10-K and in other reports we file with the Securities and Exchange Commission (the "SEC").

This presentation includes the presentation of Adjusted EBITDA, a non-GAAP financial measure. Adjusted EBITDA is not a measure of financial performance in accordance with generally accepted accounting principles and may exclude items that are significant in understanding and assessing our financial results. Therefore, this measure should not be considered in isolation or as an alternative to net income from operations, cash flows from operations, earnings per fully-diluted share or other measures of profitability, liquidity or performance under generally accepted accounting principles. We believe our presentation of Adjusted EBITDA is useful to investors and other users as these measures represent key supplemental information our management uses to compare and evaluate our core underlying business results, particularly in light of our leverage position and the capital-intensive nature of our business. Additionally, Adjusted EBITDA helps investors to understand how the company is tracking against our financial covenants in our UST Credit Agreements and New Term Loan Agreement (collectively the "TL Agreements") as this measure is calculated as prescribed therein as Consolidated EBITDA and to determine certain incentive compensation. You should be aware that this presentation of Adjusted EBITDA may not be comparable to similarly-titled measures used by other companies. For additional information on Adjusted EBITDA and the TL Agreements, refer to our quarterly reports on Form 10-Q and other reports we file with the SEC. A reconciliation of this measure to the most comparable measures presented in accordance with generally accepted accounting principles has been included in this presentation.



Holland

Advisors

Redclawway

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We are the second-largest LTL carrier and the fifth largest transportation company in North America. When you combine our regional capabilities with YRC Freight's national coverage, you get an expansive shipping footprint that only one of the largest super-regional LTL companies in North America can provide.



YELLOW

\$4.5B

2020 Total Revenue

~17.4M

Shipments Transported Annually

~30,000

Employees

327

Terminals

95+

Years of Experience

~13,500 / ~41,900

Tractors

Trailers



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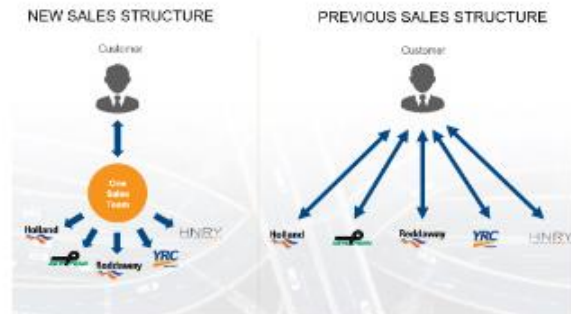
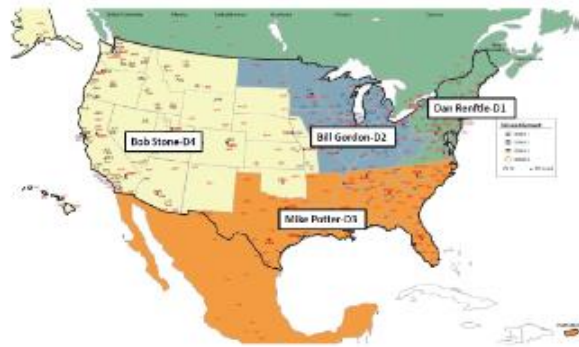
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Terminal & Network Operations

- Operational realignment and new reporting structure create new efficiencies
 - Divisional, regional, and area operational reporting structure for Holland, New Penn, Reddaway, and YRC Freight are combined under a single leadership team
 - 4 divisional and 17 operational areas supporting the entire network of terminals

- Enterprise-wide sales team
 - Simplifying customer engagement with a single point of contact with the new enterprise-wide sales team

- Network optimization
 - Building a common enterprise platform to create asset & network efficiencies to build density, reduce costs and improve service



Example of Network Optimization

CONSOLIDATION SCENARIO



NETWORK OPTIMIZATION

6 key focus areas:

- Network Design and Facilities
- Linehaul Planning
- Routing and Interchange
- City Operations
- Dock and Yard Operations
- Visibility and Status

