

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): June 01, 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 1, 2023, the board of directors (the “Board”) of Yellow Corporation (the “Company”) approved and adopted an amendment (the “Amendment”) to the Company’s Second Amended and Restated Bylaws of the Company, adopted as of February 4, 2021 (the “Bylaws”), to remove reference to the Chief Executive Officer of the Company as an ex-officio member of each committee of the Board on which he did not otherwise serve, which ex-officio service was subject to the conditions previously included in the Bylaws, and to amend and restate Section 5.3(b) of the Bylaws to delete such reference.

The foregoing summary is qualified in its entirety by reference to the complete text of the Amendment, a copy of which is filed herewith as Exhibit 3.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	First Amendment to the Second Amended and Restated Bylaws, as adopted and effective on June 1, 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: June 2, 2023

By: /s/ Leah K. Dawson

Leah K. Dawson

Executive Vice President, General Counsel and Secretary

**FIRST AMENDMENT
TO THE
SECOND AMENDED AND RESTATED BYLAWS
OF YELLOW CORPORATION**

(a Delaware corporation)

The Board of Directors of Yellow Corporation, a Delaware corporation (the “**Corporation**”), by unanimous consent given in writing or by electronic transmission in lieu of holding a special meeting and in accordance with the General Corporation Law of the State of Delaware and the Second Amended and Restated Bylaws of the Corporation, adopted as of February 4, 2021 (the “**Bylaws**”), approved and adopted as of June 1, 2023 the following amendments to the Bylaws to be effective as of June 1, 2023:

Article V, Section 5.3(b) of the Bylaws is hereby amended and restated by in its entirety with the following:

- (b) The Chairman of the Board shall serve as an ex-officio member of all committees of the Board on which he or she does not otherwise serve as a member, to the extent permitted by applicable law, regulation or stock exchange requirements, and shall be entitled to be present in person, to present matters for consideration and to take part in consideration of any business by the committee at any meeting of the committee. The Chairman of the Board, as an ex-officio member, shall not be counted for purposes of a quorum nor for purposes of voting or otherwise in any way for purposes of authorizing any act or other transaction of business by such committee; however, he or she may notice and call any meeting of a committee in accordance with the procedures set for by the committee in accordance with Section 5.4 below.

Except as hereby amended, the Existing Bylaws shall in all other respects remain in full force and effect.
