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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM 8-K

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### CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) January 3, 2005

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# YELLOW ROADWAY CORPORATION

(Exact name of registrant as specified in its charter)

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

**0-12255**  
(Commission File Number)

**48-0948788**  
(IRS Employer  
Identification No.)

**10990 Roe Avenue, Overland Park, Kansas**  
(Address of principal executive offices)

**66211**  
(Zip Code)

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

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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(b) under the Exchange Act (17 CFR 240.14a-12(b))
  - ☐ 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**

On January 3, 2005, Yellow Roadway Corporation announced that on December 31, 2004, it completed the exchange offers for its Contingent Convertible Senior Notes due 2023. The announcement was made by means of a press release, the text of which is set forth in Exhibit 99.1 hereto.

**Item 9.01 Financial Statements and Exhibits**

- (a) Financial statements of businesses acquired.  
Not applicable
- (b) Pro forma financial information.  
Not applicable
- (c) Exhibits.  
99.1 Press Release dated January 3, 2005.

*Information in this Current Report that is being furnished pursuant to Item 7.01 shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information furnished pursuant to Item 7.01 in this Current Report shall not be incorporated by reference into any registration statement pursuant to the Securities Act of 1933, as amended. The furnishing of the information in Item 7.01 of this Current Report is not intended to, and does not, constitute a representation that such furnishing is required by Regulation FD or that the information Item 7.01 of this Current Report contains is material investor information that is not otherwise publicly available.*

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

YELLOW ROADWAY CORPORATION

(Registrant)

Date: January 4, 2005

By: /s/ Daniel J. Churay

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Daniel J. Churay  
Senior Vice President,  
General Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated January 3, 2005.

**Yellow Roadway Corporation**  
10990 Roe Avenue  
Overland Park, KS 66211  
Phone 913 696 6100 Fax 913 696 6116

**N E W S   R E L E A S E**

January 3, 2005

**Yellow Roadway Completes Exchange Offers for  
its Contingent Convertible Senior Notes due 2023**

OVERLAND PARK, KAN. — Yellow Roadway Corporation (NASDAQ: YELL) today announced that on December 31, 2004, it completed the previously announced offers pursuant to which holders of its 5.0% Contingent Convertible Senior Notes due 2023 and 3.375% Contingent Convertible Senior Notes due 2023 (collectively, the “Existing Notes”) could exchange their Existing Notes for an equal amount of the company’s new 5.0% Net Share Settled Contingent Convertible Senior Notes due 2023 and 3.375% Net Share Settled Contingent Convertible Senior Notes due 2023 (collectively, the “New Notes”), respectively. The exchange offers expired at 12:01 a.m., New York City time, on December 29, 2004.

\$247.65 million aggregate principal amount of the \$250 million of 5.0% Contingent Convertible Senior Notes due 2023 outstanding and \$144.62 million aggregate principal amount of the \$150 million of 3.375% Contingent Convertible Senior Notes due 2023 outstanding, representing 99.06 percent and 96.41 percent, respectively, of the original issues, were validly and timely tendered in exchange for an equal principal amount of the New Notes. All Existing Notes that were properly tendered were accepted for exchange. The New Notes contain a net share settlement feature that, upon conversion, provides for the principal amount of the New Notes to be settled in cash and the excess value to be settled in common stock, as well as an additional change in control feature. The exchange offers were made pursuant to the company’s prospectus dated December 17, 2004, which includes full details of the terms and conditions of the exchange offers.

Credit Suisse First Boston acted as dealer manager and Morrow & Co., Inc. was the information agent for the exchange offers.

*This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.*

*Yellow Roadway Corporation is one of the largest transportation service providers in the world. Through its subsidiaries including Yellow Transportation, Roadway Express, New Penn Motor Express, Reimer Express, Meridian IQ and Yellow Roadway Technologies, Yellow Roadway provides a wide range of asset and non-asset-based transportation services integrated by technology. The portfolio of brands provided through Yellow Roadway Corporation subsidiaries represents a comprehensive array of services for the shipment of industrial, commercial and retail goods domestically and internationally. Headquartered in Overland Park, Kansas, Yellow Roadway Corporation employs over 50,000 people.*

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