Optimizing the network for increased efficiencies and service

- Immediate focus on gaining efficiencies and cost reductions through terminal cohabitation and consolidation
 - Divisional, regional, and area operational reporting structure for Holland, New Penn, Reddaway, and YRC Freight are combined under a single leadership team
 - 4 divisional and 17 operational areas supporting the entire network of terminals



Holland

NEW PENN

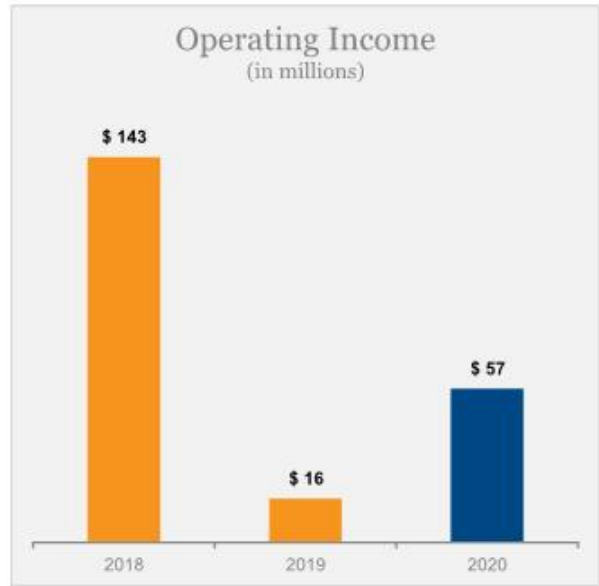
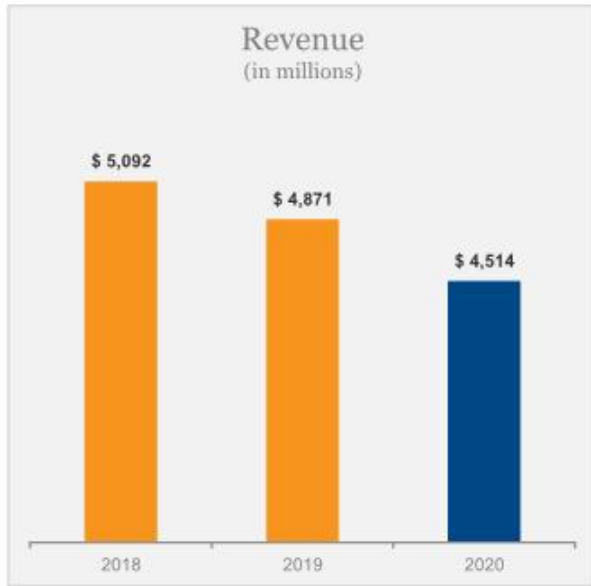
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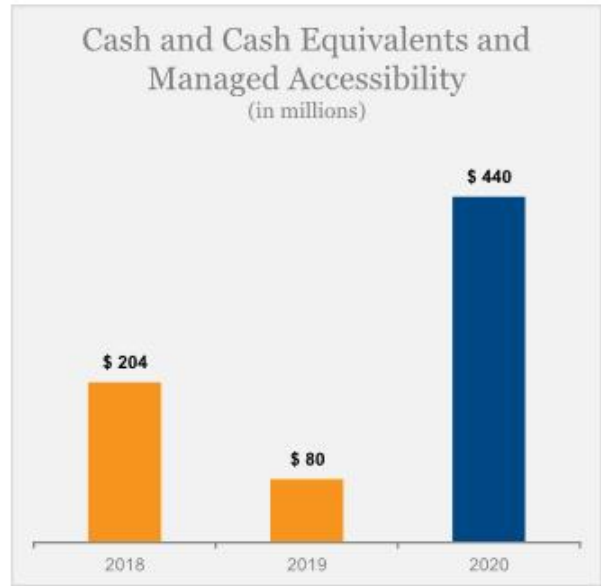
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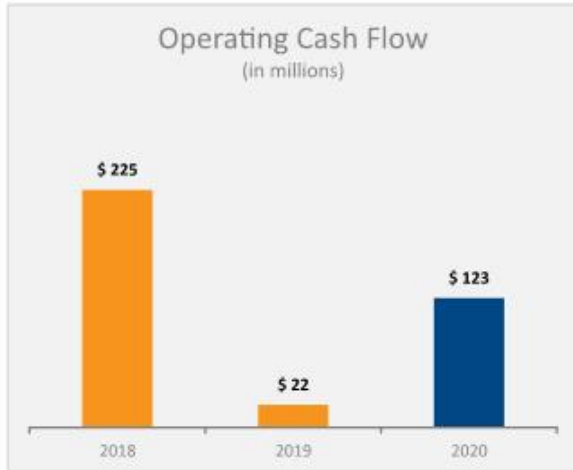
Financial Results



Financial Results



Cash Flow



Free Cash Flow Reconciliation

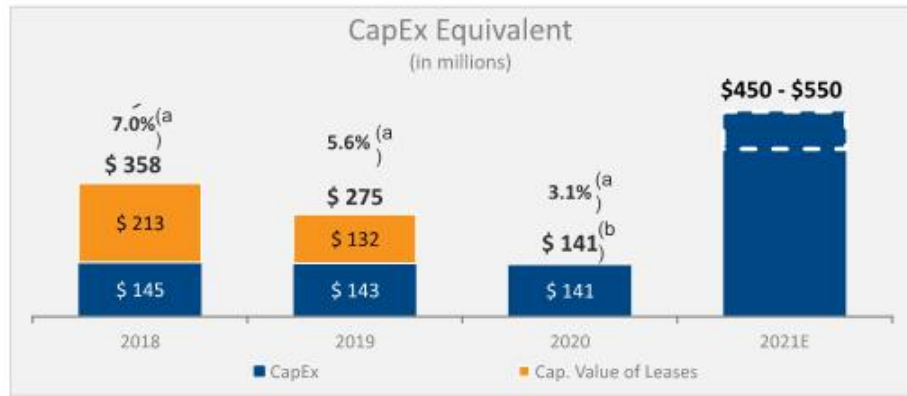
Net cash provided in operating activities
 Acquisition of property and equipment
 Proceeds from disposal of property and equipment
 Free Cash Flow

	FY 2018	FY 2019	FY 2020
Net cash provided in operating activities	\$ 224.8	\$ 21.5	\$ 122.5
Acquisition of property and equipment	(145.4)	(143.2)	(140.6)
Proceeds from disposal of property and equipment	36.4	25.9	56.1
Free Cash Flow	\$ 115.8	\$ (95.8)	\$ 38.0

- (a) Free cash flow = operating cash flow less acquisitions of property and equipment, net of cash proceeds from disposals
- (b) During FY 2018, the Company recognized cash proceeds on the sale of a terminal of approximately \$31 million
- (c) During FY 2019, the Company recognized cash proceeds on the sale of terminals of approximately \$22 million
- (d) During FY 2020, the Company recognized cash proceeds on the sale of terminals of approximately \$53 million



Reinvesting in the Business



- 2021 CapEx plan includes investments in tractors, trailers, technology, box trucks, containers, liftgates and other assets
- During 1Q 2021 expected to acquire approximately 1,100 tractors, 1,900 trailers and 250 containers

(a) CapEx Equivalent as a percentage of revenue

(b) 2020 CapEx Equivalent includes less than \$1M of capital value of leases



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CARES Act Funding

- Equity

- U.S. Treasury received 15.94 million shares of common stock and is the Company's largest shareholder with approximately 30% of outstanding shares

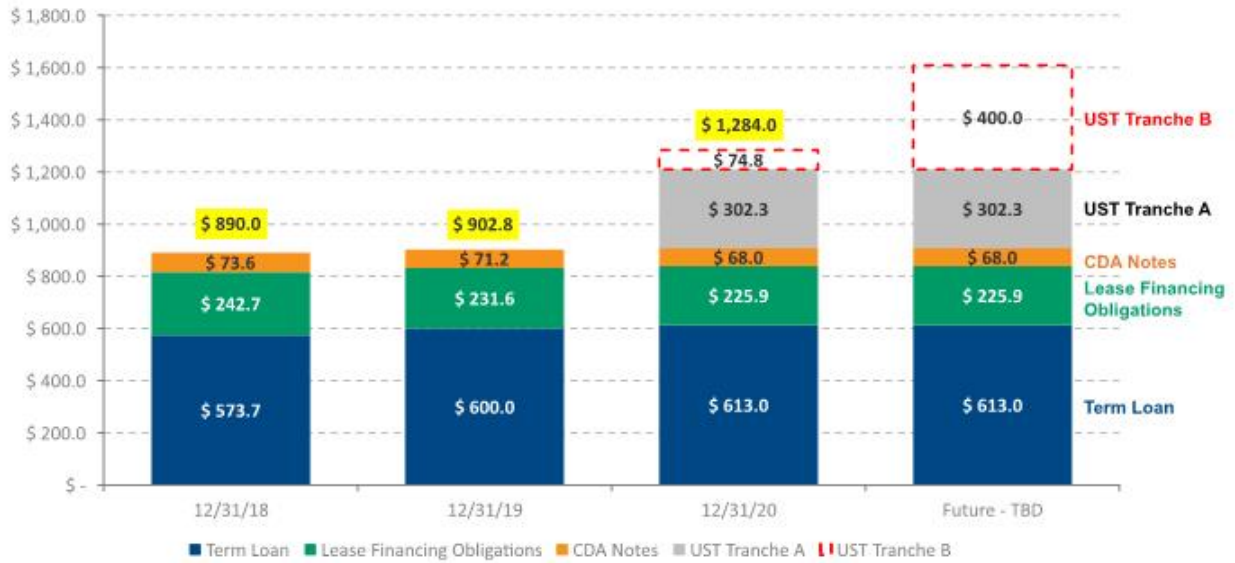
- Debt

- U.S. Treasury loan provides two tranches totaling \$700 million in aggregate principal commitments
- **Tranche A** for \$300 million is to cover deferred short-term contractual obligations, certain other deferred obligations including pension and healthcare payments and working capital. Tranche A was fully drawn as of December 31, 2020.
- **Tranche B** for \$400 million will be used for reinvestment in tractors and trailers. A total of \$251 million of Tranche B has been drawn through January 2021. The remaining \$149 million is expected to be drawn in 2021.



Capital Structure Overview

(in millions)



- Tranche A of \$300M carries a variable interest rate, currently determined by LIBOR (subject to a floor of 1%), plus 3.5%, consisting of 1.5% cash and the remainder paid-in-kind (PIK). The UST Tranche A loan balance of \$302.3M includes \$2.3M of PIK interest as of 12/31/20.
- Tranche B of \$400M carries a variable interest rate, currently determined by LIBOR (subject to a floor of 1%), plus 3.5% paidall in cash.



Conclusion

- Strong industry position with one of the largest, most comprehensive logistics and LTL networks in North America with local, regional, national and international capabilities
- Multi-year enterprise transformation initiative continues and will create operational opportunities that expand revenue, accelerate cost reductions and improve productivity
- Despite economic challenges created by the COVID-19 shutdowns, improved liquidity through year end 2020
- U.S Treasury funding creates significant opportunity to replenish the fleet
- Reinvestment in the business expected to drive improved results and position the Company for future profitability and growth
- Experienced Senior Leadership Team and Board of Directors



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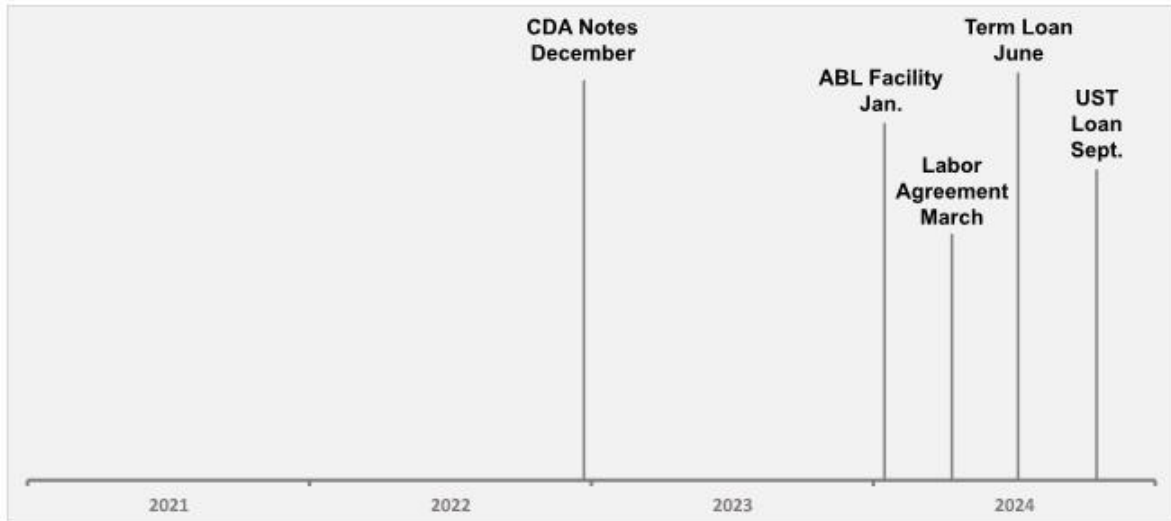
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Appendix



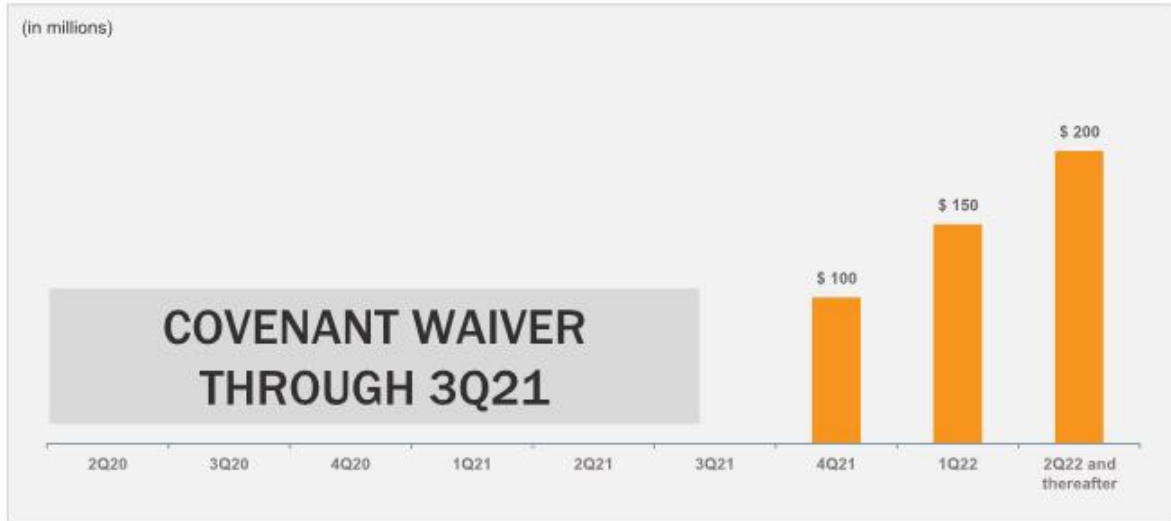
Capital Structure and Labor Timeline



Largest debt instruments and the labor agreement mature at various dates in 2024



LTM Adjusted EBITDA Covenant



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Operating Statistics – Fourth Quarter

	4Q20		4Q19		YoY % ^(a)
Workdays		80.5		62.0	
Total LTL tonnage (in thousands)		2,434		2,436	(0.1)
Total LTL tonnage per workday (in thousands)		40.22		39.28	2.4
Total LTL shipments (in thousands)		4,176		4,284	(2.5)
Total LTL shipments per workday (in thousands)		69.03		69.10	(0.1)
Total picked up LTL revenue/cwt.	\$	21.48	\$	21.60	(0.7)
Total picked up LTL revenue/cwt. (excl. FSC)	\$	19.46	\$	19.04	2.2
Total picked up LTL revenue/shipment	\$	250	\$	246	1.8
Total picked up LTL revenue/shipment (excl. FSC)	\$	227	\$	216	4.8
Total LTL weight/shipment (in pounds)		1,165		1,137	2.5
Total tonnage (in thousands)		3,134		3,089	1.5
Total tonnage per workday (in thousands)		51.81		49.82	4.0
Total shipments (in thousands)		4,289		4,382	(2.1)
Total shipments per workday (in thousands)		70.88		70.88	0.3
Total picked up revenue/cwt.	\$	18.33	\$	18.50	(1.0)
Total picked up revenue/cwt. (excl. FSC)	\$	16.67	\$	16.37	1.9
Total picked up revenue/shipment	\$	268	\$	261	2.7
Total picked up revenue/shipment (excl. FSC)	\$	244	\$	231	5.8
Total weight/shipment (in pounds)		1,462		1,410	3.7

	YoY % ^(a)		
	Oct-20	Nov-20	Dec-20
Total LTL tonnage per workday	1.9	2.2	3.2
Total tonnage per workday	3.9	3.2	4.9

(a) Percent change based on unrounded figures and not the rounded figures presented



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Operating Statistics – Year End

	YTD 2020	YTD 2019	YoY % ^(a)
Workdays	253.0	251.5	
Total LTL tonnage (in thousands)	9,845	10,314	(4.5)
Total LTL tonnage per workday (in thousands)	38.91	41.01	(5.1)
Total LTL shipments (in thousands)	16,982	18,246	(6.9)
Total LTL shipments per workday (in thousands)	67.12	72.55	(7.5)
Total picked up LTL revenue/cwt.	\$ 20.82	\$ 21.61	(3.6)
Total picked up LTL revenue/cwt. (excl. FSC)	\$ 18.78	\$ 19.05	(1.4)
Total picked up LTL revenue/shipment	\$ 241	\$ 244	(1.2)
Total picked up LTL revenue/shipment (excl. FSC)	\$ 218	\$ 215	1.1
Total LTL weight/shipment (in pounds)	1,159	1,131	2.6
Total tonnage (in thousands)	12,589	12,946	(2.8)
Total tonnage per workday (in thousands)	49.76	51.47	(3.3)
Total shipments (in thousands)	17,446	18,653	(6.5)
Total shipments per workday (in thousands)	68.96	74.17	(7.0)
Total picked up revenue/cwt.	\$ 17.82	\$ 18.66	(4.5)
Total picked up revenue/cwt. (excl. FSC)	\$ 16.13	\$ 16.50	(2.3)
Total picked up revenue/shipment	\$ 257	\$ 259	(0.7)
Total picked up revenue/shipment (excl. FSC)	\$ 233	\$ 229	1.6
Total weight/shipment (in pounds)	1,443	1,388	4.0

(a) Percent change based on unrounded figures and not the rounded figures presented



Adjusted EBITDA Reconciliation

(\$ in millions)

Yellow Consolidated	2018	2019	2020
Reconciliation of net income (loss) to adjusted EBITDA			
Net income (loss)	\$ 20.2	\$ (104.0)	\$ (53.5)
Interest expense, net	104.5	109.9	135.6
Income tax expense (benefit)	11.1	(4.3)	(19.6)
Depreciation and amortization	147.7	152.4	134.9
EBITDA	283.5	154.0	197.4
Adjustments for TL Agreements:			
Gains on property disposals, net	(20.8)	(13.7)	(45.3)
Non-cash reserve changes	-	16.1	2.9
Impairment charges	-	8.2	-
Letter of credit expense	6.6	6.5	7.3
Permitted dispositions and other	0.3	(0.9)	0.3
Equity-based compensation expense	6.3	6.3	4.7
Loss on extinguishment of debt	-	11.2	-
Non-union pension settlement charge	10.9	1.8	3.6
Other, net	0.1	2.9	3.5
Expense amounts subject to 10% threshold:			
COVID-19	-	-	3.9
Other, net	20.9	18.2	17.3
Adjusted EBITDA prior to 10% threshold	307.8	210.6	195.6
Adjustments pursuant to TTM calculation	-	-	(3.7)
Adjusted EBITDA	\$ 307.8	\$ 210.6	\$ 191.9



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www.myyellow.com

NASDAQ: YELL

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